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

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

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

For calendar year 2010, or tax year beginning

, and ending

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 ELBRIDGE STUART FOUNDATION DBA STUART FOUNDATION		A Employer identification number 20-0882784
Number and street (or P.O. box number if mail is not delivered to street address) 500 WASHINGTON STREET	Room/suite 800	B Telephone number 415-393-1551
City or town, state, and ZIP code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 463,272,990. (Part I, column (d) must be on cash basis.)	J Accounting method. <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		80,102,217.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2,585.	2,585.		
4 Dividends and interest from securities		6,376,644.	6,376,644.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		21,204,092.			STATEMENT 1
b Gross sales price for all assets on line 6a	52,111,767.				
7 Capital gain net income (from Part IV, line 2)			15,270,197.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		2,302,583.	1,980,423.		STATEMENT 2
12 Total. Add lines 1 through 11		109,988,121.	23,629,849.		
13 Compensation of officers, directors, trustees, etc.		390,620.	27,343.		363,277.
14 Other employee salaries and wages		2,287,995.	160,160.		2,127,835.
15 Pension plans, employee benefits		759,521.	53,166.		706,355.
16a Legal fees STMT 3		25,258.	0.		25,258.
b Accounting fees STMT 4		122,187.	87,187.		35,000.
c Other professional fees STMT 5		5,193,096.	4,888,835.		96,314.
17 Interest					
18 Taxes STMT 6		807,727.	0.		10.
19 Depreciation and depletion		562,418.	28,121.		
20 Occupancy		595,221.	29,761.		565,460.
21 Travel, conferences, and meetings		306,971.	3,839.		303,132.
22 Printing and publications					
23 Other expenses STMT 7		379,312.	13,768.		365,541.
24 Total operating and administrative expenses. Add lines 13 through 23		11,430,326.	5,292,180.		4,688,182.
25 Contributions, gifts, grants paid		19,424,135.			17,886,038.
26 Total expenses and disbursements. Add lines 24 and 25		30,854,461.	5,292,180.		22,574,220.
27 Subtract line 26 from line 12		79,133,660.			
a Excess of revenue over expenses and disbursements			18,337,669.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

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

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets

Liabilities

Net Assets or Fund Balances

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	203,162.	272,266.	272,266.
3	Accounts receivable ▶ 1,545,286.			
	Less: allowance for doubtful accounts ▶	15,680,479.	1,545,286.	1,545,286.
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges	98,677.	104,271.	104,271.
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock STMT 8	38,235,015.	54,763,127.	59,086,481.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 9	272,915,402.	338,608,578.	385,807,208.
14	Land, buildings, and equipment basis ▶ 4,497,663.			
	Less: accumulated depreciation STMT 10 ▶ 1,419,368.	3,537,270.	3,078,295.	3,078,295.
15	Other assets (describe ▶ STATEMENT 11)	0.	13,379,183.	13,379,183.
16	Total assets (to be completed by all filers)	330,670,005.	411,751,006.	463,272,990.
17	Accounts payable and accrued expenses	325,074.	264,710.	
18	Grants payable	1,754,120.	3,201,274.	
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ▶ STATEMENT 12)	588,779.	1,149,330.	
23	Total liabilities (add lines 17 through 22)	2,667,973.	4,615,314.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	328,002,032.	407,135,692.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances	328,002,032.	407,135,692.	
31	Total liabilities and net assets/fund balances	330,670,005.	411,751,006.	

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	328,002,032.
2	Enter amount from Part I, line 27a	2	79,133,660.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	407,135,692.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	407,135,692.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PASS-THROUGH INCOME - ALT INVESTMENTS	P	VARIOUS	VARIOUS
c PASS-THROUGH INCOME - SHORT TERM	P	VARIOUS	VARIOUS
d DISPOSITION - PASS THROUGH INVESTMENTS	P	VARIOUS	VARIOUS
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 14,408,932.		13,462,887.	946,045.
b 14,096,744.		5,933,895.	8,162,849.
c			0.
d 23,606,091.		17,444,788.	6,161,303.
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			946,045.
b			8,162,849.
c			0.
d			6,161,303.
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	15,270,197.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	19,740,083.	324,915,187.	.060755
2008	21,763,498.	352,704,438.	.061705
2007	18,733,242.	431,669,415.	.043397
2006	17,037,668.	379,413,864.	.044905
2005	15,804,967.	343,233,872.	.046047

2 Total of line 1, column (d)	2	.256809
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	.051362
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	396,798,698.
5 Multiply line 4 by line 3	5	20,380,375.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	183,377.
7 Add lines 5 and 6	7	20,563,752.
8 Enter qualifying distributions from Part XII, line 4	8	22,574,220.

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.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	183,377.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	183,377.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	183,377.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 362,821.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 145,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	507,821.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	324,444.
11 Enter the amount of line 10 to be credited to 2011 estimated tax	324,444. Refunded	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://WWW.STUARTFOUNDATION.ORG</u>	13	X	
14	The books are in care of ► <u>STUART FOUNDATION</u> Telephone no ► <u>415-393-1551</u> Located at ► <u>500 WASHINGTON ST., SUITE 800, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94111</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(i)(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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

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?

SEE STATEMENT 14

☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		388,250.	74,267.	300.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DAVID BARLOW - 500 WASHINGTON ST., #800, SAN FRANCISCO, CA 94111	VP FINANCE & ADMIN 60.00	245,000.	47,258.	1,515.
RHONNEL SOTELO - 500 WASHINGTON ST., #800, SAN FRANCISCO, CA 94111	VP PROGRAM & OPERATIONS 60.00	228,000.	59,039.	1,510.
TERI KOOK - 500 WASHINGTON ST., #800, SAN FRANCISCO, CA 94111	DIRECTOR, CHILD WELFARE 60.00	167,799.	28,202.	198.
WENDY CHANG - 500 WASHINGTON ST., #800, SAN FRANCISCO, CA 94111	PROGRAM OFFICER 50.00	136,860.	43,859.	104.
DEBORAH MOSS - 500 WASHINGTON ST., #800, SAN FRANCISCO, CA 94111	DIRECTOR, CHILD WELFARE 50.00	132,336.	37,523.	408.

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MONTICELLO ASSOCIATES	INVESTMENT	
1200 17TH ST, STE. 2600, DENVER, CO 80202	CONSULTING	400,000.
SILCHESTER INTERNATIONAL INVESTORS - 780		
THIRD AVENUE, 42ND FLOOR, NEW YORK, NY 10017	FUND MANAGEMENT	254,195.
PIMCO DISTRESSED MORTGAGE FUND OFFSHORE FEEDER		
840 NEWPORT CENTER DR, #100, NEWPORT BEACH, CA	FUND MANAGEMENT	211,239.
HIGHFIELDS CAPITAL IV, LP - 200 CLARENDON ST,		
59TH FLOOR, BOSTON, MA 02116	FUND MANAGEMENT	155,996.
ADAGE CAPITAL PARTNERS, LP		
200 CLAREDON ST, 52ND FLOOR, BOSTON, MA 02116	FUND MANAGEMENT	136,491.
Total number of others receiving over \$50,000 for professional services		18

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	
SEE STATEMENT 15	68,274.
2	
SEE STATEMENT 16	60,000.
3	
SEE STATEMENT 17	50,000.
4	
SEE STATEMENT 18	40,000.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	85,212,130.
b	Average of monthly cash balances	1b	472,633.
c	Fair market value of all other assets	1c	317,156,555.
d	Total (add lines 1a, b, and c)	1d	402,841,318.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	402,841,318.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	6,042,620.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	396,798,698.
6	Minimum investment return. Enter 5% of line 5	6	19,839,935.

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

1	Minimum investment return from Part X, line 6	1	19,839,935.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	183,377.
b	Income tax for 2010 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	183,377.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,656,558.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	19,656,558.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	19,656,558.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	22,574,220.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	22,574,220.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	183,377.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,390,843.

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.

Form 990-PF (2010)

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				19,656,558.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			755,590.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 22,574,220.				
a Applied to 2009, but not more than line 2a			755,590.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				19,656,558.
e Remaining amount distributed out of corpus	2,162,072.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,162,072.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	95,000.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	2,067,072.			
10 Analysis of line 9				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010	2,067,072.			

ELBRIDGE STUART FOUNDATION

Form 990-PF (2010)

DBA STUART FOUNDATION

20-0882784

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

NONE

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

NONE

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

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

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

SEE STATEMENT 19

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

c Any submission deadlines

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

Part XV	Supplementary Information (continued)
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3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 20				
Total			3a	17791038.
b Approved for future payment				
Total			3b	3,201,274.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue.					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,585.	
4 Dividends and interest from securities			14	6,376,644.	
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	900000	<144,700.>	14	2,447,283.	
8 Gain or (loss) from sales of assets other than inventory			18	21,204,092.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		<144,700.>		30,030,604.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 29,885,904.	

(See worksheet in line 13 instructions to verify calculations)

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

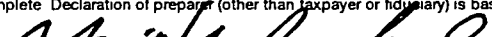
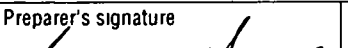
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.					
	 Signature of officer or trustee		11-9-2011 Date	PRESIDENT Title		
Paid Preparer Use Only	Print/Type preparer's name Lynn A. Henley		Preparer's signature 	Date NOV 09 2011	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶ HOOD & STRONG LLP, CPA'S				Firm's EIN ▶	
Firm's address ▶ 100 FIRST STREET, 14 FL SAN FRANCISCO, CA 94105				Phone no (415) 781-0793		

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of the organization

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

Employer identification number

20-0882784

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

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

Name of organization
ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

Employer identification number

20-0882784

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	BROAD FOUNDATION 10900 WILSHIRE BLVD., 12TH FLOOR LOS ANGELES, CA 90024	\$ 95,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	DWIGHT STUART YOUTH FOUNDATION 9595 WILSHIRE BLVD., STE. 212 LOS ANGELES, CA 90212	\$ 80,007,217.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

Employer identification number

20-0882784

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$

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

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
PUBLICLY TRADED SECURITIES	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,408,932.	13,462,887.	0.	0.	946,045.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASS-THROUGH INCOME - ALT INVESTMENTS			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
14,096,744.	0.	0.	0.	14,096,744.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PASS-THROUGH INCOME - SHORT TERM			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	0.	

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
DISPOSITION - PASS THROUGH INVESTMENTS	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,606,091.	17,444,788.	0.	0.	6,161,303.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				21,204,092.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBTI FROM PARTNERSHIPS	0.	144,700.	
PASS-THROUGH INTEREST & DIVIDENDS	0.	<926,090.>	
OTHER PASS-THROUGH INCOME	0.	2,761,813.	
OTHER INCOME	2,302,583.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,302,583.	1,980,423.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEE	25,258.	0.		25,258.
TO FM 990-PF, PG 1, LN 16A	25,258.	0.		25,258.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	122,187.	87,187.		35,000.
TO FORM 990-PF, PG 1, LN 16B	122,187.	87,187.		35,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEE	3,305,055.	3,305,055.		0.
INVESTMENT FUND EXPENSES	1,687,221.	1,579,274.		0.
CONSULTING FEES	110,701.	0.		110,701.
COMPUTER SERVICES	90,119.	4,506.		85,613.
TO FORM 990-PF, PG 1, LN 16C	5,193,096.	4,888,835.		196,314.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	807,717.	0.		0.
STATE FILING FEE	10.	0.		10.
TO FORM 990-PF, PG 1, LN 18	807,727.	0.		10.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNICATIONS TECHNOLOGY	40,907.	2,045.		38,862.
OFFICE SUPPLIES & PRINTING	68,060.	3,403.		64,657.
POSTAGE	5,373.	269.		5,104.
INSURANCE	40,289.	2,014.		38,275.
MAINTENANCE/REPAIRS	27,545.	1,377.		26,168.
MISCELLANEOUS	3,340.	167.		3,170.
TEMPS	20,952.	0.		20,952.
OPERATING LEASES	33,818.	1,691.		32,127.
SUBSCRIPTIONS/BOOKS	3,299.	231.		3,068.
MEMBERSHIP DUES	3,250.	163.		3,087.
STAFF/PROFESSIONAL DEVELOPMENT	24,404.	1,708.		22,696.
CAPITAL PURCHASES < \$2500	13,991.	700.		13,291.
RECRUITING	14,334.	0.		14,334.
OTHER DIRECT CHARITABLE	79,750.	0.		79,750.
TO FORM 990-PF, PG 1, LN 23	379,312.	13,768.		365,541.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC EQUITIES	23,158,761.	24,542,527.
INTERNATIONAL EQUITIES	31,604,366.	34,543,954.
TOTAL TO FORM 990-PF, PART II, LINE 10B	54,763,127.	59,086,481.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ALTERNATIVE INVESTMENTS	COST	310,672,063.	357,900,296.
SHORT TERM INVESTMENTS	COST	27,936,515.	27,906,912.
TOTAL TO FORM 990-PF, PART II, LINE 13		338,608,578.	385,807,208.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTERS & EQUIPMENT	265,541.	184,945.	80,596.
FURNITURE & FINE ART	1,035,276.	515,050.	520,226.
LEASEHOLD IMPROVEMENTS	3,042,100.	671,659.	2,370,441.
WEBSITE	154,746.	47,714.	107,032.
TOTAL TO FM 990-PF, PART II, LN 14	4,497,663.	1,419,368.	3,078,295.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RECEIVABLES FROM RELATED ENTITY	0.	13,379,183.	13,379,183.
TO FORM 990-PF, PART II, LINE 15	0.	13,379,183.	13,379,183.

