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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

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 NOV 1, 2010, and ending OCT 31, 2011

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 HEWLETT-PACKARD COMPANY FOUNDATION		A Employer identification number 94-2618409
Number and street (or P.O. box number if mail is not delivered to street address) 3000 HANOVER STREET	Room/suite	B Telephone number (650) 857-2982
City or town, state, and ZIP code PALO ALTO, CA 94303-1112		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) \$ 64,197,524. (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		0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		1,156.	1,156.		STATEMENT 1
4 Dividends and interest from securities					
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			0.		
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					
12 Total. Add lines 1 through 11		1,156.	1,156.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		19,589.	0.		0.
c Other professional fees					
17 Interest					
18 Taxes		352,343.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		138.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		372,070.	0.		0.
25 Contributions, gifts, grants paid		4,953,335.			4,398,276.
26 Total expenses and disbursements. Add lines 24 and 25		5,325,405.	0.		4,398,276.
27 Subtract line 26 from line 12		-5,324,249.			
a Excess of revenue over expenses and disbursements			1,156.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,810.	2,447.	2,447.
	2 Savings and temporary cash investments	20,907,618.	16,133,156.	16,133,156.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable	25,082,212.	10,853,393.	10,853,393.
	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			
	10a Investments - US and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ 37,200,000.				
Less accumulated depreciation ▶	23,050,000.	37,200,000.	37,200,000.	
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 5)	8,529.	8,528.	8,528.	
16 Total assets (to be completed by all filers)	69,050,169.	64,197,524.	64,197,524.	
Liabilities	17 Accounts payable and accrued expenses	48,144.	42,667.	
	18 Grants payable	356,979.	555,060.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 6)	455,000.	734,000.	
23 Total liabilities (add lines 17 through 22)	860,123.	1,331,727.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	68,190,046.	62,865,797.	
30 Total net assets or fund balances	68,190,046.	62,865,797.		
31 Total liabilities and net assets/fund balances	69,050,169.	64,197,524.		

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	68,190,046.
2 Enter amount from Part I, line 27a	2	-5,324,249.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	62,865,797.
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	62,865,797.

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				
b NONE				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2
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

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	4,742,695.	22,409,265.	.211640
2008	3,757,446.	21,508,457.	.174696
2007	6,388,219.	17,462,460.	.365826
2006	2,575,000.	22,561,989.	.114130
2005	500,000.	5,860,103.	.085323
2 Total of line 1, column (d)			2 .951615
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 .190323
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 17,805,408.
5 Multiply line 4 by line 3			5 3,388,779.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 12.
7 Add lines 5 and 6			7 3,388,791.
8 Enter qualifying distributions from Part XII, line 4			8 4,398,276.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	12.
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	12.
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	12.
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 8,491.	7	8,491.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	8,479.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2011 estimated tax	8,479. Refunded		

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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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

N/A

Form 990-PF (2010)

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 ► N/A	13	X	
14	The books are in care of ► FRANCISCO JAVIER ARAGON Telephone no ► (650) 857-4648 Located at ► 3000 HANOVER STREET, PALO ALTO, CA ZIP+4 ► 94304-1112			
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 type="checkbox"/> Yes <input checked="" 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 N/A ► <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

Form 990-PF (2010)

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)?

N/A

5b

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?

N/A

☐ 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
ASHLEY B. WATSON 3000 HANOVER STREET PALO ALTO, CA 94304	EXECUTIVE DIRECTOR 5.00	0.	0.	0.
CATHERINE A. LESJAK 3000 HANOVER STREET PALO ALTO, CA 94304	CHIEF FINANCIAL OFFICER/DIRECTOR 5.00	0.	0.	0.
MARTIN J. HOMLISH 3000 HANOVER STREET PALO ALTO, CA 94304	SECRETARY/DIRECTOR 5.00	0.	0.	0.

