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990-PF

Return of Private Foundation

OMB No 1545-0052

| | ent of the Treasury | | | or Secti | on 4947(a)(1) Nonex Treated as a Priva | | | | | 96 | 110 |
|--|---|------------|-----------------------|--------------|---|-------------------|---------------|------|---|--------------------|---------------------|
| Internal R | evenue Service | Note. | The foundation | n may be | able to use a copy of th | is return to sati | sfy state rep | | quirements | | יוע |
| | lendar year 2010 | , or tax | , | ing | | 01 , 2010, | | | · · · · · · · · · · · · · · · · · · · | | 30,2011 |
| G Che | eck all that apply | _ | Initial return | | Initial return o | • | iblic charity | | | Fınal retu | ırn |
| | - <u></u> | | Amended re | turn | Addres | ss change | | | e change | | |
| Name o | of foundation | | | | | | | A | Employer Identif | fication number | er |
| DODE | DECON FOUND | 7 ID T () | 7 | | | | | | 10 | 7060200 | |
| | RTSON FOUND | | | | | | Room/suit | | | -7068398 | |
| Numbe | er and street (or P O | nun xoa | nber ir maii is not t | ielivered to | street address) | | Roomvsun | le B | Telephone number (| (see page 10 of tr | ie instructions) |
| C/0 | DEBORAH RUT | TGLTZ | NO 101 I | מסגע מ | VENILE | | | | 125 | 12) 984- | -5714 |
| | town, state, and ZIF | | 3110, 101 1 | AKK A | VENUE | | <u> </u> | C | ے کے ا If exemption applica | | 3/14 |
| City Oi | town, state, and zin | wae | | | | | | 1 | pending, check here | | ··· [|
| NEW | YORK, NY 10 | 178 | | | | | | P | 1 Foreign organiza | | |
| | eck type of organi | | Y Section | n F01/a) | (3) exempt private fo | undation | | _ | 2 Foreign organiza 85% test, check l | here and attach | |
| $\overline{}$ | •• | | | | Other taxable pri | | on | | computation . | • • • • • • | • |
| | Section 4947(a)(1) r r market value of | | | | nting method X C | | rual | — E | If private foundation | | |
| | ear (from Part II, | | | | nting method | asii Acc | Juai | | under section 507(b | | |
| - | • | 076, | | | column (d) must be or | cash hasis | | F | If the foundation is i under section 507(b | | |
| | Analysis of Re | | | <u> </u> | (4) | 1 | 1 | - 1 | under Section 507(c | 1 | ursements |
| - art | total of amounts | ın colun | nns (b), (c), and | (d) | (a) Revenue and expenses per | (b) Net inve | | | djusted net | for cha | antable |
| | may not necessa column (a) (see p | | | | books | incon | ne | | income | | ooses asis only) |
| 1 | Contributions, gifts, gran | | | | 0 | | | - | | (Casii D | asis offig) |
| 2 | | he found | ation is not requi | red to | | | | | | | |
| 3 | Interest on savings a | | B | | 727 | | 727. | | | ATCH | 1 |
| \ A | Dividends and inte | | - | | 7,480,189. | 7,48 | 0,189. | | | ATCH | |
| 5 a | _ | | - | | | | | | | 111 011 | |
|) b | | | | · · · · | | | | | | | |
| _ | Net gain or (loss) fro | | | 9.10 | 356,605. | | | | | | |
| 2 2 | Gross sales price for | | 7,000, | | | | | | | | |
| Revenue | assets on line 6a Capital gain net jr | | | | | 35 | 6,605. | | | | |
| ž * | Net short-term da | | | · -/ | · · · · · · · · · · · · · · · · · · · | | | | | | |
| 9 | Income modificati | - | EUEIV | | | | | | | | |
| 10 a | Gross sales less ren | រព្ឋាន | | | | | | | | | |
| 6 | and allowances O | Dold O | 7 9 9 20 | /£ | 5 | | | | | **** | |
| | Gross profit or (lo | ss) (atta | sch schedule) | 12 / | S | | | | | | |
| 11 | | | | ြင့် | 11,301. | | 11,301. | | | ATCH | 3 |
| 12 | Other income (att | Through | MEN | | 7,848,822. | 7,84 | 18,822. | | | | |
| 13 | Compensation of off | | | dG. | 889,148. | | | | | | 889,148 |
| 14 | Other employee s | alanes | and wages | [| 1,146,372. | | | | | 1 | ,146,372 |
| S 15 | Pension plans, er | nployee | benefits | [| 337,893. | | | | | | 337,893 |
| and Administrative Expenses 12 14 15 16 17 18 19 21 22 17 18 19 22 17 18 19 22 17 18 19 22 17 18 19 22 18 18 18 18 18 18 18 18 18 18 18 18 18 | Legal fees (attach | sched | ule) ATCH | .4 [| 94,313 | | | | | | 94,313 |
| X t | Accounting fees (| | | | 328,280 | . 10 | 54,140. | | | | 164,140 |
| Б С | Other professiona | al fees (a | attach schedule |) . * . | 64,344 | | | | | | 64,344 |
| 흝 17 | Interest | | | [| | | | | | | |
| [18 | Taxes (attach sched | lule) (see | page 14 of the instr | uctions)* * | 668,460 | | | | | | 118,460 |
| Ē 19 | Depreciation (atta | ich sche | edule) and deple | etion . | 65,558 | | | | | 1 | |
| 등 20 | Occupancy | | | | 57,101 | | | | | 1 | 57,101 |
| 전 일 21 | Travel, conference | es, and | meetings | | 316,812 | | | | | ļ | 316,812 |
| E 22 | Printing and publi | | | | | | - | | | | |
| Operating 24 | Other expenses (| | | | 273,577 | | | | | | 273,57 |
| 24 | Total operating a | nd adm | ninistrative exp | enses. | | | _ | | | | |
| <u>ෂ</u> | Add lines 13 thro | ugh 23 | | [| 4,241,858 | . 1 | 64,140. | | | | ,462,160 |
| 25 | Contributions, gift | ts, grant | tspaid | | 84,537,908 | · | | | | | ,537,908 |
| _ 26 | Total expenses and d | sbursem | ents Add lines 24 | and 25 | 88,779,766 | 1 | 64,140. | | | 88 | ,000,068 |
| 27 | Subtract line 26 f | rom line | : 12 | | | | | | | | |
| 1 | a Excess of revenue ov | | | | -80,930,944 | | | | | | |
| - 1 1 | b Net investment i | ncome | (if negative, en | ter -0-) | | 7,6 | 34,682. | | | | |