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
EXCISE TAX PAYABLE	155,860.	145,000.
DEFERRED TAXES	432,919.	991,496.
DEFERRED LEASE INCENTIVE	0.	12,834.
TOTAL TO FORM 990-PF, PART II, LINE 22	588,779.	1,149,330.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTY PICHEL 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	PRESIDENT 60.00	388,250.	74,267.	300.
DWIGHT L. STUART, JR. 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	CHAIRMAN 5.00	0.	0.	0.
DAVIS CAMPBELL 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	DIRECTOR 5.00	0.	0.	0.
ELBRIDGE H. STUART, III 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	VICE-CHAIRMAN 5.00	0.	0.	0.
STUART LUCAS 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		388,250.	74,267.	300.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 14

GRANTEE'S NAME

SEE STATEMENT A

GRANTEE'S ADDRESSGRANT AMOUNTDATE OF GRANTAMOUNT EXPENDEDPURPOSE OF GRANT

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	15
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ACTIVITY ONE

"FOR PROJECT MANAGEMENT COSTS RELATED TO THE EFFECTIVE
EDUCATION SYSTEMS INITIATIVE IN 2010."

FOR PROJECT MANAGEMENT COSTS RELATED TO THE EFFECTIVE
EDUCATION SYSTEMS INITIATIVE IN 2010.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

68,274.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	16
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ACTIVITY TWO

TO PREPARE YOUTH DEVELOPMENT CLUSTER REVIEW THAT COVERS THE
ENTIRETY OF THE YOUTH DEVELOPMENT GRANTMAKING FOR THE
FOUNDATION'S FORMER YOUTH & COMMUNITIES PROGRAM. THE
PROJECT WILL DEVELOP MIXED MEDIA PRODUCTS TO DEMONSTRATE THE
FOUNDATION'S YOUTH DEVELOPMENT WORK AND ITS IMPACT ON YOUTH
IN CALIFORNIA AND WASHINGTON. THE FOUNDATION WILL WORK ON
DESIGNING A PUBLIC DISSEMINATION AND COMMUNICATIONS STRATEGY
TO ACCOMPANY THE CLUSTER REVIEW.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

60,000.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	17
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ACTIVITY THREE

TO PROVIDE DESIGN SERVICES, STRATEGIC COUNCEL, WRITING AND
EDITING SERVICES IN SUPPORT OF THE 2011 STATEWIDE EDUCATION
SUMMIT. THIS SUMMIT WILL BUILD UPON THE SUCCESS OF SEVERAL
PRIOR ANNUAL EVENTS AND WILL BRING PROFESSIONALS IN CHILD
WELFARE, HIGHER EDUCATION, EARLY CHILDHOOD AND K-12 TOGETHER
FOR DYNAMIC LEARNING AND PEER-NETWORKING OPPORTUNITIES.
FENTON COMMUNICATIONS WILL ALSO SUPPORT THE COLLEGE PATHWAYS
INITIATIVE LEADERSHIP TEAM IN THE PLANNING AND PRODUCTION OF

ITS NEXT ANNUAL REPORT. THIS REPORT, TO BE RELEASED IN
EARLY 2011, WILL FEATURE PROGRESS MADE OVER THE PAST 3
YEARS, PRESENT NEWLY COLLECTED DATA ON THE IMPACT OF CAMPUS
SUPPORT PROGRAMS AND HIGHLIGHT THE FUTURE DIRECTION OF THE
INITIATIVE.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

50,000.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 18

ACTIVITY FOUR

TO SUPPORT THE 34TH ANNUAL FORUM ON CALIFORNIA EDUCATION
POLICY IN MARCH 2011, WHICH WILL ATTRACT MORE THAN 350 K-14
SCHOOL DISTRICT LEADERS, STATE POLICY MAKERS, AND CIVIC AND
COMMUNITY OPINION LEADERS. NATIONAL AND STATE EXPERTS WILL
PROVIDE HIGH QUALITY, CREDIBLE INFORMATION ABOUT THE CURRENT
STATE OF THE PUBLIC EDUCATION SYSTEM AND ITS STUDENTS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

40,000.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 19

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHRISTY PICHEL, PRESIDENT, STUART FOUNDATION
500 WASHINGTON ST., #800
SAN FRANCISCO, CA 94111

TELEPHONE NUMBER

415-393-1551

FORM AND CONTENT OF APPLICATIONS

THE APPLICATION PROCESS - PLEASE FOLLOW OUR SEVEN-STEP PROCESS:

STEP 1: PLEASE REVIEW OUR PROGRAM OBJECTIVES, KEY ELEMENTS, AND LIST OF PREVIOUS GRANTS TO DETERMINE WHETHER YOUR PROGRAM FITS WITHIN ALL OR MOST OF OUR STATED GUIDELINES.

STEP 2: PLEASE SEND US A LETTER OF INQUIRY (LOI). PLEASE FOLLOW THE GUIDELINES ON OUR WEBSITE ("PREPARING AN EFFECTIVE LOI"). WE WILL CONTACT YOU WITHIN 30 DAYS.

STEP 3: A PROGRAM OFFICER WILL CONTACT YOU TO INVITE YOU TO SUBMIT A PROPOSAL.

STEP 4: YOUR PROGRAM OFFICER WILL DIRECT YOU TO SPECIFIC PROPOSAL GUIDELINES FOR THE APPROPRIATE PROGRAM AREA.

STEP 5: A PROGRAM OFFICER WILL HELP YOU STRENGTHEN YOUR PROPOSAL.

STEP 6: A PROGRAM OFFICER WILL CONDUCT THE NECESSARY DUE DILIGENCE.

STEP 7: THE BOARD OF THE STUART FOUNDATION WILL EVALUATE YOUR PROPOSAL.

ANY SUBMISSION DEADLINES

LETTERS OF INQUIRY ARE REVIEWED WEEKLY AND APPLICANTS ARE NOTIFIED OF A DECISION WITHIN 60 DAYS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ELIGIBLE ORGANIZATIONS MUST QUALIFY AS A LEGAL ENTITY AND MUST, IN MOST CASES, HAVE CURRENT TAX-EXEMPT STATUS AS DESCRIBED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OTHER THAN PRIVATE FOUNDATIONS. THE STUART FOUNDATION DOES NOT FUND CAPITAL CAMPAIGNS OR PROJECTS WHOSE BENEFICIARIES ARE OUTSIDE THE STATES OF CALIFORNIA AND WASHINGTON.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 20

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
24TH STREET THEATRE 1117 WEST 24TH STREET LOS ANGELES, CA 90007	EDUCATION ENRICHMENT	501C(3)	25,000.
826LA 685 VENICE BOULEVARD VENICE, CA 90291	EDUCATION ENRICHMENT	501C(3)	20,000.
ACCESS BOOKS PO BOX 64951 LOS ANGELES, CA 90064	EDUCATION ENRICHMENT	501C(3)	15,000.
ACME THEATRE COMPANY P.O. BOX 159 DAVIS, CA 95617	BOARD SPECIAL INTEREST	501C(3)	5,000.
ACTOR'S GANG 9070 VENICE BLVD. CULVER CITY, CA 90232	EDUCATION ENRICHMENT	501C(3)	15,000.
ALEX SMITH FOUNDATION 4665 GAVIOTA COURT BONITA, CA 91902	CHILD WELFARE	501C(3)	50,000.
ALLIANCE FOR EDUCATION 509 OLIVE WAY, SUITE 500 SEATTLE, WA 98101	EDUCATION	501C(3)	420,000.
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 2800 CAMPUS DRIVE, SUITE 200 SAN MATEO, CA 94403	EDUCATION	501C(3)	75,000.

AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 2800 CAMPUS DRIVE, SUITE 200 SAN MATEO, CA 94403	EDUCATION	501C(3)	75,000.
AMERICAN NATIONAL RED CROSS P.O. BOX 37295 WASHINGTON, DC 20006	FOUNDATION SPECIAL INTEREST	501C(3)	600.
AMERICAN YOUTH WORK CENTER 1331 H STREET, SUITE 701 WASHINGTON, DC 20005	CHILD WELFARE	501C(3)	25,000.
ARTS HIGH FOUNDATION 1149 S. HILL ST., SUITE H 100 LOS ANGELES, CA 90015	EDUCATION ENRICHMENT	501C(3)	35,000.
ASHWOOD WALDORF SCHOOL 180 PARK STREET ROCKPORT, ME 04856	FOUNDATION SPECIAL INTEREST	501C(3)	700.
ASIAN AMERICANS/PACIFIC ISLANDERS IN PHILANTHROPY 211 SUTTER STREET, SUITE 600 SAN FRANCISCO, CA 94108	FOUNDATION SPECIAL INTEREST	501C(3)	1,500.
ASIAN PACIFIC COMMUNITY FUND OF SOUTHERN CALIFORNIA 1145 WILSHIRE BOULEVARD, 1ST FLOOR LOS ANGELES, CA 90017	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
ASIAN PACIFIC HEALTH CARE VENTURE 1530 HILLHURST AVENUE LOS ANGELES, CA 90027	LEADERSHIP	501C(3)	15,000.
ASIAN PACIFIC POLICY AND PLANNING COUNCIL 605 WEST OLYMPIC BOULEVARD, SUITE 610 LOS ANGELES, CA 90015	FOUNDATION SPECIAL INTEREST	501C(3)	300.
ASIAN PACIFIC WOMEN'S CENTER 1145 WILSHIRE BOULEVARD, 1ST FLOOR LOS ANGELES, CA 90017	EDUCATION ENRICHMENT	501C(3)	10,000.

ASIAN YOUTH CENTER 100 WEST CLARY AVENUE SAN GABRIEL, CA 91776	EDUCATION ENRICHMENT	501C(3)	1,000.
ASIAN YOUTH CENTER 100 WEST CLARY AVENUE SAN GABRIEL, CA 91776	CAPACITY BUILDING	501C(3)	24,000.
ASPIRANET - 400 OYSTER POINT BOULEVARD, SUITE #501 SOUTH SAN FRANCISCO, CA 94080	CHILD WELFARE	501C(3)	10,000.
ASPIRE PUBLIC SCHOOLS 1001 22ND AVENUE OAKLAND, CA 94606	EDUCATION	501C(3)	215,000.
AVON PRODUCTS FOUNDATION INCORPORATED 1 AVON PLAZA RYE, NY 10580	FOUNDATION SPECIAL INTEREST	501C(3)	100.
AVON PRODUCTS FOUNDATION INCORPORATED 1 AVON PLAZA RYE, NY 10580	FOUNDATION SPECIAL INTEREST	501C(3)	100.
BIGHORN GOLF CLUB CHARITIES 255 PALOWET DRIVE PALM DESERT, CA 92260	EDUCATION ENRICHMENT	501C(3)	5,000.
BOOJUM INSTITUTE FOR EXPERIENTIAL EDUCATION 57705 RAMSEY ROAD ANZA, CA 92539	LEADERSHIP	501C(3)	15,000.
BOYS & GIRLS CLUB OF BURBANK & GREATER EAST VALLEY 2244 N. BUENA VISTA ST. BURBANK, CA 91504	EDUCATION ENRICHMENT	501C(3)	10,000.
BOYS & GIRLS CLUB OF HOLLYWOOD 850 N. CAHUENGA BOULEVARD HOLLYWOOD, CA 90038	EDUCATION ENRICHMENT	501C(3)	20,000.

BOYS & GIRLS CLUB OF HOLLYWOOD 850 N. CAHUENGA BOULEVARD HOLLYWOOD, CA 90038	EDUCATION ENRICHMENT	501C(3)	40,000.
BOYS & GIRLS CLUB OF VENICE 2232 LINCOLN BOULEVARD VENICE, CA 90291	EDUCATION ENRICHMENT	501C(3)	20,000.
BOYS & GIRLS CLUBS OF THE LOS ANGELES HARBOR 1200 S. CABRILLO AVENUE SAN PEDRO, CA 90731	EDUCATION ENRICHMENT	501C(3)	45,000.
BREAST CANCER RESEARCH FOUNDATION INC. 60 EAST 56TH STREET, 8TH FLOOR NEW YORK, NY 10022	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
BUSINESS UNITED IN INVESTING, LENDING AND DEVELOPMENT 5 PALO ALTO SQUARE, 6TH FLOOR, 3000 EL CAMINO REAL PALO ALTO,	YOUTH DEVELOPMENT	501C(3)	75,000.
CALIFORNIA CHARTER SCHOOLS ASSOCIATION 250 EAST 1ST STREET, SUITE 1000 LOS ANGELES, CA 90012	CHILD WELFARE	501C(3)	30,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	OTHER	501C(3)	0.
CALIFORNIA COMMUNITY FOUNDATION 445 SOUTH FIGUEROA STREET, SUITE 3400 LOS ANGELES, CA 90071	CHILD WELFARE	501C(3)	25,000.
CALIFORNIA CONFERENCE FOR EQUALITY & JUSTICE 444 WEST OCEAN BOULEVARD, SUITE 940 LONG BEACH, CA 90802	LEADERSHIP	501C(3)	40,000.
CALIFORNIA COURT APPOINTED SPECIAL ADVOCATE ASSOCIATION 660 13TH STREET, SUITE 300 OAKLAND, CA 94612	CHILD WELFARE	501C(3)	175,000.