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

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

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

0

Form 990-PF (2010)

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	0.
b Average of monthly cash balances	1b	18,076,556.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	18,076,556.
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	18,076,556.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	271,148.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	17,805,408.
6 Minimum investment return. Enter 5% of line 5	6	890,270.

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	890,270.
2a Tax on investment income for 2010 from Part VI, line 5	2a	12.
b Income tax for 2010 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	12.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	890,258.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	890,258.
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	890,258.

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 4,398,276.
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 4,398,276.
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 12.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 4,398,264.

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)

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				890,258.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005	276,516.			
b From 2006	1,487,425.			
c From 2007	5,522,318.			
d From 2008	2,686,271.			
e From 2009	3,622,270.			
f Total of lines 3a through e	13,594,800.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 4,398,276.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				890,258.
e Remaining amount distributed out of corpus	3,508,018.			
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	17,102,818.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2009 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	276,516.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	16,826,302.			
10 Analysis of line 9				
a Excess from 2006	1,487,425.			
b Excess from 2007	5,522,318.			
c Excess from 2008	2,686,271.			
d Excess from 2009	3,622,270.			
e Excess from 2010	3,508,018.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>HEWLETT-PACKARD U.S. EMPLOYEE CASH MATCH PROGRAM - 730 15TH STREET NW WASHINGTON, DC 20005</p> <p>CITIZENS SCHOOL 400 DUANE ST, ROOM 125 REDWOOD CITY, CA 96062</p> <p>INTERNATIONAL FEDERATION OF RED CROSS AND RED CRESCENT - 420 LEXINGTON AVENUE, SUITE 2811 NEW</p> <p>SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880</p> <p>AMERICAN RED CROSS 2025 E STREET NW WASHINGTON, DC 20006</p> <p>DOCTORS WITHOUT BORDERS 333 SEVENTH AVE, 2ND FLOOR NEW YORK, NY 10001-5004</p>			<p>DISASTER RELIEF - VARIOUS</p> <p>DISASTER RELIEF - VARIOUS</p> <p>DISASTER RELIEF - SRI LANKA FLOODS</p> <p>DISASTER RELIEF - VARIOUS</p> <p>DISASTER RELIEF - VARIOUS</p> <p>DISASTER RELIEF - EAST AFRICA</p>	<p>2998276.</p> <p>250,000.</p> <p>100,000.</p> <p>525,000.</p> <p>450,000.</p> <p>75,000.</p>
Total			3a	4398276.
<p><i>b Approved for future payment</i></p> <p>HEWLETT-PACKARD U.S. EMPLOYEE CASH MATCH PROGRAM - 730 15TH STREET NW WASHINGTON, DC 20005</p> <p>SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880</p> <p>AMERICAN RED CROSS 420 LEXINGTON AVENUE, SUITE 2811 NEW YORK, NY 10170</p>			<p>DISASTER RELIEF - VARIOUS</p> <p>DISASTER RELIEF</p> <p>DISASTER RELIEF</p>	<p>455,059.</p> <p>50,000.</p> <p>50,000.</p>
Total			3b	555,059.

HEWLETT-PACKARD COMPANY FOUNDATION

Year Ended 10/31/2011

EIN: 94-2618409

Explanation of Changes to Bylaws

During the 2010 fiscal year the bylaws for the Hewlett Packard Company Foundation were amended in to reduce the number of Board members from four members to three members. The updated bylaws are attached to this return and reflect these changes.

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

SOURCE	AMOUNT
GOLDMAN SACHS	1,156.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,156.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	19,589.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	19,589.	0.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROPERTY TAXES	73,343.	0.		0.
EXCISE TAXES	279,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	352,343.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	128.	0.		0.
STATE FILING FEES	10.	0.		0.
TO FORM 990-PF, PG 1, LN 23	138.	0.		0.

FORM 990-PF	OTHER ASSETS		STATEMENT	5
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
PREPAID EXCISE TAXES	8,529.	8,528.	8,528.	
TO FORM 990-PF, PART II, LINE 15	8,529.	8,528.	8,528.	