For Paperwork Reduction Act Notice, see page 30 of the instructions. 0E1410 1 000

b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-). .

*ATCH 6 JSA ** ATCH 7

Form 990-PF (2010)



13-70-398

| Part II | Attached schedules and amounts in the | Beginning of year | End o | f year |
|------------------------------|---|-------------------|----------------|-----------------------|
| Part | Balance Sheets description column should be for end-of-year amounts only (See instructions) | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| 1 | Cash - non-interest-bearing | 300,772. | 308,829. | 308,829. |
| 2 | Savings and temporary cash investments | 5,233,022. | 6,648,908. | 6,648,908. |
| 3 | Accounts receivable | | | |
| | Less allowance for doubtful accounts | | | |
| 4 | Pledges receivable | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| 5 | Grants receivable | | | <u> </u> |
| 6 | Receivables due from officers, directors, trustees, and other | | | |
| | disqualified persons (attach schedule) (see page 15 of the instructions) | | | |
| 7 | Other notes and loans receivable (attach schedule) | | | |
| - | Less allowance for doubtful accounts ▶ | | | |
| _ω 8 | Inventones for sale or use | | | |
| Assets 0 0 a | Prepaid expenses and deferred charges | | | |
| έ 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | Investments - corporate stock (attach schedule) ATCH 9 | 174,248,495. | 175,085,288. | 197,535,009. |
| С | Investments - corporate bonds (attach schedule) | | | _ |
| 11 | Investments - land, buildings, and equipment basis | | | |
| | Less accumulated depreciation (attach schedule) | | | |
| 12 | Investments - mortgage loans | | | |
| 13 | Investments other (attach schodule) ATCH 10 | 598,037,571. | 514,905,331. | 640,312,779. |
| 14 | Land, buildings, and equipment basis 1,737,301. | | | ATCH 11 |
| | Less accumulated depreciation (attach schedule) 502,327. | 1,298,488. | 1,234,974. | 1,234,974. |
| 15 | Other assets (describe ATCH 12) | 34,731. | 35,607. | 35,607. |
| 16 | Total assets (to be completed by all filers - see the | | | |
| | instructions Also, see page 1, item I) | 779,153,079. | 698,218,937. | 846,076,106. |
| 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | | | |
| တ္က 19 | Deferred revenue | | | |
| Liabilities 15 05 15 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| <u>G</u> 21 | Mortgages and other notes payable (attach schedule) | | | |
| ت ₂₂ | Other liabilities (describe | | | |
| | | | | |
| 23 | Total liabilities (add lines 17 through 22) | 0. | 0. | |
| | Foundations that follow SFAS 117, check here | | | |
| | and complete lines 24 through 26 and lines 30 and 31. | | | |
| Se 24 | Unrestricted | | | |
| E 25 | Temporarily restricted | | | |
| or Fund Bala | Permanently restricted | | | |
| 5 | Foundations that do not follow SFAS 117, | | | |
| Ξ | check here and complete lines 27 through 31. $\blacktriangleright X$ | | | |
| _ට 27 | Capital stock, trust principal, or current funds | 779,153,079. | 698,218,937. | |
| <u>နှု</u> 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| Net Assets 30 85 87 | Retained earnings, accumulated income, endowment, or other funds | | | |
| ₹ 30 | Total net assets or fund balances (see page 17 of the | | | |
| 1 | instructions) | 779,153,079. | 698,218,937. | |
| 31 | Total liabilities and net assets/fund balances (see page 17 | | | |
| | of the instructions) | 779,153,079. | 698,218,937. | |
| | Analysis of Changes in Net Assets or Fund | | ···· | ı |
| | Il net assets or fund balances at beginning of year - Part | | | |
| | of-year figure reported on prior year's return) | | <u>1</u> | 779,153,079. |
| 2 Ente | er amount from Part I, line 27a | | 2 | -80,930,944. |
| 3 Othe | er increases not included in line 2 (itemize) | | 3 | |
| 4 Add | lines 1, 2, and 3 | | 4 | 698,222,135. |
| | lines 1, 2, and 3 reases not included in line 2 (itemize) ► ATTACH | | | 3,198 |
| | I net assets or fund balances at end of year (line 4 minus line | | | 698,218,937. |
| | | | | Form 990-PF (2010) |