CALIFORNIA DEPARTMENT OF SOCIAL SERVICES 744 P STREET, MS 8-14-66 SACRAMENTO, CA 95814	CHILD WELFARE	GOVERNMENT ENTITY	150,000.
CALIFORNIA NETWORK OF CHILD ADVOCACY CENTERS INC. P.O. BOX 791 COOL, CA 95614	CHILD WELFARE	501C(3)	65,000.
CALIFORNIA SCHOOL AGE CONSORTIUM 657 MISSION STREET, SUITE 601 SAN FRANCISCO, CA 94105	YOUTH DEVELOPMENT	501C(3)	20,000.
CALIFORNIA SCHOOL BOARDS FOUNDATION 3100 BEACON BOULEVARD WEST SACRAMENTO, CA 95691	EDUCATION	501C(3)	50,000.
CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE, 6TH FLOOR LONG BEACH, CA 90802	CHILD WELFARE	501C(3)	179,900.
CALIFORNIA YOUTH CONNECTIONS 604 MISSION STREET, 9TH FLOOR SAN FRANCISCO, CA 94105	CHILD WELFARE	501C(3)	185,000.
CAMP KOREY 28901 NE CARNATION FARM ROAD CARNATION, WA 98014	BOARD SPECIAL INTEREST	501C(3)	30,000.
CENTER FOR EFFECTIVE PHILANTHROPY, INC. 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139	FOUNDATION SPECIAL INTEREST	501C(3)	50,000.
CENTER FOR EFFECTIVE PHILANTHROPY, INC. 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139	EDUCATION	501C(3)	100,000.
CENTER FOR THE FUTURE OF TEACHING AND LEARNING 133 MISSION STREET, SUITE 220 SANTA CRUZ, CA 95060	EDUCATION	501C(3)	50,000.

CENTER THEATRE GROUP OF LOS ANGELES PERFORMING ARTS CENTER, 135 NORTH GRAND AVENUE LOS ANGELES,	EDUCATION ENRICHMENT	501C(3)	35,000.
CENTRO LATINO FOR LITERACY 1709 WEST 8TH STREET, SUITE A LOS ANGELES, CA 90017	EDUCATION ENRICHMENT	501C(3)	20,000.
CHALLENGE ASPEN PO BOX 6639 SNOWMASS VILLAGE, CO 81615	OTHER	501C(3)	5,000.
CHILD AND FAMILY POLICY CENTER 505 FIFTH AVENUE, SUITE 404 DES MOINES, IA 50309	EDUCATION	501C(3)	50,000.
CHILD AND FAMILY POLICY INSTITUTE 925 L STREET, SUITE 350 SACRAMENTO, CA 95814	CHILD WELFARE	501C(3)	2,500.
CHILD AND FAMILY POLICY INSTITUTE 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	CHILD WELFARE	501C(3)	12,650.
CHILD AND FAMILY POLICY INSTITUTE 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	CHILD WELFARE	501C(3)	15,000.
CHILD AND FAMILY POLICY INSTITUTE 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	CHILD WELFARE	501C(3)	37,500.
CHILD AND FAMILY POLICY INSTITUTE 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	CHILD WELFARE	501C(3)	50,000.
CHILD AND FAMILY POLICY INSTITUTE 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833	CHILD WELFARE	501C(3)	250,000.

CHILD TRENDS INCORPORATED 4301 CONNECTICUT AVENUE NW, SUITE 350 WASHINGTON, DC 20008	CHILD WELFARE	501C(3)	75,000.
CHILD WELFARE CAE 500 WASHINGTON STREET, STE. 800 SAN FRANCISCO, CA 94111	CHILD WELFARE	501C(3)	1,879.
CHILD WELFARE CAE 500 WASHINGTON STREET, STE. 800 SAN FRANCISCO, CA 94111	CHILD WELFARE	501C(3)	6,186.
CHILDREN AND YOUTH JUSTICE CENTER 615 2ND AVENUE, SUITE 275 SEATTLE, WA 98104	CHILD WELFARE	501C(3)	25,000.
CHILDREN AND YOUTH JUSTICE CENTER 615 2ND AVENUE, SUITE 275 SEATTLE, WA 98104	CHILD WELFARE	501C(3)	227,120.
CHILDREN TODAY PO BOX 16004 LONG BEACH, CA 90806	EDUCATION ENRICHMENT	501C(3)	15,000.
CHILDREN UNITING NATIONS 6380 WILSHIRE BLVD., SUITE 1006 LOS ANGELES, CA 90048	EDUCATION ENRICHMENT	501C(3)	15,000.
CHILDREN'S HEALTH FOUNDATION 400 WEST MAIN STREET, SUITE 210 ASPEN, CO 81611	EDUCATION ENRICHMENT	501C(3)	10,000.
CHILDREN'S NATURE INSTITUTE 1910 MAGNOLIA AVE LOS ANGELES, CA 90007	EDUCATION ENRICHMENT	501C(3)	30,000.
CHILDREN'S SKIN DISEASE FOUNDATION 1600 SOUTH MAIN STREET, SUITE #192 WALNUT CREEK, CA 94598	OTHER	501C(3)	9,000.

CHINATOWN COMMUNITY DEVELOPMENT CENTER 1525 GRANT AVENUE SAN FRANCISCO, CA 94133	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
CHUCK GATES YOUTH GOLF ENDOWMENT PO BOX 326 KETCHUM, ID 83340	EDUCATION ENRICHMENT	501C(3)	10,000.
CITY AND COUNTY OF SAN FRANCISCO, HUMAN SERVICES AGENCY 170 OTIS STREET, 8TH FLOOR SAN FRANCISCO, CA 94103	CHILD WELFARE	GOVERNMENT ENTITY	50,000.
CITY AND COUNTY OF SAN FRANCISCO, HUMAN SERVICES AGENCY 170 OTIS STREET, 8TH FLOOR SAN FRANCISCO, CA 94103	CHILD WELFARE	GOVERNMENT ENTITY	50,000.
CITY HEARTS: KIDS SAY YES TO THE ARTS P.O. BOX 1314 TOPANGA, CA 90290	CAPACITY BUILDING	501C(3)	20,000.
COLLEGE OF MARIN FOUNDATION P.O. BOX 446 KENTFIELD, CA 94914	BOARD SPECIAL INTEREST	501C(3)	7,000.
COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH ROAD, SUITE 200 ISSAQUAH, WA 98027	BOARD SPECIAL INTEREST	501C(3)	10,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	CHILD WELFARE	501C(3)	3,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	EDUCATION	501C(3)	50,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	FOUNDATION SPECIAL INTEREST	501C(3)	400.

COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	YOUTH DEVELOPMENT	501C(3)	50,000.
COMMUNITY SCHOOLS COLLABORATION 16256 MILITARY ROAD SOUTH, SUITE 102 SEATAC, WA 98188	EDUCATION	501C(3)	7,500.
COMMUNITY SCHOOLS COLLABORATION 16256 MILITARY ROAD SOUTH, SUITE 102 SEATAC, WA 98188	EDUCATION	501C(3)	35,000.
COMMUNITY SCHOOLS COLLABORATION 16256 MILITARY ROAD SOUTH, SUITE 102 SEATAC, WA 98188	EDUCATION	501C(3)	85,000.
COMMUNITY SCHOOLS COLLABORATION 16256 MILITARY ROAD SOUTH, SUITE 102 SEATAC, WA 98188	EDUCATION	501C(3)	300,000.
COMPASSPOINT NONPROFIT SERVICES 731 MARKET STREET, SUITE 200 SAN FRANCISCO, CA 94103	FOUNDATION SPECIAL INTEREST	501C(3)	10,000.
CONGRESSIONAL COALITION ON ADOPTION INSTITUTE 311 MASSACHUSETTS AVENUE, NE WASHINGTON, DC 20002	CHILD WELFARE	501C(3)	40,000.
DAVIS BRIDGE EDUCATIONAL FOUNDATION 1400 EAST EIGHT STREET DAVIS,, CA 95616	BOARD SPECIAL INTEREST	501C(3)	10,000.
DAVIS PUBLIC SCHOOLS EDUCATION FOUNDATION P.O. BOX 1154 DAVIS, CA 95617	BOARD SPECIAL INTEREST	501C(3)	5,000.
DEVELOPMENTAL STUDIES CENTER 2000 EMBARCADERO, SUITE 305 OAKLAND, CA 94606	EDUCATION	501C(3)	175,000.

DOVETAIL LEARNING INC. 321 SOUTH MAIN STREET, #15 SEBASTOPOL, CA 95472	EDUCATION	501C(3)	30,000.
DRAMATIC RESULTS 3308 LIME AVENUE SIGNAL HILL, CA 90755	EDUCATION ENRICHMENT	501C(3)	40,000.
EAST BAY AGENCY FOR CHILDREN 303 VAN BUREN AVENUE OAKLAND, CA 94610	FOUNDATION SPECIAL INTEREST	501C(3)	440.
EAST BAY AGENCY FOR CHILDREN 303 VAN BUREN AVENUE OAKLAND, CA 94610	FOUNDATION SPECIAL INTEREST	501C(3)	700.
EAST BAY COMMUNITY FOUNDATION DE DOMENICO BUILDING, 200 FRANK H. OGAWA PLAZA OAKLAND, CA 94612	EDUCATION	501C(3)	50,000.
EAST BAY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 4651 GLEASON DRIVE DUBLIN, CA 94568	CONNECTIONS	501C(3)	7,500.
EDSOURCE, INC. 520 SAN ANTONIO ROAD, SUITE 200 MOUNTAIN VIEW, CA 94040	EDUCATION	501C(3)	40,000.
EDSOURCE, INC. 520 SAN ANTONIO ROAD, SUITE 200 MOUNTAIN VIEW, CA 94040	EDUCATION	501C(3)	48,000.
EDSOURCE, INC. 520 SAN ANTONIO ROAD, SUITE 200 MOUNTAIN VIEW, CA 94040	EDUCATION	501C(3)	100,000.
EDUCATING YOUNG MINDS 3325 WILSHIRE BLVD., SUITE 400 LOS ANGELES, CA 90010	EDUCATION ENRICHMENT	501C(3)	15,000.

ELBRIDGE STUART FOUNDATION DBA STUART FO		20-0882784
EDUCATION DEVELOPMENT CENTER, INC. ACCOUNTING DEPARTMENT, 55 CHAPEL STREET NEWTON, MA 02458	EDUCATION	501C(3) 275,000.
EDUCATION LEADERSHIP ADVISORY COUNCIL 500 WASHINGTON STREE, STE. 800 SAN FRANCISCO, CA 94111	EDUCATION	501C(3) 3,626.
EDUCATION LEADERSHIP ADVISORY COUNCIL 500 WASHINGTON STREET, STE. 800 SAN FRANCISCO, CA 94111	EDUCATION	501C(3) 5,066.
EDUCATION SECTOR INC. 1201 CONNECTICUT AVENUE NW, SUITE 850 WASHINGTON, DC 200636	EDUCATION	501C(3) 100,000.
EFFECTIVE EDUCATION SYSTEMS INITIATIVE 500 WASHINGTON STREET, STE. 800 SAN FRANCISCO, CA 94111	EDUCATION	501C(3) 4,450.
EL CENTRO DE ACCI N SOCIAL 37 EAST DEL MAR BOULEVARD PASADENA, CA 91105	EDUCATION ENRICHMENT	501C(3) 10,000.
ELEVATE YOUR GAME PO BOX 5281 COMPTON, CA 90224	LEADERSHIP	501C(3) 10,000.
EMERY EDUCATION FOUNDATION P.O. BOX 8926 EMERYVILLE, CA 94662	FOUNDATION SPECIAL INTEREST	501C(3) 5,000.
EMERY EDUCATION FOUNDATION P.O. BOX 8926 EMERYVILLE, CA 94662	EDUCATION	501C(3) 240,000.
ENVISION SCHOOLS 436 14TH STREET, SUITE 920 OAKLAND, CA 94612	EDUCATION	501C(3) 25,000.

ENVISION SCHOOLS 436 14TH STREET, SUITE 920 OAKLAND, CA 94612	EDUCATION	501C(3)	190,000.
FINANCE PROJECT 1401 NEW YORK AVENUE NW, SUITE 800 WASHINGTON, DC 20005	CHILD WELFARE	501C(3)	40,000.
FIRST PLACE FOR YOUTH 519 17TH STREET, SUITE 600 OAKLAND, CA 94612	CHILD WELFARE	501C(3)	150,000.
FIRST STAR, INC. 10401 WYTON DRIVE LOS ANGELES, CA 90024	CHILD WELFARE	501C(3)	25,000.
FOOD FOR THOUGHT P.O. BOX 1608 FORESTVILLE, CA 95436	FOUNDATION SPECIAL INTEREST	501C(3)	200.
FORTE ANIMAL RESCUE 13428 MAZELLA AVENUE, PMB 332 MARINA DEL REY, CA 90292	FOUNDATION SPECIAL INTEREST	501C(3)	800.
FORTE ANIMAL RESCUE 13428 MAZELLA AVENUE, PMB 332 MARINA DEL REY, CA 90292	FOUNDATION SPECIAL INTEREST	501C(3)	800.
FORTE ANIMAL RESCUE 13428 MAZELLA AVENUE, PMB 332 MARINA DEL REY, CA 90292	FOUNDATION SPECIAL INTEREST	501C(3)	1,340.
FORTE ANIMAL RESCUE 13428 MAZELLA AVENUE, PMB 332 MARINA DEL REY, CA 90292	FOUNDATION SPECIAL INTEREST	501C(3)	4,180.
FOUNDATION CENTER 312 SUTTER STREET, SUITE 606 SAN FRANCISCO, CA 94108	FOUNDATION SPECIAL INTEREST	501C(3)	5,500.