FORM 990-PF	OTHER LIABILITIES		STATEMENT	6
DESCRIPTION	BOY AMOUNT		EOY AMOUNT	
DEFERRED EXCISE TAXES	455,000.		734,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	455,000.		734,000.	

FORM 990-PF

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

STATEMENT 7

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

EXECUTIVE DIRECTOR - HEWLETT PACKARD COMPANY FOUNDATION
P.O. BOX 10301
PALO ALTO, CA 94303

TELEPHONE NUMBER

(650) 857-2982

FORM AND CONTENT OF APPLICATIONS

THERE IS NO REQUIRED FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED. GRANT REQUESTS SHOULD INCLUDE THE FOLLOWING INFORMATION. A DESCRIPTION OF THE ORGANIZATION, ITS HISTORY AND OVERALL PURPOSE: THE SPECIFIC PURPOSE, NEED AND AMOUNT OF GRANT REQUESTED; CURRENT FINANCIAL STATEMENTS, AND A DETAILED BUDGET SHOWING HOW A CASH GRANT WOULD BE SPENT; SOURCES AND STATUS OF OTHER FUNDING, A LIST OF KEY PERSONNEL AND QUALIFICATION OF STAFF; AND EVIDENCE OF THE ORGANIZATION'S TAX EXEMPT STATUS.

ANY SUBMISSION DEADLINES

THERE ARE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

THE HEWLETT-PACKARD COMPANY FOUNDATION DOES NOT RESTRICT GRANTS BY GEOGRAPHICAL AREAS. IT ONLY GIVES TO INSTITUTIONS IN THE UNITED STATES WHICH ARE TAX EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ONLY FOR 501(C)(3) PURPOSES OUTSIDE THE UNITED STATES. IT PROVIDES GRANTS FOR PROGRAMS WHICH STRESS AND ENHANCE THE UNDERSTANDING OF SCIENCE, ENGINEERING, TECHNOLOGY AND MEDICINE AND ACADEMIC ORGANIZATIONS IN THE ARTS AND HUMAN SERVICES FIELD WHEN CREATIVE BRIDGES BETWEEN SCIENCES AND THE HUMANITIES CAN BE BUILT. HOWEVER, THE FOUNDATION DOES NOT MAKE PHILANTHROPIC GRANTS TO: ORGANIZATIONS WHICH ARE NOT TAX EXEMPT; INDIVIDUALS, SECTARIAN OR DENOMINATIONAL GROUPS; AGENCIES WHICH PRACTICE OR PROMOTE DISCRIMINATORY OR PARTISAN POLICIES, POLITICAL ACTIVITIES, CAUSES WHICH OFFER SPECIFIC DIRECT BENEFITS TO GRANTORS, AND INDIVIDUAL'S RESEARCH PROJECTS.

**AMENDED AND RESTATED
BY-LAWS
OF
HEWLETT-PACKARD COMPANY FOUNDATION**

**ARTICLE I
PRINCIPAL OFFICE**

The principal office for the transaction of the business of the corporation is hereby fixed and located at, 3000 Hanover Street, Palo Alto, Santa Clara County, California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in said county and may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business.

**ARTICLE II
SEAL**

The corporation shall have a common seal consisting of two concentric circles with the words "**HEWLETT-PACKARD COMPANY FOUNDATION, CALIFORNIA**", together with the date of incorporation of this corporation.

**ARTICLE III
MEMBERSHIP**

Section 1. **MEMBERS.** There shall be one class of members, who shall be the directors of the corporation.

Section 2. **QUALIFICATIONS.** Death, resignation or removal of any director as provided in these By-Laws shall automatically terminate membership of such person in this corporation. Election of a successor director as provided in these By-Laws shall likewise operate to elect such director to the membership of this corporation.

Section 3. **MEETINGS.** The annual meeting of the members of the corporation shall be held on the third Tuesday of January of each year at 1:30 o'clock p.m. at the principal office of the corporation, unless the Board of Directors fixes another date. No notice of such annual meetings need be given. Special meetings of the members may be called in the same manner as special meetings of the Board of Directors and a quorum for a meeting of the members shall be the same as a quorum for a meeting of the Board of Directors.