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| r al | • • | describe the kind(s) of property sold (e | • . | (b) How acquired P-Purchase | (c) Date acquired | (d) Date sold (mo , day, yr) |
|---|--|--|--|--|--|---|
| | | ck warehouse, or common stock, 200 sl | hs MLC Co) | D-Donation | (mo , day, yr) | (mo, day, yr) |
| <u>1a</u> | SEE PART IV SCHEI | 10TE | | | | |
| <u>b</u> | | | | - | | |
| d d | | | · · · | | | |
| e | | | | <u> </u> | | |
| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | | (h) Gain or (lo (e) plus (f) minu | |
| а | | | | | | |
| <u>b</u> | | | | | | |
| С | | | | ŀ | | |
| <u>d</u> | | | | <u> </u> | | |
| <u>e</u> | Complete only for accets of | howing gain in column (h) and awned by | the foundation on 12/21/60 | | | |
| | (i) F M V as of 12/31/69 | howing gain in column (h) and owned by (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | Gains (Col (h) g (k), but not less t Losses (from co | than -0-) or |
| a | | | | | | |
| b | | | | | | |
| С_ | | | | | | |
| <u>d</u> | | | | | | |
| <u>e</u> | | | <u> </u> | | | |
| | Capital gain net income or (| net capital loss) | gain, also enter in Part I, line 7 (loss), enter -0- in Part I, line 7 | 2 | | 356,605. |
| | | or (loss) as defined in sections 1222 | | | | |
| | <u> </u> | ine 8, column (c) (see pages 13 and | | 1 2 | | |
| | | ne 8 | uced Tax on Net Investment In | COMP | | |
| Was | | • | able amount of any year in the base | period? | | Yes X No |
| | | <u> </u> | ee page 18 of the instructions before | e makıng | | |
| <u> </u> | (a) | (b) | | | any entries | |
| Cal | Base period years lendar year (or tax year beginning in) | | (c) | | (d) | |
| | 2009 | Adjusted qualifying distributions | (c) Net value of nonchantable-use assets | | | |
| | 2008 | 90,960,207. | Net value of noncharitable-use assets 904,483,745. | | (d) Distribution ra | 0.100566 |
| | 2007 | 90,960,207. 83,245,202. | 904, 483, 745. 977, 989, 052. | | (d) Distribution ra | 0.100566 0.085119 |
| | 0000 | 90,960,207. 83,245,202. 72,988,305. | 904,483,745. 977,989,052. 1,042,278,707. | | (d) Distribution ra | 0.100566 0.085119 0.070028 |
| | 2006 | 90,960,207. 83,245,202. 72,988,305. 42,042,160. | 904,483,745. 977,989,052. 1,042,278,707. 821,147,142. | | (d) Distribution ra | 0.100566 0.085119 0.070028 0.051199 |
| _ | 2006 2005 | 90,960,207. 83,245,202. 72,988,305. | 904,483,745. 977,989,052. 1,042,278,707. | | (d) Distribution ra | 0.100566 0.085119 0.070028 |
| | 2005 Total of line 1, column (d) | 90,960,207. 83,245,202. 72,988,305. 42,042,160. 40,000,951. | Net value of noncharitable-use assets 904,483,745. 977,989,052. 1,042,278,707. 821,147,142. 724,112,412. | 2 | (d) Distribution ra | 0.100566 0.085119 0.070028 0.051199 |
| 3 | 2005 Total of line 1, column (d) Average distribution ratio f | 90,960,207. 83,245,202. 72,988,305. 42,042,160. 40,000,951. | Net value of noncharitable-use assets 904,483,745. 977,989,052. 1,042,278,707. 821,147,142. 724,112,412. ne total on line 2 by 5, or by the | | (d) Distribution ra | 0.100566 0.085119 0.070028 0.051199 0.055241 |