FRANCIS W. PARKER SCHOOL 330 WEST WEBSTER CHICAGO, IL 60614	BOARD SPECIAL INTEREST	501C(3)	10,000.
FRESNO COUNTY DEPARTMENT OF SOCIAL SERVICES P.O. BOX 1912 FRESNO, CA 93718	CHILD WELFARE	GOVERNMENT ENTITY	150,000.
FRIENDS OF THE YOLO COUNTY ANIMAL SHELTER 1520 EAST COVELL BOULEVARD, B-5, PMB #124 DAVIS, CA 95616	BOARD SPECIAL INTEREST	501C(3)	5,000.
FULFILLMENT FUND 6100 WILSHIRE BOULEVARD, SUITE 600 LOS ANGELES, CA 90048	YOUTH DEVELOPMENT	501C(3)	40,000.
FULFILLMENT FUND 6100 WILSHIRE BOULEVARD, SUITE 600 LOS ANGELES, CA 90048	EDUCATION ENRICHMENT	501C(3)	40,000.
FUZZY DOG AND CAT RESCUE 1158 26TH STREET, SUITE 260 SANTA MONICA, CA 90403	FOUNDATION SPECIAL INTEREST	501C(3)	100.
GABRIELLA AXELRAD EDUCATION FOUNDATION 639 SOUTH COMMONWEALTH AVE, SUITE B LOS ANGELES, CA 90005	EDUCATION ENRICHMENT	501C(3)	40,000.
GABRIELLA AXELRAD EDUCATION FOUNDATION 639 COMMONWEALTH AVENUE, SUITE B LOS ANGELES, CA 90005	EDUCATION	501C(3)	70,000.
GARDEN SCHOOL FOUNDATION 1660 STANFORD STREET SANTA MONICA, CA 90404	EDUCATION ENRICHMENT	501C(3)	7,500.
GEORGE LUCAS EDUCATIONAL FOUNDATION P.O. BOX 3494 SAN RAFAEL, CA 94912	EDUCATION	501C(3)	<40,000.>

GRANDPARENTS AS PARENTS, INC. 22048 SHERMAN WAY, #217 CANOGA PARK, CA 91303	CHILD WELFARE	501C(3)	50,000.
GRANTMAKERS FOR CHILDREN YOUTH AND FAMILIES INC. 8757 GEORGIA AVENUE, SUITE 540 SILVER SPRING, MD 20910	FOUNDATION SPECIAL INTEREST	501C(3)	2,500.
GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON STREET, SUITE 605 PORTLAND, OR 97205	FOUNDATION SPECIAL INTEREST	501C(3)	4,500.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW, SUITE 404 WASHINGTON, DC 20036	FOUNDATION SPECIAL INTEREST	501C(3)	5,750.
GRANTS MANAGERS NETWORK, INC. 1101 14TH STREET, NORTHWEST SUITE 420 WASHINGTON, DC 20005	FOUNDATION SPECIAL INTEREST	501C(3)	2,750.
GREEN DOT EDUCATION PROJECT 1149 SOUTH HILL STREET, SUITE H600 LOS ANGELES, CA 90071	EDUCATION	501C(3)	215,000.
GROSSMONT-CUYAMACA COMMUNITY COLLEGE DISTRICT AUXILIARY ORGANIZATION - 4105 EAST BROADWAY, SUITE 206 LONG BEACH, CA 90803	CHILD WELFARE	501C(3)	45,000.
GROSSMONT-CUYAMACA COMMUNITY COLLEGE DISTRICT AUXILIARY ORGANIZATION - 4105 EAST BROADWAY, SUITE 206 LONG BEACH, CA 90803	CHILD WELFARE	501C(3)	200,000.
HALLECK CREEK RIDING CLUB FOR HANDICAPPED CHILDREN P.O. BOX 159 NICASIO, CA 94946	CONNECTIONS	501C(3)	7,500.
HEART OF LOS ANGELES YOUTH 2701 WILSHIRE BOULEVARD LOS ANGELES, CA 90057	EDUCATION ENRICHMENT	501C(3)	45,000.

HEART PROJECT 1140 N. CITRUS AVENUE LOS ANGELES, CA 90038	EDUCATION ENRICHMENT	501C(3)	30,000.
HIBISCUS CHILDREN'S CENTER 2400 NORTHEAST DIXIE HIGHWAY JENSEN BEACH, FL 34957	SCHOOL READINESS	501C(3)	20,000.
HIGHLINE PUBLIC SCHOOLS 15675 AMBAUM BOULEVARD SW BURIEN, WA 98166	EDUCATION	SCHOOL: PUBLIC/DIS	2,500.
HIGHLINE PUBLIC SCHOOLS 15675 AMBAUM BOULEVARD SW BURIEN, WA 98166	EDUCATION	SCHOOL: PUBLIC/DIS	500,000.
HOMEBOY INDUSTRIES 130 W. BRUNO STREET LOS ANGELES, CA 90012	EDUCATION ENRICHMENT	501C(3)	25,000.
I HAVE A DREAM FOUNDATION-LOS ANGELES 634 S. SPRING STREET, SUITE 812 LOS ANGELES, CA 90014	EDUCATION ENRICHMENT	501C(3)	25,000.
INNER CITY EDUCATION FOUNDATION 5150 WEST GOLDLEAF CIRCLE, SUITE 401 LOS ANGELES, CA 90056	EDUCATION	501C(3)	62,000.
INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	EDUCATION ENRICHMENT	501C(3)	40,000.
INNERCITY STRUGGLE 2811 WHITTIER BOULEVARD LOS ANGELES, CA 90023	LEADERSHIP	501C(3)	25,000.
JUMPSTART 3540 WILSHIRE BLVD., SUITE 818 LOS ANGELES, CA 90010	SCHOOL READINESS	501C(3)	25,000.

K9 CONNECTION 1453 16TH STREET SANTA MONICA, CA 90404	EDUCATION ENRICHMENT	501C(3)	10,000.
KARE YOUTH LEAGUE 5150 FARNA AVENUE, PO BOX 662080 ARCADIA, CA 91066	EDUCATION ENRICHMENT	501C(3)	25,000.
KERN RIVER VALLEY EDUCATION AND CULTURAL FOUNDATION P.O. BOX 405 KERNVILLE, CA 93238	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
LA SCORES 3685 MOTOR AVENUE, SUITE 110 LOS ANGELES, CA 90034	EDUCATION ENRICHMENT	501C(3)	20,000.
LA YOUTH 5967 W. 3RD STREET, SUITE 301 LOS ANGELES, CA 90036	EDUCATION ENRICHMENT	501C(3)	30,000.
LACER 1718 NORTH CHEROKEE AVENUE, SUITE A HOLLYWOOD, CA 90028	EDUCATION ENRICHMENT	501C(3)	25,000.
LAS FAMILIAS DEL PUEBLO 307 EAST SEVENTH STREET LOS ANGELES, CA 90014	EDUCATION ENRICHMENT	501C(3)	15,000.
LEADERSHIP LONG BEACH 3939 ATLANTIC AVENUE, SUITE 201 LONG BEACH, CA 90807	LEADERSHIP	501C(3)	30,000.
LEGACY CHARTER SCHOOL 4217 WEST 18TH STREET NORTH BUILDING CHICAGO, IL 60623	BOARD SPECIAL INTEREST	501C(3)	15,000.
LEGACY LA HAZARD PARK ARMORY, PO BOX 31322 LOS ANGELES, CA 90031	LEADERSHIP	501C(3)	10,000.

LEWIS AND CLARK COLLEGE 0615 S.W. PALATINE HILL ROAD PORTLAND, OR 97219	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
LIBERTY HILL FOUNDATION 2121 CLOVERFIELD BOULEVARD, SUITE 113 SANTA MONICA, CA 90404	FOUNDATION SPECIAL INTEREST	501C(3)	2,000.
LIBERTY HILL FOUNDATION 2121 CLOVERFIELD BLVD., SUITE 113 SANTA MONICA, CA 90404	EDUCATION ENRICHMENT	501C(3)	10,000.
LOS ANGELES BOYS & GIRLS CLUB 2635 PASADENA AVENUE LOS ANGELES, CA 90031	LEADERSHIP	501C(3)	30,000.
LOS ANGELES CITY COLLEGE FOUNDATION 855 NORTH VERMONT AVENUE LOS ANGELES, CA 90029	CHILD WELFARE	501C(3)	5,000.
LOS ANGELES CITY COLLEGE FOUNDATION 855 NORTH VERMONT AVENUE LOS ANGELES, CA 90029	CHILD WELFARE	501C(3)	125,000.
LOS ANGELES COUNTY - DEPARTMENT OF CHILDREN & FAMILY SERVICES 425 SHATTO PLACE, SUITE 310 LOS ANGELES, CA 90020	CHILD WELFARE	GOVERNMENT ENTITY	150,000.
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET, SUITE 200 LOS ANGELES, CA 90017	EDUCATION	501C(3)	50,000.
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET, SUITE 200 LOS ANGELES, CA 90017	EDUCATION	501C(3)	200,000.
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET, SUITE 200 LOS ANGELES, CA 90017	EDUCATION	501C(3)	200,000.

LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET, SUITE 200 LOS ANGELES, CA 90017	EDUCATION	501C(3)	350,000.
LOS ANGELES GAY & LESBIAN CENTER - MCDONALD/WRIGHT BUILDING, 1625 N. SCHRADER BOULEVARD LOS ANGELES, CA 90028	MENTORING	501C(3)	25,000.
LOS ANGELES SOCIAL VENTURE PARTNERSHIP PO BOX 5762 PLAYA DEL REY, CA 90296	OTHER	501C(3)	3,500.
LOS ANGELES TEAM MENTORING 714 WEST OLYMPIC BOULEVARD, SUITE 940 LOS ANGELES, CA 90015	MENTORING	501C(3)	40,000.
LOS ANGELES YOUTH NETWORK 1680 N. VINE STREET, SUITE 1005 LOS ANGELES, CA 90028	EDUCATION ENRICHMENT	501C(3)	40,000.
LOYOLA MARYMOUNT UNIV CC 1 LMU DRIVE, UNIVERSITY HALL, SUITE 2800 LOS ANGELES, CA 90045	BOARD SPECIAL INTEREST	CHURCH / CATHOLIC CHARITY	30,000.
MAR VISTA FAMILY CENTER 5075 SLAUSON AVENUE CULVER CITY, CA 90230	LEADERSHIP	501C(3)	50,000.
MARINE MAMMAL CENTER 2000 BUNKER ROAD, FORT CRONKHITE SAUSALITO, CA 94965	CONNECTIONS	501C(3)	7,500.
MENTAL HEALTH ADVOCACY SERVICES, INC. 3255 WILSHIRE BOULEVARD, SUITE 902 LOS ANGELES, CA 90010	CHILD WELFARE	501C(3)	200,000.
MOCKINGBIRD SOCIETY 2100 24TH AVENUE STREET, SUITE 240 SEATTLE, WA 98144	CHILD WELFARE	501C(3)	85,000.

MUCH LOVE ANIMAL RESCUE P.O. BOX 341721 LOS ANGELES, CA 90034	FOUNDATION SPECIAL INTEREST	501C(3)	300.
NATIONAL BOARD FOR PROFESSIONAL TEACHING STANDARDS, INC. 1525 WILSON BOULEVARD, SUITE 500 ARLINGTON, VA 22209	EDUCATION	501C(3)	325,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY INC. 1101 CONNECTICUT AVENUE NW, SUITE 220 WASHINGTON, DC 20036	FOUNDATION SPECIAL INTEREST	501C(3)	1,900.
NATIONAL FORUM TO ACCELERATE MIDDLE GRADES REFORM INC. P.O. BOX 224 SAVOY, IL 61874	EDUCATION	501C(3)	40,000.
NATIONAL FOUNDATION FOR ECTODERMAL DYSPLASIAS 410 EAST MAIN STREET, P.O. BOX 114 MASCOUTAH, IL 62258	BOARD SPECIAL INTEREST	501C(3)	5,000.
NEIGHBORHOOD YOUTH ASSOCIATION 1016 PLEASANT VIEW AVENUE VENICE, CA 90291	EDUCATION ENRICHMENT	501C(3)	10,000.
NEW AMERICA FOUNDATION 1899 L STREET, NW SUITE 400 WASHINGTON, DC 20036	EDUCATION	501C(3)	75,000.
NEW VISIONS FOUNDATION 3131 OLYMPIC BOULEVARD SANTA MONICA, CA 90404	CHILD WELFARE	501C(3)	50,000.
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET, 15TH FLOOR SAN FRANCISCO, CA 94105	FOUNDATION SPECIAL INTEREST	501C(3)	12,500.
NORTHERN CALIFORNIA PUBLIC BROADCASTING INC. 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110	FOUNDATION SPECIAL INTEREST	501C(3)	100.

NORTHWESTERN UNIVERSITY 2020 RIDGE AVENUE, SUITE 230 EVANSTON, IL 60208	FOUNDATION SPECIAL INTEREST	501C(3)	900.
NPR FOUNDATION 635 MASSACHUSETTS AVENUE NW WASHINGTON, DC 20001	BOARD SPECIAL INTEREST	501C(3)	10,000.
OAKLAND CHILDREN'S FAIRYLAND INC. 699 BELLEVUE AVENUE OAKLAND, CA 94610	FOUNDATION SPECIAL INTEREST	501C(3)	660.
OAKLAND CHILDREN'S FAIRYLAND INC. 699 BELLEVUE AVENUE OAKLAND, CA 94610	CONNECTIONS	501C(3)	7,500.
OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612	FOUNDATION SPECIAL INTEREST	501C(3)	500.
OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612	FOUNDATION SPECIAL INTEREST	501C(3)	500.
ORANGE COUNTY - SUPERINTENDENT OF SCHOOLS 200 KALMUS DRIVE, P.O. BOX 9050 COSTA MESA, CA 92628	CHILD WELFARE	GOVERNMENT ENTITY	150,000.
ORANGE COUNTY, SOCIAL SERVICES AGENCY 800 NORTH ECKHOFF ORANGE, CA 92868	CHILD WELFARE	GOVERNMENT ENTITY	75,000.
OUR NEIGHBORHOOD HOMEWORK HOUSE PO BOX 0993 AZUSA, CA 91702	EDUCATION ENRICHMENT	501C(3)	15,000.
OUR SAVIOUR CENTER 4368 SANTA ANITA AVENUE EL MONTE, CA 91731	EDUCATION ENRICHMENT	501C(3)	50,000.