Section 4. **ACTION BY WRITTEN CONSENT WITHOUT A MEETING.** Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records. All

solicitations of ballots shall indicate the time by which the ballots must be returned to be counted.

Section 5. **LIABILITIES AND PROPERTY RIGHTS OF MEMBERS.** No member of the corporation now or hereafter elected shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the corporation shall look only to its assets for payment.

ARTICLES IV BOARD OF DIRECTORS

Section 1. **NUMBER OF DIRECTORS.** The Board of Directors shall consist of four (4) members until changed by amendment to these By-Laws as hereinafter provided, and a majority of the Board shall constitute a quorum for the transaction of business.

Section 2. **POWERS OF DIRECTORS.** Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

(a) To select and remove all the other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem to be appropriate.

(c) To change the principal office for the transaction of the business of the corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate any place within or without the State of California for the holding of any directors' or members' meetings; and to adopt, make and use a corporate seal and to alter the form from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness on behalf of the corporation, and to cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 3. **ELECTION AND TERM OF OFFICE.** The directors shall be elected at each annual meeting of the members, and shall hold office until their respective successors are elected.

Section 4. **VACANCIES.** Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining directors or director then in office even though less than a quorum. .

Section 5. **PLACE OF MEETINGS; MEETINGS BY TELEPHONE.** Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings will be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another; and all such directors shall be deemed to be present in person at the meeting.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6. **REGULAR MEETING.** Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of both such meetings is hereby dispensed with.

Section 7. **SPECIAL MEETINGS.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president or by any two directors.

Section 8. **NOTICE.** Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given the telegraph company at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

Section 9. **WAIVER OF NOTICE.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b), either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 10. **ADJOURNMENT.** Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 11. **ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 12. **REMOVAL.** A director may be removed from office, for cause, by the vote of a majority of the directors.

Section 13. **COMPENSATION.** The directors shall receive no compensation for their services as such.

ARTICLE V OFFICERS

Section 1. **OFFICERS.** The officers of this corporation shall be a president, secretary and a chief financial officer, and such other officers as the Board of Directors may appoint. When the duties do not conflict, one person, other than the president, may hold more than one of these offices. Officers need not be members of the Board of Directors.

Section 2. **ELECTION.** The Board of Directors shall elect all officers of the corporation and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. **VACANCIES.** A vacancy in any office because of the death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 4. **PRESIDENT/EXECUTIVE DIRECTOR.** Subject to the control of the Board of Directors, the president, who shall use the title "Executive Director", shall have general

supervision, direction and control of the business and affairs of the corporation. He shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5. **SECRETARY.** The secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the books of the corporation, and shall discharge such other duties as pertain to the office or as may be prescribed by the Board of Directors.

Section 6. **CHIEF FINANCIAL OFFICER.** The Chief Financial Officer shall receive and safely keep all funds of the corporation and deposit the same in such bank or banks as may be designated by the Board of Directors. Such funds shall be paid out only on the check of the corporation signed by the Executive Director, Chief Financial Officer, or Secretary or by such officers as may be designated by the Board of Directors as authorized to sign the same. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. **COMMITTEES OF DIRECTORS.** The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in the By-laws. Each such committee shall consist of one (1) or more directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. Any committee, unless limited by resolution of the Board or any applicable laws, will have all the authority of the Board, but no such committee will have the power or authority to:

(a) Approve any action that, under the California Corporations Code or the Articles of Incorporation or these By-Laws, also requires approval of the members or approval of a majority of all members;

(b) Fill vacancies on, or remove members of, the Board of Directors or any committee of the Board;

(c) Amend or repeal the Articles of Incorporation or By-Laws or adopt new By-Laws;

(d) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;

(e) Appoint any other committees of the Board of Directors or appoint members of the committees of the Board; or