| 3 | 2005 Total of line 1, column (d) Average distribution ratio finumber of years the found | 90, 960, 207. 83, 245, 202. 72, 988, 305. 42, 042, 160. 40, 000, 951. | Net value of noncharitable-use assets 904,483,745. 977,989,052. 1,042,278,707. 821,147,142. 724,112,412. ne total on line 2 by 5, or by the han 5 years | | (d) Distribution re (col (b) divided by | 0.100566 0.085119 0.070028 0.051199 0.055241 0.362153 |
| 3 | 2005 Total of line 1, column (d) Average distribution ratio finumber of years the found | 90, 960, 207. 83, 245, 202. 72, 988, 305. 42, 042, 160. 40, 000, 951. or the 5-year base period - divide the ation has been in existence if less the charitable-use assets for 2010 from | Net value of noncharitable-use assets 904,483,745. 977,989,052. 1,042,278,707. 821,147,142. 724,112,412. net total on line 2 by 5, or by the han 5 years | 3 | Distribution re (col (b) divided by | 0.100566 0.085119 0.070028 0.0551199 0.055241 0.362153 |
| 345 | 2005 Total of line 1, column (d) Average distribution ratio f number of years the found Enter the net value of none Multiply line 4 by line 3 | 90, 960, 207. 83, 245, 202. 72, 988, 305. 42, 042, 160. 40, 000, 951. or the 5-year base period - divide the ation has been in existence if less the charitable-use assets for 2010 from | Net value of noncharitable-use assets 904,483,745. 977,989,052. 1,042,278,707. 821,147,142. 724,112,412. net total on line 2 by 5, or by the han 5 years Part X, line 5 | 3 4 5 | Distribution re (col (b) divided by | 0.100566 0.085119 0.070028 0.051199 0.055241 0.362153 0.072431 957,090. |
| 3 4 5 6 | 2005 Total of line 1, column (d) Average distribution ratio f number of years the found Enter the net value of none Multiply line 4 by line 3 Enter 1% of net investmen | 90, 960, 207. 83, 245, 202. 72, 988, 305. 42, 042, 160. 40, 000, 951. or the 5-year base period - divide the ation has been in existence if less the charitable-use assets for 2010 from the income (1% of Part I, line 27b). | Net value of noncharitable-use assets 904,483,745. 977,989,052. 1,042,278,707. 821,147,142. 724,112,412. net total on line 2 by 5, or by the han 5 years Part X, line 5 | 3 4 5 | Distribution re (col (b) divided by | 0.100566 0.085119 0.070028 0.051199 0.055241 0.362153 0.072431 957,090. |
| 345678 | 2005 Total of line 1, column (d) Average distribution ratio finumber of years the found Enter the net value of none Multiply line 4 by line 3 Enter 1% of net investmen Add lines 5 and 6 Enter qualifying distribution | 90, 960, 207. 83, 245, 202. 72, 988, 305. 42, 042, 160. 40, 000, 951. or the 5-year base period - divide the ation has been in existence if less the charitable-use assets for 2010 from the income (1% of Part I, line 27b). | Net value of noncharitable-use assets 904,483,745. 977,989,052. 1,042,278,707. 821,147,142. 724,112,412. ne total on line 2 by 5, or by the han 5 years Part X, line 5 | 3 4 5 6 7 | Distribution re (col (b) divided by 873, | 0.100566 0.085119 0.070028 0.051199 0.055241 0.362153 0.072431 957,090. 301,586. 76,847. |