ELBRIDGE STUART FOUNDATION DBA STUART FO		20-0882784
P.S. ARTS 11965 VENICE BLVD., SUITE 201 LOS ANGELES, CA 90066	EDUCATION ENRICHMENT	501C(3) 40,000.
PACOIMA BEAUTIFUL 11243 GLENOAKS BOULEVARD, SUITE 1 PACOIMA, CA 91331	EDUCATION	501C(3) 65,000.
PARA LOS NI OS 500 SOUTH LUCAS AVENUE LOS ANGELES, CA 90017	CAPACITY BUILDING	501C(3) 25,000.
PARENT SERVICES PROJECT INC. 79 BELVEDERE STREET, SUITE 101 SAN RAFAEL, CA 94901	EDUCATION	501C(3) 30,000.
PARTNERS IN HEALTH A NONPROFIT CORPORATION P.O. BOX 845578 BOSTON, MA 2284	FOUNDATION SPECIAL INTEREST	501C(3) 200.
PARTNERS IN SCHOOL INNOVATION 1060 TENNESSEE STREET, 2ND FLOOR SAN FRANCISCO, CA 94107	EDUCATION	501C(3) 250,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1611 TELEGRAPH AVENUE, SUITE 404 OAKLAND, CA 94612	EDUCATION	501C(3) 75,000.
PASADENA EDUCATIONAL FOUNDATION 351 SOUTH HUDSON AVENUE PASADENA, CA 91109	FOUNDATION SPECIAL INTEREST	501C(3) 700.
PEACE FIRST 280 SUMMER STREET BOSTON, MA 02210	EDUCATION ENRICHMENT	501C(3) 40,000.
PEACE4KIDS PO BOX 5347 COMPTON, CA 90224	EDUCATION ENRICHMENT	501C(3) 30,000.

PEOPLE RESOURCES INC. 40 NORTH EAST STREET, SUITE C WOODLAND, CA 95776	BOARD SPECIAL INTEREST	501C(3)	5,000.
PEOPLE RESOURCES INC. 40 NORTH EAST STREET, SUITE C WOODLAND, CA 95776	BOARD SPECIAL INTEREST	501C(3)	6,000.
PEOPLE RESOURCES INC. 40 NORTH EAST STREET, SUITE C WOODLAND, CA 95776	BOARD SPECIAL INTEREST	501C(3)	10,000.
PETS ARE WONDERFUL SUPPORT-LOS ANGELES 1150 SOUTH HOPE STREET,, #A LOS ANGELES, CA 90015	BOARD SPECIAL INTEREST	501C(3)	25,000.
PHILANTHROPY NORTHWEST 2101 FOURTH AVENUE, SUITE 650 SEATTLE, WA 98121	FOUNDATION SPECIAL INTEREST	501C(3)	6,625.
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601 WASHINGTON, DC 20036	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601 WASHINGTON, DC 20036	EDUCATION	501C(3)	20,000.
PIVOT LEARNING PARTNERS 731 MARKET STREET, 4TH FLOOR SAN FRANCISCO, CA 94103	EDUCATION	501C(3)	21,000.
PIVOT LEARNING PARTNERS 731 MARKET STREET, 4TH FLOOR SAN FRANCISCO, CA 94103	EDUCATION	501C(3)	125,000.
PIVOT LEARNING PARTNERS 731 MARKET STREET, 4TH FLOOR SAN FRANCISCO, CA 94103	EDUCATION	501C(3)	150,000.

PROGRESSIVE EMPLOYMENT CONCEPTS INC. 6060 SUNRISE VISTA DRIVE, SUITE 1685 CITRUS HEIGHTS, CA 95621	BOARD SPECIAL INTEREST	501C(3)	5,000.
PROJECT GRAD LOS ANGELES 10625 ERWIN STREET NORTH HOLLYWOOD, CA 91606	EDUCATION ENRICHMENT	501C(3)	15,000.
PROJECT GRAD LOS ANGELES INC. 10625 ERWIN STREET NORTH HOLLYWOOD, CA 91606	EDUCATION	501C(3)	150,000.
PROJECT TOMORROW 15707 ROCKFIELD BLVD., SUITE 330 IRVINE, CA 92618	EDUCATION ENRICHMENT	501C(3)	15,000.
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS 1757 MOUNTAIN BOULEVARD OAKLAND, CA 94611	FOUNDATION SPECIAL INTEREST	501C(3)	500.
PUBLIC ADVOCATES, INC. 131 STEUART STREET, SUITE 300 SAN FRANCISCO, CA 94105	EDUCATION	501C(3)	125,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, 10TH FLOOR BERKELEY, CA 94607	CHILD WELFARE	501C(3)	<74,314.>
RAINIER SCHOLARS 2100 24TH AVENUE SOUTH, SUITE 210 SEATTLE, WA 98144	YOUTH DEVELOPMENT	501C(3)	60,000.
RAND CORPORATION 1776 MAIN STREET, P.O. BOX 2138 SANTA MONICA, CA 90407	EDUCATION	501C(3)	50,000.
RAND CORPORATION 1776 MAIN STREET, P.O. BOX 2138 SANTA MONICA, CA 90407	EDUCATION	501C(3)	100,000.

READING PARTNERS 106 LINDEN PLACE #202 OAKLAND, CA 94607	EDUCATION ENRICHMENT	501C(3)	10,000.
READING TO KIDS 1600 SAWTELLE BOULEVARD, #210 LOS ANGELES, CA 90025	EDUCATION ENRICHMENT	501C(3)	15,000.
RED HEN PRESS PO BOX 40820 PASADENA, CA 91114	EDUCATION ENRICHMENT	501C(3)	10,000.
REDWOOD EMPIRE FOOD BANK 3320 INDUSTRIAL DRIVE SANTA ROSA, CA 95403	FOUNDATION SPECIAL INTEREST	501C(3)	400.
REEL GRRLS INC. 1409 21ST AVENUE SEATTLE, WA 98122	YOUTH DEVELOPMENT	501C(3)	50,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, AT BERKELEY - MARCHANT BUILDING, SUITE 420, 6701 SAN PABLO AVENUE BERKELEY, CA 94720	CHILD WELFARE	501C(3)	50,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, AT BERKELEY 120 HAVILAND HALL BERKELEY, CA 94720	CHILD WELFARE	501C(3)	50,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, AT BERKELEY UNIVERSITY OF CALIFORNIA, 2195 HEARST AVENUE, ROOM 130	CHILD WELFARE	501C(3)	70,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, AT BERKELEY - MARCHANT BUILDING, SUITE 420, 6704 SAN PABLO AVENUE BERKELEY, CA 94720	CHILD WELFARE	501C(3)	85,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, AT BERKELEY - MARCHANT BUILDING, SUITE 420, 6701 SAN PABLO AVENUE BERKELEY, CA 94720	CHILD WELFARE	501C(3)	125,000.

REGENTS OF THE UNIVERSITY OF CALIFORNIA, AT BERKELEY 120 HAVILAND HALL BERKELEY, CA 94720	CHILD WELFARE	501C(3)	300,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, AT BERKELEY - MARCHANT BUILDING, SUITE 420, 6701 SAN PABLO AVENUE BERKELEY, CA 94720	CHILD WELFARE	501C(3)	<2,153.>
REGENTS OF THE UNIVERSITY OF CALIFORNIA, BERKELEY 3645 TOLMAN HALL BERKELEY, CA 94720	EDUCATION	501C(3)	150,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, BERKELEY 3645 TOLMAN HALL BERKELEY, CA 94720	EDUCATION	501C(3)	<1,285.>
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS ONE SHIELDS AVENUE DAVIS, CA 95616	BOARD SPECIAL INTEREST	501C(3)	7,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS 1632 DA VINCI COURT DAVIS, CA 95616	CHILD WELFARE	501C(3)	10,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS ONE SHIELDS AVENUE, SOE BUILDING, ROOM 156 DAVIS, CA	EDUCATION	501C(3)	45,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS ONE SHIELDS AVENUE DAVIS, CA 95616	EDUCATION	501C(3)	75,000.
SACRAMENTO COUNTY - OFFICE OF EDUCATION 10474 MATHER BOULEVARD, P.O. BOX 269003 SACRAMENTO, CA 95826	CHILD WELFARE	GOVERNMENT ENTITY	115,000.
SACRAMENTO COUNTY - OFFICE OF EDUCATION 10474 MATHER BOULEVARD, P.O. BOX 269003 SACRAMENTO, CA 95826	CHILD WELFARE	GOVERNMENT ENTITY	150,000.

SALVATION ARMY RED SHIELD YOUTH & COMMUNITY CENTER 180 E. OCEAN BLVD., SUITE 500 LONG BEACH, CA 90802	EDUCATION ENRICHMENT	501C(3)	45,000.
SAN DIEGO COUNTY - HEALTH AND HUMAN SERVICES AGENCY 4990 VIEWRIDGE AVENUE SAN DIEGO, CA 91213	CHILD WELFARE	GOVERNMENT ENTITY	150,000.
SAN FRANCISCO AIDS FOUNDATION 995 MARKET STREET, SUITE 200 SAN FRANCISCO, CA 94103	FOUNDATION SPECIAL INTEREST	501C(3)	400.
SAN FRANCISCO DEPUTY SHERIFFS' ASSOCIATION FOUNDATION INC. 460 BRANNAN STREET, SUITE 77650 SAN FRANCISCO, CA 94107	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
SAN FRANCISCO EDUCATION FUND 727 GOLDEN GATE AVENUE, SECOND FLOOR SAN FRANCISCO, CA 94102	EDUCATION	501C(3)	175,000.
SAN FRANCISCO FOUNDATION 225 BUSH STREET, SUITE 500 SAN FRANCISCO, CA 94104	FOUNDATION SPECIAL INTEREST	501C(3)	10,000.
SAN FRANCISCO ZEN CENTER 300 PAGE STREET SAN FRANCISCO, CA 94102	FOUNDATION SPECIAL INTEREST	CHURCH / CATHOLIC CHARITY	700.
SEATTLE UNIVERSITY 901 12TH AVENUE, P.O. BOX 222000 SEATTLE, WA 98122	BOARD SPECIAL INTEREST	501C(3)	15,000.
SEATTLE UNIVERSITY 901 12TH AVENUE, P.O. BOX 222000 SEATTLE, WA 98122	EDUCATION	501C(3)	150,000.
SECOND CHANCE ROTTWEILER RESCUE P.O. BOX 1394 DAVIS, CA 95620	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.

SENECA RESIDENTIAL AND DAY TREATMENT CENTER FOR CHILDREN 15942 FOOTHILL BOULEVARD SAN LEANDRO, CA 94578	CHILD WELFARE	501C(3)	100,000.
SEXUAL ASSAULT AND DOMESTIC VIOLENCE CENTER INC. 933 COURT STREET WOODLAND, CA 95695	BOARD SPECIAL INTEREST	501C(3)	5,000.
SHAKESPEARE CENTER OF LOS ANGELES 1238 WEST FIRST STREET LOS ANGELES, CA 90026	EDUCATION ENRICHMENT	501C(3)	35,000.
SHORT TERM EMERGENCY AID COMMITTEE 1900 EAST 8TH STREET DAVIS, CA 95616	BOARD SPECIAL INTEREST	501C(3)	5,000.
SIERRA FOREVER FAMILIES 8928 VOLUNTEER LANE, SUITE 100 SACRAMENTO, CA 95826	CHILD WELFARE	501C(3)	27,000.
SONOMA COUNTY OFFICE OF EDUCATION 5340 SKYLANE BOULEVARD SANTA ROSA, CA 95403	EDUCATION	GOVERNMENT ENTITY	175,000.
SONOMA VALLEY MENTORING ALLIANCE, INC. P.O. BOX 721 SONOMA, CA 95476	YOUTH DEVELOPMENT	501C(3)	50,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA STREET, SUITE 230 LOS ANGELES, CA 90012	FOUNDATION SPECIAL INTEREST	501C(3)	10,000.
SRI INTERNATIONAL 333 RAVENSWOOD AVENUE, BS-310 MENLO PARK, CA 94025	EDUCATION	501C(3)	50,000.
SRI INTERNATIONAL 333 RAVENSWOOD AVENUE, BS-310 MENLO PARK, CA 94025	EDUCATION	501C(3)	228,000.

ST. MARY MEDICAL CENTER FOUNDATION 1050 LINDEN AVENUE LONG BEACH, CA 90813	MENTORING	501C(3)	10,000.
STAND FOR CHILDREN LEADERSHIP CENTER 3240 EASTLAKE AVENUE EAST, SUITE 110 SEATTLE, WA 98102	EDUCATION	501C(3)	75,000.
STAND FOR CHILDREN LEADERSHIP CENTER 3240 EASTLAKE AVENUE EAST, SUITE 110 SEATTLE, WA 98102	EDUCATION	501C(3)	100,000.
STAND! FOR FAMILIES FREE OF VIOLENCE 1410 DANZIG PLAZA, SUITE 200 CONCORD, CA 94520	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
STANISLAUS COUNTY 251 EAST HACKETT ROAD, P.O. BOX 42 MODESTO, CA 95358	CHILD WELFARE	GOVERNMENT ENTITY	50,000.
STAR EDUCATION 10117 W. JEFFERSON BOULEVARD CULVER CITY, CA 90232	EDUCATION ENRICHMENT	501C(3)	30,000.
STAR PROGRAM 10117 WEST JEFFERSON BOULEVARD CULVER CITY, CA 90232	FOUNDATION SPECIAL INTEREST	501C(3)	3,334.
STRIVE 9124 S. MAIN STREET LOS ANGELES, CA 90003	EDUCATION ENRICHMENT	501C(3)	15,000.
SUMMER SEARCH 500 SANSOME STREET, SUITE 350 SAN FRANCISCO, CA 94111	YOUTH DEVELOPMENT	501C(3)	80,000.
SUPPORT FOR FAMILIES OF CHILDREN WITH DISABILITIES 1663 MISSION STREET SAN FRANCISCO, CA 94103	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.