(f) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Section 2. **MEETINGS AND ACTIONS OF COMMITTEES.** Meetings and actions of committees will be governed by, and held and taken in accordance with, the provisions of Article IV of these By-Laws, Section 5 (place of meetings; meetings by telephone), Section 6 (regular meeting), Section 7 (special meetings), Section 8 (notice), Section 9 (waiver of notice), Section 10 (adjournment) and Section 11 (action without meeting), with such changes in the context of those By-Laws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Section 3. **AUDIT COMMITTEE.** The Board shall appoint an Audit Committee. The membership of the Audit Committee shall not include persons who are employees or officers of the corporation or persons who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the corporation. In the event that the Board appoints a Finance Committee, members of the Finance Committee must constitute less than one-half of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee. The Audit Committee shall perform the duties and adhere to the guidelines set forth in the corporation's Audit Committee charter as amended from time to time by the Board. Such duties include, but are not limited to,

(a) Making recommendations to the Board of Directors regarding the hiring of an independent auditor and recommending the termination of the auditor, if necessary;

(b) Negotiating the auditor's compensation;

(c) Conferring with the auditor regarding the corporation's financial affairs;
and

(d) Reviewing and determining whether to accept the audit.

ARTICLE VII INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. **DEFINITIONS.** For the purpose of this Article,

(a) “agent” means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) “expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. **SUCCESSFUL DEFENSE BY AGENT.** To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

Section 3. **ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION.** Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing as defined in the California Corporations Code, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. **ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION.**

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. This corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending,

or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that actions, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT. The indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believes to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, if itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(ii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. LIMITATION. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b)(ii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. **ADVANCE OF EXPENSES.** Expenses incurred in defending any proceeding may be advanced by this corporation by the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8. **CONTRACTUAL RIGHT OF NONDIRECTORS AND NONOFFICERS.** Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. **INSURANCE.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE VIII **AMENDMENT OF BY-LAWS**

The By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of the members of the Board of Directors at any directors' meeting, except that a By-Law fixing or changing the number of directors may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the corporation.

ARTICLE IX **MISCELLANEOUS**

The president, the secretary, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all voting securities held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

Amended and restated effective February 15, 2012.

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

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

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

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization	Employer identification number
	HEWLETT-PACKARD COMPANY FOUNDATION	94-2618409
	Number, street, and room or suite no. If a P.O. box, see instructions. 3000 HANOVER STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PALO ALTO, CA 94303-1112	

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	01	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.

FRANCISCO JAVIER ARAGON

- The books are in the care of **3000 HANOVER STREET - PALO ALTO, CA 94304-1112**
Telephone No. **(650) 857-4648** FAX No.

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


- 4 I request an additional 3-month extension of time until **SEPTEMBER 15, 2012**.
5 For calendar year , or other tax year beginning **NOV 1, 2010**, and ending **OCT 31, 2011**.
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
TAXPAYER REQUESTS ADDITIONAL TIME TO COMPILE INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE TAX 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	\$	8,491.
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	\$	8,491.
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** Date **6/11/12**

Form 8868 (Rev. 1-2011)

Frank, Rimerman & Co. LLP 94-1341042
1801 Page Mill Road
Palo Alto, CA 94304

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 HEWLETT-PACKARD COMPANY FOUNDATION	Employer identification number 94-2618409
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. 3000 HANOVER STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PALO ALTO, CA 94303-1112	

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

FRANCISCO JAVIER ARAGON

- The books are in the care of ► **3000 HANOVER STREET - PALO ALTO, CA 94304-1112**
Telephone No. ► **(650) 857-4648** FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JUNE 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year _____ or
► ☒ tax year beginning **NOV 1, 2010**, and ending **OCT 31, 2011**

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial, Rollover, or First Year Return ☐ Change in accounting period
**1801 Page Mill Road
Palo Alto, CA 94304**

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	\$	8,491.
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	\$	8,491.
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	\$	0.

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)