Page 4

| Par | Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the inst | ructio | | age 4 |
|----------|--|--------|----------|----------------|
| | Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1 | | J | |
| ıa | Date of ruling or determination letter (attach copy of ruling letter if necessary - see instructions) | | | |
| ь | Domestic foundations that meet the section 4940(e) requirements in Part V, check | | 76,8 | 47. |
| | here ► X and enter 1% of Part I, line 27b | | | |
| С | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of | | | |
| | Part I, line 12, col (b) | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | | | |
| 3 | Add lines 1 and 2 | | 76,8 | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 4 | | | 0. |
| 5 | Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0 | | 76,8 | <u>47.</u> |
| 6 | Credits/Payments | | | |
| а | 2010 estimated tax payments and 2009 overpayment credited to 2010 6a 1,092,982. | | | |
| Ь | Exempt foreign organizations-tax withheld at source | | | |
| С. | Tax paid with application for extension of time to file (Form 8868) | | | |
| _ d | Backup withholding erroneously withheld | 1 (| 92,9 | 92 |
| 7 | Total credits and payments Add lines 6a through 6d | Ι, | 132,3 | <u> </u> |
| 8 | Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached | | | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 | 1.0 | 16,1 | 35 |
| 10 11 | Enter the amount of line 10 to be Credited to 2011 estimated tax 1,016,135. Refunded 11 | | 10/1 | 50. |
| | t VII-A Statements Regarding Activities | | | |
| | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it | | Yes | No |
| | participate or intervene in any political campaign? | 1a | | Х |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 | | | |
| | of the instructions for definition)? | 1b | | X |
| | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials | | | |
| | published or distributed by the foundation in connection with the activities | | | |
| C | Did the foundation file Form 1120-POL for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year | | | |
| | (1) On the foundation \$\Bigsim \\$ | | | |
| е | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed | | | |
| _ | on foundation managers \$ | _ | | v |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? | 2 | | X |
| 3 | If "Yes," attach a detailed description of the activities | | | |
| | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | 3 | | x |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | | X |
| ь | If "Yes," has it filed a tax return on Form 990-T for this year? | 4b | N/A | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | 5 | | Х |
| | If "Yes," attach the statement required by General Instruction T | | | |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either | | | |
| | By language in the governing instrument, or | | | |
| | • By state legislation that effectively amends the governing instrument so that no mandatory directions that | | | |
| | conflict with the state law remain in the governing instrument? | 6 | X | <u> </u> |
| 7 | Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see page 19 of the | | | |
| _ | instructions) NY, | - | 1 | |
| Ь | | l | x | |
| | (or designate) of each state as required by General Instruction G? If "No," attach explanation | 8b | <u> </u> | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or | | | |
| | 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV | 9 | 1 | x |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their | • | | † <u></u> |
| 10 | names and addresses | 10 | | х |
| | | | | ь |