TAPROOT FOUNDATION 466 GEARY STREET, SUITE 200 SAN FRANCISCO, CA 94102	CAPACITY BUILDING	501C(3)	50,000.
TEEN FUTURES 75 SOUTH GRAND AVENUE, SUITE 110 PASADENA, CA 91105	MENTORING	501C(3)	15,000.
THE ANGELS FOSTER FAMILY AGENCY 6160 FAIRMOUNT AVENUE, SUITE H SAN DIEGO, CA 92120	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY - 505 LASUEN MALL STANFORD, CA 94305	EDUCATION	501C(3)	50,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY - 340 PANAMA STREET STANFORD, CA 94305	EDUCATION	501C(3)	52,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY - 520 GALVEZ MALL, CERAS BLDG. #325 STANFORD, CA 94305	EDUCATION	501C(3)	200,000.
THE INSTITUTE FOR EDUCATIONAL LEADERSHIP INC. 4455 CONNECTICUT AVENUE NW, SUITE 310 WASHINGTON, DC 20008	EDUCATION	501C(3)	300,000.
THE LEUKEMIA & LYMPHOMA SOCIETY INC. - GREATER SAN FRANCISCO CHAPTER, 221 MAIN STREET, SUITE 1650 SAN FRANCISCO, CA 94105	FOUNDATION SPECIAL INTEREST	501C(3)	1,000.
THE OKI FOUNDATION 1416 112TH AVENUE NE BELLEVUE, WA 98004	BOARD SPECIAL INTEREST	PRIVATE OPERATING FOUNDATION	5,000.
THE PARTHENON GROUP 555 CALIFORNIA STREET, 31ST FLOOR SAN FRANCISCO, CA 94104	EDUCATION	FOR PROFIT	95,000.

		FOR PROFIT	140,000.
THE PARTHENON GROUP 555 CALIFORNIA STREET, 31ST FLOOR SAN FRANCISCO, CA 94104	EDUCATION		
THE TEACHERS NETWORK 285 WEST BROADWAY, SUITE 200 NEW YORK, NY 10013	EDUCATION	501C(3)	11,200.
THEATRE OF HEARTS/YOUTH FIRST 672 S. LAFAYETTE PARK PLACE, SUITE 47 LOS ANGELES, CA 90057	EDUCATION ENRICHMENT	501C(3)	10,000.
THINK TOGETHER 2100 EAST 4TH STREET, SUITE 200 SANTA ANA, CA 92705	EDUCATION ENRICHMENT	501C(3)	25,000.
THINKCURE INC. 1000 ELYSIAN PARK AVENUE LOS ANGELES, CA 90012	FOUNDATION SPECIAL INTEREST	501C(3)	200.
THOMAS B. FORDHAM INSTITUTE 1016 SIXTEENTH STREET NW, 8TH FLOOR WASHINGTON, DC 20036	EDUCATION	501C(3)	50,000.
TOLT CONGREGATIONAL CHURCH P.O. BOX 447 CARNATION, WA 98014	BOARD SPECIAL INTEREST	501C(3)	55,000.
TREE MUSKETEERS 305 RICHMOND STREET EL SEGUNDO, CA 90245	FOUNDATION SPECIAL INTEREST	501C(3)	500.
TREEHOUSE FUND 2100 - 24TH AVENUE SOUTH, SUITE 200 SEATTLE, WA 98144	CHILD WELFARE	501C(3)	144,000.
TRUSTEES OF BOSTON UNIVERSITY 595 COMMONWEALTH AVENUE, SUITE 700, WEST ENTRANCE BOSTON, MA 02215	FOUNDATION SPECIAL INTEREST	501C(3)	500.

TRUSTEES OF DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755	BOARD SPECIAL INTEREST	501C(3)	10,000.
UCLA STUDENT AFFAIRS 10920 WILSHIRE BLVD. SUITE 1400 LOS ANGELES, CA 90024	OTHER	501C(3)	10,000.
UNIVERSITY FOUNDATION AT SACRAMENTO STATE 6000 J STREET, SACRAMENTO HALL 118 SACRAMENTO, CA 95819	CHILD WELFARE	501C(3)	175,000.
UNIVERSITY OF CHICAGO JUDD 404, 1362 EAST 59TH STREET CHICAGO, IL 60623	BOARD SPECIAL INTEREST	501C(3)	5,000.
UNIVERSITY OF CHICAGO JUDD 404, 1362 EAST 59TH STREET CHICAGO, IL 60623	BOARD SPECIAL INTEREST	501C(3)	35,000.
UNIVERSITY OF SAN DIEGO OFFICE OF THE CONTROLLER, 5998 ALCALA PARK SAN DIEGO, CA 92110	EDUCATION	501C(3)	150,000.
UNIVERSITY OF SAN DIEGO OFFICE OF THE CONTROLLER, 5998 ALCALA PARK SAN DIEGO, CA 92110	EDUCATION	501C(3)	<23,806.>
UNIVERSITY OF WASHINGTON BOX 359476 SEATTLE, WA 98195	CHILD WELFARE	SCHOOL: PUBLIC/DIS	100,000.
UNIVERSITY OF WASHINGTON M215 MILLER HALL, BOX 353600 SEATTLE, WA 98195	EDUCATION	SCHOOL: PUBLIC/DIS	200,000.
URBANED SOLUTION 1305 REGENT STREET ALAMEDA, CA 94501	FOUNDATION SPECIAL INTEREST	501C(3)	500.

VARIETY BOYS & GIRLS CLUB 2530 CINCINNATI STREET LOS ANGELES, CA 90033	EDUCATION ENRICHMENT	501C(3)	30,000.
VENICE COMMUNITY HOUSING CORPORATION 720 ROSE AVENUE VENICE, CA 90291	MENTORING	501C(3)	15,000.
WASHINGTON STATE ASSOCIATION OF CASA-GUARDIAN AD LITEM PROGRAMS 603 STEWART STREET, SUITE 206 SEATTLE, WA 98101	CHILD WELFARE	501C(3)	100,000.
WASHINGTON STATE DEPARTMENT OF SOCIAL & HEALTH SERVICES - CHILDREN'S ADMINI - P.O. BOX 45710 OLYMPIA, WA 98504	CHILD WELFARE	GOVERNMENT ENTITY	50,000.
WASHINGTON STATE SCHOOL DIRECTORS' ASSOCIATION 221 COLLEGE STREET NORTHEAST OLYMPIA, WA 98516	EDUCATION	GOVERNMENT ENTITY	50,000.
WASHINGTON STATE UNIVERSITY P.O. BOX 1495 SPOKANE, WA 99210	EDUCATION	SCHOOL: PUBLIC/DIS	<46,360.>
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	BOARD SPECIAL INTEREST	501C(3)	5,000.
WESTED 133 MISSION STREET, SUITE 220 SANTA CRUZ, CA 95060	CHILD WELFARE	501C(3)	100,000.
WESTED 300 LAKESIDE DRIVE, 25TH FLOOR OAKLAND, CA 94612	EDUCATION	GOVERNMENT ENTITY	100,000.
WESTED 300 LAKESIDE DRIVE, 25TH FLOOR OAKLAND, CA 94612	EDUCATION	GOVERNMENT ENTITY	100,000.

WESTED ACCOUNTING OFFICE #008, 4665 LAMPSON AVENUE LOS ALAMITOS, CA 90720	EDUCATION	GOVERNMENT ENTITY	105,000.
WESTED ACCOUNTING OFFICE #008, 4665 LAMPSON AVENUE LOS ALAMITOS, CA 90720	EDUCATION	GOVERNMENT ENTITY	125,000.
WESTED 133 MISSION STREET, SUITE 220 SANTA CRUZ, CA 95060	CHILD WELFARE	501C(3)	150,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	EDUCATION	GOVERNMENT ENTITY	250,000.
WONDER OF READING 5371 WILSHIRE BOULEVARD, SUITE 210 LOS ANGELES, CA 90036	EDUCATION ENRICHMENT	501C(3)	40,000.
WOODLAND MEMORIAL HOSPITAL FOUNDATION 20 NORTH COTTONWOD STREET WOODLAND, CA 95695	BOARD SPECIAL INTEREST	501C(3)	10,000.
WOOSTER GROUP INC. P.O. BOX 654 CANAL STREET STATION NEW YORK, NY 10013	FOUNDATION SPECIAL INTEREST	501C(3)	200.
WORKING FILMS INC. 602 SOUTH FIFTH AVENUE WILMINGTON, NC 28401	FOUNDATION SPECIAL INTEREST	501C(3)	1,500.
YOLO COUNTY COURT APPOINTED SPECIAL ADVOCATE PROGRAM 724 MAIN STREET, SUITE 101 WOODLAND, CA 95695	BOARD SPECIAL INTEREST	501C(3)	5,000.
YOUNG STORYTELLERS FOUNDATION 923 EAST THIRD STREET #307 LOS ANGELES, CA 90013	MENTORING	501C(3)	15,000.

YOUTH LAW CENTER 200 PINE STREET, SUITE 300 SAN FRANCISCO, CA 94104	CHILD WELFARE	501C(3)	50,000.
YOUTH LAW CENTER 200 PINE STREET, SUITE 300 SAN FRANCISCO, CA 94104	CHILD WELFARE	501C(3)	235,000.
YOUTH RADIO 1701 BROADWAY AVENUE OAKLAND, CA 94612	YOUTH DEVELOPMENT	501C(3)	3,000.
YOUTH SPEAK COLLECTIVE 11243 GLENOAKS BOULEVARD, SUITE #11 PACOIMA, CA 91331	EDUCATION	501C(3)	60,000.
YOUTH SPEAKS, INC. 1663 MISSION STREET, SUITE 604 SAN FRANCISCO, CA 94103	YOUTH DEVELOPMENT	501C(3)	3,000.
YOUTH SPEAKS, INC. 1663 MISSION STREET, SUITE 604 SAN FRANCISCO, CA 94103	YOUTH DEVELOPMENT	501C(3)	50,000.
YWCA PASADENA-FOOTHILL VALLEY 1200 NORTH FAIR OAKS PASADENA, CA 91103	EDUCATION ENRICHMENT	501C(3)	15,000.
YWCA SANTA MONICA / WESTSIDE 2019 14TH STREET SANTA MONICA, CA 90405	LEADERSHIP	501C(3)	15,000.
ZERO TO THREE: NATIONAL CENTER FOR INFANTS, TODDLERS AND FAMILIES - 1255 23RD STREET, NW WASHINGTON, DC 20037	CHILD WELFARE	501C(3)	75,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

17,791,038.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 21

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ASPIRE PUBLIC SCHOOLS 1001 22ND AVENUE OAKLAND, CA 94606	EDUCATION	501C(3)	215,000.
CENTER FOR EFFECTIVE PHILANTHROPY, INC. 675 MASSACHUSETTS AVENUE, 7TH FLOOR CAMBRIDGE, MA 02139	EDUCATION	501C(3)	50,000.
CENTER FOR THE FUTURE OF TEACHING AND LEARNING 133 MISSION STREET, SUITE 220 SANTA CRUZ, CA 95060	EDUCATION	501C(3)	500,000.
CENTER FOR THE FUTURE OF TEACHING AND LEARNING 133 MISSION STREET, SUITE 220 SANTA CRUZ, CA 95060	EDUCATION	501C(3)	150,000.
EDSOURCE, INC. 520 SAN ANTONIO ROAD, SUITE 200 MOUNTAIN VIEW, CA 94040	EDUCATION	501C(3)	100,000.
EFFECTIVE EDUCATION SYSTEMS INITIATIVE 500 WASHINGTON STREET, STE. 800 SAN FRANCISCO, CA 94111	EDUCATION	501C(3)	68,274.
EMERY EDUCATION FOUNDATION P.O. BOX 8926 EMERYVILLE, CA 94662	EDUCATION	501C(3)	290,000.
ENVISION SCHOOLS 436 14TH STREET, SUITE 920 OAKLAND, CA 94612	EDUCATION	501C(3)	190,000.

		FOR PROFIT	
FENTON COMMUNICATIONS 182 SECOND STREET SAN FRANCISCO, CA 94105	CHILD WELFARE		15,000.
FIRST STAR, INC. 10401 WYTON DRIVE LOS ANGELES, CA 90024	CHILD WELFARE	501C(3)	25,000.
GABRIELLA AXELRAD EDUCATION FOUNDATION 639 COMMONWEALTH AVENUE, SUITE B LOS ANGELES, CA 90005	EDUCATION	501C(3)	70,000.
GREEN DOT EDUCATION PROJECT 1149 SOUTH HILL STREET, SUITE H600 LOS ANGELES, CA 90071	EDUCATION	501C(3)	215,000.
INNER CITY EDUCATION FOUNDATION 5150 WEST GOLDLEAF CIRCLE, SUITE 401 LOS ANGELES, CA 90056	EDUCATION	501C(3)	40,000.
INNER CITY EDUCATION FOUNDATION 5150 WEST GOLDLEAF CIRCLE, SUITE 401 LOS ANGELES, CA 90056	EDUCATION	501C(3)	62,000.
INNER CITY EDUCATION FOUNDATION 5150 WEST GOLDLEAF CIRCLE, SUITE 401 LOS ANGELES, CA 90056	EDUCATION	501C(3)	166,000.
NATIONAL FORUM TO ACCELERATE MIDDLE GRADES REFORM INC. P.O. BOX 224 SAVOY, IL 61874	EDUCATION	501C(3)	120,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, AT BERKELEY - MARCHANT BUILDING, SUITE 420, 6701 SAN PABLO AVENUE BERKELEY, CA 94720	CHILD WELFARE	501C(3)	500,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, AT BERKELEY - MARCHANT BUILDING, SUITE 420, 6701 SAN PABLO AVENUE BERKELEY, CA 94720	CHILD WELFARE	501C(3)	85,000.

SEE CHANGE, INC 251 RHODE ISLAND STREET, SUITE 211 SAN FRANCISCO, CA 94103	YOUTH DEVELOPMENT	FOR PROFIT	25,000.
SEE CHANGE, INC 251 RHODE ISLAND STREET, SUITE 211 SAN FRANCISCO, CA 94103	YOUTH DEVELOPMENT	FOR PROFIT	8,000.
SONOMA COUNTY OFFICE OF EDUCATION 5340 SKYLANE BOULEVARD SANTA ROSA, CA 95403	EDUCATION	GOVERNMENT ENTITY	100,000.
SRI INTERNATIONAL 333 RAVENSWOOD AVENUE, BS-310 MENLO PARK, CA 94025	EDUCATION	501C(3)	72,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	EDUCATION	GOVERNMENT ENTITY	135,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3B

3,201,274.

Elbridge Stuart Foundation
FEIN# 20-0882784
Form 990-PF
Tax Year: 2010
Expenditure Responsibility Grant Schedules

Grantee:

George Lucas Educational Foundation
P.O. Box 3494
San Rafael, CA 94912

Grant Amount:

\$40,000.00

Grant Purpose:

for dissemination and research on Edutopia memberships in San Francisco

Approved Date:

6/22/2009

Grant Payment Schedule:

Scheduled Date	Amount	Notes	Status
6/1/2009	\$40,000.00	Grant#: 2009-1363 for dissemination and research on Edutopia memberships in San Francisco	Paid
2/18/2010	(\$40,000.00)		Refund

Grant Reporting Schedule:

Scheduled Date	Type	Notes	Done Date
7/31/2010	ER Final Narrative Report		2/18/2010
7/31/2010	ER Interim Financial Report	2/28/10. Rec'd refund of total grant amount.	2/18/2010
1/31/2011	ER Final Financial Report	2/18/10. Received refund of total grant amount.	2/18/2010

Amount of Grant Funds Spent:

\$0.00. Note: the balance of the grant is \$0, as the grantee returned all funds for the grant cancellation.

Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been used for other than the intended purpose.

Other Notes:

The grantee did not execute the grant, so all grant funds were returned to the Foundation.

Elbridge Stuart Foundation
FEIN# 20-0882784
Form 990-PF
Tax Year: 2010
Expenditure Responsibility Grant Schedules

Grantee:
Stewards of Change
100 Centershore Road
Centerport, NY 11721

Grant Amount:
\$48,120.00

Grant Purpose:
for the Advancing Information Sharing across California to Improve Outcomes for Children Served by the Child Welfare System Symposium

Approved Date:
10/11/2011

Grant Payment Schedule:

Scheduled Date	Amount	Notes	Status
10/1/2011	\$48,120.00		Scheduled

Grant Reporting Schedule:

Scheduled Date	Type	Notes	Done Date
2/29/2012	ER Final Financial Report		
2/29/2012	ER Final Narrative Report		

Amount of Grant Funds Spent:
N/A

Diversion:
To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been used for other than the intended purpose.

Other Notes:
The final narrative and financial reporting requirements are due in February 2012.

Elbridge Stuart Foundation
FEIN# 20-0882784
Form 990-PF
Tax Year: 2010
Expenditure Responsibility Grant Schedules

Grantee:

The Oki Foundation
1416 112th Avenue NE
Bellevue, WA 98004

Grant Amount:

\$5,000.00

Grant Purpose:

to support the development of myparentsunion.org

Approved Date:

12/17/2010

Grant Payment Schedule:

Scheduled Date	Amount	Notes	Status
12/1/2010	\$5,000.00	Grant#: 2010-2298 to support the development of myparentsunion.org	Paid

Grant Reporting Schedule:

Scheduled Date	Type	Notes	Done Date
3/1/2012	ER Final Financial Report		
3/1/2012	ER Final Narrative Report		

Amount of Grant Funds Spent:

N/A

Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been used for other than the intended purpose.

Other Notes:

Grantee's final narrative and financial reports have not been submitted as they are due in March 2012.

Elbridge Stuart Foundation
FEIN# 20-0882784
Form 990-PF
Tax Year: 2010
Expenditure Responsibility Grant Schedules

Grantee:
Stewards of Change
100 Centershore Road
Centerport, NY 11721

Grant Amount:
\$75,000.00

Grant Purpose:
for Harnessing Data for Child Safety and Well-Being Project

Approved Date:
4/21/2011

Grant Payment Schedule:

Scheduled Date	Amount	Notes	Status
4/1/2011	\$75,000.00	Grant#: 2011-2279 for Harnessing Data for Child Safety and Well-Being Project	Paid

Grant Reporting Schedule:

Scheduled Date	Type	Notes	Done Date
12/1/2011	ER Interim Financial Report		
12/1/2011	ER Interim Narrative Report		
7/1/2012	ER Final Narrative Report		
7/1/2012	ER Final Financial Report		

Amount of Grant Funds Spent:
N/A

Diversion:
To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been used for other than the intended purpose.

Other Notes:
Grantee's first (interim) narrative and financial reporting requirements are due in December 2011. The final narrative and financial reporting requirements are due in July 2012.

Elbridge Stuart Foundation
FEIN# 20-0882784
Form 990-PF
Tax Year: 2010
Expenditure Responsibility Grant Schedules

Grantee:

The Parthenon Group
555 California Street, 31st floor
San Francisco, CA 94104

Grant Amount:

\$95,000.00

Grant Purpose:

to support California's Phase 2 Race to the Top application

Approved Date:

5/24/2010

Grant Payment Schedule:

Scheduled Date	Amount	Notes	Status
5/1/2010	\$95,000.00	Grant#: 2010-2041 for California's Round II Race to the Top application	Paid

Grant Reporting Schedule:

Scheduled Date	Type	Notes	Done Date
6/1/2010	ER Final Narrative Report	Completed Federal Race to the Top Application will serve as Final Narrative	6/1/2010
7/31/2010	ER Final Financial Report		8/3/2010

Amount of Grant Funds Spent:

\$95,000; all of the grant.

Diversion:

To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been used for other than the intended purpose.

Other Notes:

None

Elbridge Stuart Foundation
FEIN# 20-0882784
Form 990-PF
Tax Year: 2010
Expenditure Responsibility Grant Schedules

Grantee:
The Parthenon Group
555 California Street, 31st floor
San Francisco, CA 94104

Grant Amount:
\$140,000.00

Grant Purpose:
to develop a strategic plan for districts and charter schools in California to extend the reform efforts catalyzed by the state's Race to the Top application

Approved Date:
10/13/2010

Grant Payment Schedule:

Scheduled Date	Amount	Notes	Status
10/1/2010	\$140,000.00	Grant#: 2010-2224 to develop a strategic plan for districts and charter schools in California to extend the reform efforts catalyzed by the state's Race to the Top application	Paid
2/1/2011	(\$4,472.52)	Refund for Grant#: 2010-2224	Refund

Grant Reporting Schedule:

Scheduled Date	Type	Notes	Done Date
12/31/2010	ER Final Financial Report	Parthenon Group will be sending us a refund in the amount of \$4,472.52	2/28/2011
12/31/2010	ER Final Narrative Report	The final report for this project will be a series of reports as specified in the project objectives.	2/28/2011

Amount of Grant Funds Spent:
\$135,527.38. Grantee returned remaining balance of \$4,472.52 to the Foundation. All funds have been accounted for.

Diversion:
To the knowledge of the Foundation, and based on the report furnished by the grantee, no grant funds have been used for other than the intended purpose.

Other Notes:
None.

Elbridge Stuart Foundation DBA Stuart Foundation
Securities Schedule - Reg. and End of Year Book Value and End. Fair Market Value
EIN# 20-0882784
Tax Year: 2010

	Description	Type	Cost or Market	Beginning of Year Book Value	End of Year Book Value	End of Year FMV
1	Longleaf Small Cap	6	Market	10,284,553 15	10,326,704 03	10,204,060 86
2	Vanguard Energy	6	Market	5,091,043 41	12,832,056 52	14,338,466 31
3	Aletheia Growth	6	Market	7,527,686 86	0 00	0 00
4	BNY Ham/NT Ins-Aletheia Growth	6	Market	150,413 66	0 00	0 00
	Domestic Equities subtotal			23,053,697 08	23,158,760 55	24,542,527 17
5	Silchester	6	Market	15,181,318 13	31,604,366 13	34,543,954 13
	International Equities subtotal			15,181,318 13	31,604,366 13	34,543,954 13
6	Actis	6	Market	1,088,218 73	2,472,082 00	3,444,082 00
7	Adage	6	Market	16,985,154 80	26,523,701 50	33,271,744 03
8	Anchorage	6	Market	9,000,000 00	11,350,027 00	14,495,742 07
9	Anegada	6	Market	1,644,455 58	0 00	0 00
10	Audax	6	Market	118,229 94	48,702 06	114,998 06
11	Axiom	6	Market	357,323 00	727,138 00	857,005 00
12	Canyon	6	Market	4,000,000 00	4,000,000 00	7,220,798 00
13	Capital Guardian	6	Market	0 00	4,977,285 82	5,426,770 04
14	CD&R	6	Market	1,702,116 00	4,429,734 00	5,489,368 00
15	Cedar Rock	6	Market	0 00	5,995,160 00	6,105,972 00
16	Cerberus II	6	Market	3,247,662 50	3,477,365 59	3,638,186 59
17	Cerberus III	6	Market	3,974,489 86	4,735,140 18	4,446,730 18
18	Cerberus IV	6	Market	6,883,616 92	9,765,575 92	9,614,063 37
19	Cherokee	6	Market	1,254,381 00	1,160,178 00	111,867 00
20	Clovis	6	Market	3,000,000 00	0 00	0 00
21	Convexity	6	Market	15,015,515 82	21,711,070 68	30,300,218 76
22	Deerfield	6	Market	0 00	9,156,971 32	10,174,758 43
23	Deerfield Private	6	Market	0 00	843,537 65	834,868 96
24	Eton Park	6	Market	15,000,000 00	15,000,000 00	16,696,832 07
25	Farallon/FCOI II	6	Market	12,253,928 91	12,253,928 91	20,745,405 65
26	Flag III	6	Market	(302,444 34)	(341,862 32)	771,485 31
27	Flag IV	6	Market	2,215,348 65	1,969,459 54	2,464,622 78
28	Fortress	6	Market	0 00	2,629,665 80	2,939,073 80
29	Graham II	6	Market	0 00	862,694 48	898,947 60
30	Graham III	6	Market	0 00	131,729 74	139,682 73
31	Highfields LP	6	Market	13,251,728 00	14,493,670 00	11,850,363 00
32	Indus Asia	6	Market	8,112,381 76	8,112,381 76	11,357,014 60
33	Legacy (REIT)	6	Market	4,462,090 00	5,193,436 00	3,626,015 00
34	Lightspeed	6	Market	1,203,561 40	1,226,336 19	1,344,689 73
35	MD Sass	6	Market	1,073,976 33	995,989 59	270,850 81
36	Morgenthaler	6	Market	1,315,067 12	1,353,052 12	1,722,127 12
37	MPM Bioventures	6	Market	2,266,568 94	968,302 73	1,413,987 73
38	NEA 10	6	Market	1,507,035 78	500,473 76	291,385 00
39	NEA 8	6	Market	508,202 76	686,300 75	428,156 75
40	NEA 9	6	Market	713,974 75	1,381,676 90	1,135,655 90
41	Newport Asia	6	Market	9,540,005 00	9,659,562 00	15,127,523 00
42	Oak Hill II	6	Market	3,334,427 29	3,061,786 95	3,416,899 48
43	OCM Opp III	6	Market	0 00	844,262 00	844,262 00
44	OCM Opp IV	6	Market	0 00	2,890 00	3,169 00
45	OCM Opp VI	6	Market	0 00	1,514,197 00	1,611,248 00
46	OCM Prin II	6	Market	892,041 35	891,790 35	452,227 00
47	OCM Prin IV	6	Market	2,719,465 41	2,724,623 41	3,112,873 41
48	OCM/GFI II	6	Market	2,351,742 00	4,123,932 00	4,148,949 00
49	Palo Alto Energy	6	Market	5,000,000 00	0 00	0 00
50	Palo Alto Global Energy Liquidation	6	Market	0 00	443,922 83	558,710 80

Elbridge Stuart Foundation DBA Stuart Foundation
Securities Schedule - Reg. and End of Year Book Value and End. Fair Market Value
EIN# 20-0882784
Tax Year: 2010