| -orm | 990-F | PF (20 | 10) |
|------|-------|--------|-----|



| | 13-70-39 |
|--|----------|

| | 13-7006396 | | | age 5 |
|-----|---|---------------------------------------|-------------------------------------|----------|
| Par | t VII-A Statements Regarding Activities (continued) | | | |
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the | | | |
| | meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) ATCH . 14 | 11 | Х | |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before | | | |
| | August 17, 2008? | 12 | | Х |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | | Х | |
| .5 | Website address ► WWW.ROBERTSONFOUNDATION.ORG | | | |
| 14 | The books are in care of ▶ DEBORAH RUTIGLIANO Telephone no ▶ 212-984 | -571 | 4 | |
| 14 | Located at ►101 PARK AVENUE NEW YORK, NY ZIP+4 ► 10178 | | | - |
| | Cocated at Mark 1997 1997 1997 1997 1997 1997 1997 199 | | | П |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | | • • • | ш |
| 40 | and enter the amount of tax-exempt interest received or accrued during the year | | \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ | |
| 16 | At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority | 1 | Yes | No |
| | over a bank, securities, or other financial account in a foreign country? | 16 | <u> </u> | <u>X</u> |
| | See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter | | | |
| D | the name of the foreign country | | | |
| Par | t 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. | <u></u> | Yes | No |
| 1 a | During the year did the foundation (either directly or indirectly) | İ | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a | | | |
| | disqualified person? Yes X No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | 1 | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for | | | |
| | the benefit or use of a disqualified person)? Yes X 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 | 1 | | |
| | termination of government service, if terminating within 90 days) | 1 | | |
| | of fany answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations | | | |
| • | section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here | | — | , |
| | | | | |
| | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that | 1c | | х |
| _ | were not corrected before the first day of the tax year beginning in 2010? | 10 | | |
| 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)) | | | |
| а | 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? | | | |
| | to, and the first to the first | ļ | | |
| | If "Yes," list the years | | | |
| t | 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 | | 1 | |
| | all years listed, answer "No" and attach statement - see page 22 of the instructions) | 2b | N/A | |
| C | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here | 1 | | |
| | • | | | |
| 3 a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise | | | |
| | at any time during the year? | | | |
| t | olf "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 | | | 1 |
| | foundation had excess business holdings in 2010) | 3b | N// | <u> </u> |
| 4 a | a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| t | b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its | | } | |
| | charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010? | 4b | | X |
| | | _ | | |