51	Palo Alto Micro	6	Market	2,489,836 00	6,241,378 82	7,132,556 82
52	Passport Global 34	6	Market	290,496 04	287,561 48	199,194 25
53	Passport Global 56	6	Market	0 00	164,697 80	128,779 61
54	Paul Royalty	6	Market	2,111,753 36	1,751,259 42	1,884,737 58
55	Paul Royalty II	6	Market	0 00	333,113 13	457,256 95
56	Paul VII	6	Market	1,288,647 37	1,184,808 46	1,303,166 29
57	Perry	6	Market	640,028 80	558,521 57	1,141,410 21
58	PIMCO Distressed	6	Market	13,872,765 85	14,362,169 03	13,958,423 03
59	Raptor Private	6	Market	953,083 33	810,410 01	726,014 37
60	Reservoir	6	Market	10,400,000 00	10,400,000 00	11,523,163 00
61	Seminole Offshore	6	Market	5,000,000 00	8,605,917 46	13,356,305 78
62	Sevin Rosen 8	6	Market	614,839 00	536,378 23	352,209 23
63	Sevin Rosen 9	6	Market	1,335,921 07	1,442,523 37	1,377,149 37
64	Spinnaker	6	Market	9,243,000 00	10,894,000 00	10,894,000 00
65	SPO	6	Market	6,921,005 00	8,538,271 00	12,722,788 00
66	Sun IV	6	Market	2,192,532 01	2,072,449 98	3,245,367 98
67	Sun Offshore	6	Market	3,257,317 94	3,044,861 94	1,332,861 94
68	TAO SPV	6	Market	187,073 01	255,273 03	254,816 37
69	TCV IV	6	Market	1,840,927 58	1,384,912 22	1,541,445 22
70	TCW SMBS III	6	Market	6,223,538 30	0 00	0 00
71	Tenaska	6	Market	4,426,847 00	4,055,267 00	4,055,267 00
72	TIFF Realty	6	Market	0 00	681,964 00	732,247 00
73	Tiger	6	Market	3,843,502 00	2,690,451 40	4,650,004 79
74	Tontune	6	Market	7,401,410 45	0 00	0 00
75	TPF II	6	Market	3,783,743 00	5,463,701 00	5,463,701 00
76	ValueAct	6	Market	5,000,000 00	10,000,000 00	15,113,865 00
77	Venture V	6	Market	0 00	1,292,019 00	1,434,235 00
	Alternative Investments Subtotal		Market	<u>249,008,532 37</u>	<u>299,109,781 56</u>	<u>357,900,295 55</u>
			Market			
78	BNY Hamilton/NT Instl Fds 12041	6	Market	15,475,783 19	20,223,060 33	20,223,060 33
79	PIMCO Short Term 12042	6	Market	4,641,770 91	7,713,454 71	7,683,852 54
	Short Term Investment Account			<u>20,117,554 10</u>	<u>27,936,515 04</u>	<u>27,906,912 87</u>
	Securities Total			<u>307,361,101 68</u>	<u>381,809,423 28</u>	<u>444,893,689 72</u>

Types of Investments

- 1 US Government obligations - these investments may be shown as a lump sum, you do not need to list every US Gov obligation
- 2 State and municipal obligations
- 3 Corporate stocks
- 4 Corporate bonds
- 5 Mortgage loans
- 6 Other investments Mutual funds fall into "other investments "

Elbridge Stuart Foundation DBA Stuart Foundation
Securities Schedule - Beg. and End. of Year Book Value and End. Fair Market Value
EIN# 20-0882784
Tax Year: 2009

Description of Asset	Type	Cost or Market	Beginning of Year Book Value	End of Year Book Value	End of Year Book Value
1 Longleaf Small Cap	6	Market	10,284,553.15	10,284,553.15	8,342,042.47
2 Vanguard Energy	6	Market	0.00	5,091,043.41	5,839,404.55
3 Aletheia Growth	6	Market	8,935,055.28	7,527,688.88	7,958,359.88
4 BNY Ham/NT Inst-Aletheia Growth (note 1)	6		80,628.20	150,413.68	150,413.68
Domestic Equities subtotal			19,301,234.83	23,053,697.08	22,288,220.54
5 Capital Guardian	6	Market	11,629,995.00	0.00	0.00
6 Arto (formerly Julius Baer)	6	Market	7,825,570.46	0.00	0.00
7 S&P 500	6	Market	0.00	15,181,318.13	15,724,648.13
International Equities subtotal			19,455,565.46	15,181,318.13	15,724,648.13
8 Audax	6	Market	279,480.94	118,229.94	157,173.94
9 Cerberus II	6	Market	2,998,385.87	3,247,862.50	2,989,018.50
10 Cerberus III	6	Market	4,304,325.10	3,974,489.88	3,529,310.88
11 Cherokee	6	Market	2,312,950.00	1,254,381.00	206,070.00
12 Flag III	6	Market	-207,741.43	-302,444.34	801,965.75
13 Flag IV	6	Market	2,352,892.31	2,216,348.65	2,555,877.75
14 Legacy	6	Market	4,462,090.00	4,462,090.00	2,558,131.00
15 Lightspeed	6	Market	1,498,735.37	1,203,561.40	1,389,703.08
16 MD Sass III	6	Market	1,282,399.78	1,073,978.33	373,786.55
17 Morgenthaler VII	6	Market	1,625,862.12	1,315,067.12	1,123,520.12
18 MPM BioVentures II	6	Market	2,532,607.94	2,266,568.94	2,019,601.94
19 NEA 08	6	Market	574,884.76	508,202.76	371,839.00
20 NEA 09	6	Market	755,673.75	713,974.75	471,225.75
21 NEA 10	6	Market	1,739,191.78	1,507,035.78	1,175,997.78
22 Oak Hill II	6	Market	2,657,668.95	3,334,427.29	3,303,924.11
23 OCM Principal II	6	Market	937,426.00	892,041.35	424,180.35
24 OCM/GFI II	6	Market	2,663,964.00	2,351,742.00	5,082,988.00
25 Paul VII	6	Market	1,334,196.64	1,288,847.37	1,319,722.00
26 Paul Royalty	6	Market	2,060,366.57	2,111,753.36	2,047,641.00
27 Reservoir	6	Market	10,400,000.00	10,400,000.00	11,122,031.00
28 Sevin Rosen 08	6	Market	782,988.00	614,839.00	307,960.00
29 Sevin Rosen 09	6	Market	1,148,231.07	1,335,921.07	1,231,771.07
30 Sun IV	6	Market	2,141,813.01	2,192,532.01	2,700,938.01
31 Sun Offshore	6	Market	4,333,497.94	3,257,317.94	1,324,572.94
32 TCV IV	6	Market	1,843,765.80	1,840,927.58	1,798,988.58
33 Tenaska	6	Cost	5,001,400.00	4,426,847.00	4,426,847.00
34 Cerberus IV	6	Market	4,727,779.92	6,883,616.92	5,810,280.37
35 OCM Principal IV	6	Market	2,941,881.00	2,719,485.41	2,885,386.41
36 PIMCO Distressed	6	Market	12,722,893.85	13,872,765.85	10,910,454.85
37 Actis	6	Market	433,463.42	1,088,218.73	1,328,218.73
38 SPO	6	Market	4,499,750.00	6,921,005.00	9,284,423.00
39 TPF II	6	Cost	3,904,718.00	3,783,743.00	3,783,743.00
40 Highfields IV LP	6	Market	10,579,883.00	13,251,728.00	10,218,734.00
41 CD&R	6	Market	0.00	1,702,116.00	1,848,694.00
42 Raptor Private	6	Market	0.00	953,083.33	774,103.68
43 Axium	6	Market	0.00	357,323.00	475,434.00
44 Indus Alternative	6	Market	33,677.01	0.00	0.00
45 TAO SPV	6	Market	0.00	187,073.01	186,814.89
46 Passport Global	6	Market	0.00	290,496.04	272,738.94

Elbridge Stuart Foundation DBA Stuart Foundation
Securities Schedule - Beg. and End. of Year Book Value and End. Fair Market Value
EIN# 20-0882784
Tax Year: 2009

47	Anegado	8	Market	1,844,455.58	1,844,455.58	8,077,433.00
48	Sivik (Argus)	8	Market	8,000,000.00	0.00	0.00
49	Cantillon	8	Market	5,000,000.00	0.00	0.00
50	Canyon	6	Market	4,000,000.00	4,000,000.00	6,297,367.40
51	Clovis	6	Market	3,000,000.00	3,000,000.00	4,838,415.71
52	Farallon/FCOI II	6	Market	12,253,928.91	12,253,928.91	17,430,182.20
53	Indus Asia	8	Market	3,079,616.84	8,112,381.78	10,848,925.51
54	Perry	8	Market	8,988,066.26	840,028.80	1,160,238.79
55	Seminole Offshore	8	Market	5,000,000.00	5,000,000.00	8,684,572.33
56	Tiger Asia	6	Market	7,000,000.00	3,843,502.00	6,598,740.99
57	ValueAct	6	Market	5,000,000.00	5,000,000.00	8,448,348.00
58	Passport	6	Market	1,714,944.00	0.00	0.00
59	Anchorage	6	Market	4,000,000.00	9,000,000.00	11,234,133.19
60	Convexity	6	Market	15,015,515.82	15,015,515.82	20,255,781.74
61	Tontine	6	Market	10,000,000.00	7,401,410.45	1,529,237.81
62	Palo Alto Small Cap	6	Market	5,000,000.00	0.00	0.00
63	Tudor	6	Market	10,000,000.00	0.00	0.00
64	Adage	6	Market	12,768,320.37	16,985,154.80	21,331,562.02
65	Eton Park	6	Market	15,000,000.00	15,000,000.00	15,126,217.34
66	Spinneraker	8	Market	7,411,999.00	9,243,000.00	9,243,000.00
67	Palo Alto Energy	6	Market	5,000,000.00	5,000,000.00	4,184,200.00
68	Newport Asia	6	Market	9,433,224.00	9,540,005.00	12,882,927.00
69	Palo Alto Micro Cap	6	Market	0.00	2,489,836.00	3,120,771.00
70	PIMCO SPTR	6	Market	7,389,526.00	0.00	0.00
71	TCW SMBS	8	Market	16,568,811.64	0.00	0.00
72	TCW SMBS III	6	Market	0.00	6,223,538.30	6,751,212.61
Alternative Investments subtotal				<u>279,887,118.89</u>	<u>249,008,532.37</u>	<u>276,412,814.60</u>
73	BNY Hamilton/NT Instl Funds	6	Market	4,392,885.15	15,475,783.19	15,475,783.19
74	PIMCO Short Term	6	Market	<u>4,521,508.52</u>	<u>4,641,770.91</u>	<u>4,590,548.91</u>
Short Term Investment Account				<u>8,914,393.67</u>	<u>20,117,554.10</u>	<u>20,066,332.10</u>
Securities Total				<u>327,558,312.65</u>	<u>307,361,101.68</u>	<u>334,492,015.37</u>

Note 1 - This investment is not listed on the 2008 schedule.

Types of Investments

- 1 US Government obligations - these investments may be shown as a lump sum you do not need to list every US Gov obligation
- 2 State and municipal obligations
- 3 Corporate stocks
- 4 Corporate bonds
- 5 Mortgage loans
- 6 Other investments - Mutual funds fall into "other investments"

Elbridge Stuart Foundation
FEIN: 20-0882784
Form 990-T and 109
Tax Year: 2010
Unrelated Business Taxable Income

Partnership UBI Calculation	UBTI	Ordinary	Capital
Cerberus Institutional Partners, L.P. (Series Two)	(1,408)	(1408)	0
Cerberus Institutional Partners, L.P. (Series Three)	(44)	(44)	0
Flag Venture Partners IV, L.P.	527	(39)	566
Fortress Credit Opportunities Fund (B) L.P.	15,057	15057	0
Highfields Capital IV L.P.	4,921	4921	0
Micro Cap Partners, L.P.	85,653	(1311)	86964
OCM Opportunities Fund IV	(106)	(106)	0
OCM Opportunities Fund IV AIF	141	141	0
OCM Principal Opportunities Fund IV	502	502	0
OCM Principal Opportunities Fund IV AIF	(5,793)	(5793)	0
Paul Royalty Fund, LP	80	80	0
Paul Capital Partners VII, L.P.	1,644	2389	(745)
SPO Partners II, L.P.	9,390	9390	0
Spinnaker Global Opportunity Fund, Ltd.	121,238	130514	(9276)
Tenaska Power Fund, L.P.	(157,983)	(158179)	197
TIFF Realty and Resources 2008, LLC	19,798	12021	7777
TPF II	(238,318)	(238318)	0
	(144,700)	-	(230,183)
			85,483

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization ELBRIDGE STUART FOUNDATION DBA STUART FOUNDATION	Employer identification number 20-0882784
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. 500 WASHINGTON ST., NO. 800	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111	

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

STUART FOUNDATION

- The books are in the care of ► **500 WASHINGTON ST., SUITE 800 - SAN FRANCISCO, CA 94111**
Telephone No. ► **415-393-1551** FAX No. ► **(415) 393-1551**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

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

- 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	\$	145,000.
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	\$	0.
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	\$	145,000.

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

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

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

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

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization ELBRIDGE STUART FOUNDATION DBA STUART FOUNDATION		Employer identification number 20-0882784
	Number, street, and room or suite no. If a P.O. box, see instructions. 500 WASHINGTON ST., NO. 800		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94111		

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

04

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

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

STUART FOUNDATION

• The books are in the care of **STUART FOUNDATION, SUITE 800 - SAN FRANCISCO, CA 94111**
Telephone No. **415-393-1551** FAX No. **(415) 393-1551**

• 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 **NOVEMBER 15, 2011.**

5 For calendar year **2010**, or other tax year beginning ☐ , and ending ☐

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

7 State in detail why you need the extension

THE TAXPAYER'S FINANCIAL MATTERS ARE QUITE COMPLEX. ADDITIONAL TIME IS REQUIRED TO FILE A COMPLETE AND ACCURATE 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	\$	145,000.
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 and any amount paid previously with Form 8868	8b	\$	145,000.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification

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

Signature  Title **CPA FOR CLIENT**

Date **AUG 05 2011**

Form 8868 (Rev. 1-2011)