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| 13-70-398 | |
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| orm 99 | 90-PF (2010 | n) | | 13-70 | 398 | | Page 6 |
|-----------------|---|---|--|---|--|---------------|-------------------------|
| Part | VII-B | Statements Regarding Activities for | or Which Form 47 | 20 May Be Require | ed (continued) | | |
| 5a (| During the 1) Carry 2) Influer directl 3) Provid 4) Provid sectio 5) Provid | eyear did the foundation pay or incur any amou on propaganda, or otherwise attempt to influentice the outcome of any specific public election by or indirectly, any voter registration drive? The a grant to an individual for travel, study, or ot le a grant to an organization other than a chant in 509(a)(1), (2), or (3), or section 4940(d)(2)? (all for any purpose other than religious, chantableses, or for the prevention of cruelty to children of | nt to. ce legislation (section 49 (see section 4955), or to her similar purposes? able, etc., organization of see page 22 of the instri- | 945(e))? o carry on, described in auctions) educational | Yes X No Yes X No Yes X No Yes X No | | |
| ı | Regulation | swer is "Yes" to 5a(1)-(5), did any of the tran ns section 53 4945 or in a current notice rega- ions relying on a current notice regarding disast | rding disaster assistance | e (see page 22 of the ii | nstructions)? | 5b | X |
| 1 | because i | ver is "Yes" to question 5a(4), does the foundat t maintained expenditure responsibility for the g ttach the statement required by Regulations se | rant? ATTAC | | X Yes No | | |
| b | on a perso Did the fo | undation, during the year, receive any funds, dii onal benefit contract? | | · · · · · · · · · · · · · | Yes X No | 6b | x |
| 7a b Part | At any tım If "Yes," d | e during the tax year, was the foundation a part id the foundation receive any proceeds or have Information About Officers, Directo and Contractors | any net income attributers, Trustees, Four | able to the transaction? Idation Managers, | | 7b loyees, | N/A |
| 1 L | ist all of | ficers, directors, trustees, foundation ma | anagers and their co | mpensation (see pag | ge 22 of the instructi | ons). | |
| | | (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) Expen | se account, owances |
| ATT | | ENT 16 | | 889,148. | 29,750. | | 0 |
| | | | - | | | | |
| | | ation of five highest-paid employees (ot nter "NONE." | her than those inclu | ded on line 1 - see p | age 23 of the instruc | tions). | |
| (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 | | se account, lowances |
| ATI | ACHM | ENT 17 | | 682,114. | 106,307. | | . 0 |
| | | | | | | | |
| | | | - | | | | |
| | | | | | | | |
| Total | number | of other employees paid over \$50,000 | | | | | ▶ 8 |

Form **990-PF** (2010)

Page 7

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| Part VII | and Contractors (continued) | yees, |
|-----------|---|--------------------|
| 3 Five | e highest-paid independent contractors for professional services (see page 23 of the instructions). If no | one, enter "NONE." |
| | (a) Name and address of each person paid more than \$50,000 (b) Type of service | (c) Compensation |
| | | |
| ATTAC | CHMENT 18 | 383,665 |
| | | |
| | | |
| | | |
| | | |
| Total nur | nber of others receiving over \$50,000 for professional services ▶ | 0 |
| Part IX- | A Summary of Direct Charitable Activities | |
| | oundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of ions and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
| 1 N/Z | 1 | |
| | | |
| 2 | | |
| | | |
| 3 | | |
| | · | |
| 4 | | |
| | | |
| Part IX | B Summary of Program-Related Investments (see page 24 of the instructions) | |
| Describe | the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
| 1 NO | NE | |
| | | |
| 2 | | |
| | | |
| | program-related investments. See page 24 of the instructions | |
| 3 NO | NE NE | |

Form **990-PF** (2010)

Total. Add lines 1 through 3



| Pa | art X Minimum Investment Return (All domestic foundations must complete this part. For see page 24 of the instructions.) | eign foundat | ions, |
|----|--|---|---------------------------------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc | , | |
| | purposes | | |
| а | Average monthly fair market value of securities | 1a | 187,520,637. |
| b | Average of monthly cash balances | 1b | 5,320,560. |
| C | Fair market value of all other assets (see page 25 of the instructions) | 1c | 694,424,884. |
| d | | 1d | 887,266,081. |
| е | Reduction claimed for blockage or other factors reported on lines 1a and | | |
| | 1c (attach detailed explanation) | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 887,266,081. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of | | |
| | the instructions) | 4 | 13,308,991. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 873,957,090. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 43,697,855. |
| Pa | art XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) privious foundations and certain foreign organizations check here ▶ ☐ and do not complete the | vate operating | |
| 1 | Minimum investment return from Part X, line 6 | . 1 | 43,697,855. |
| 2a | Tax on investment income for 2010 from Part VI, line 5 | 7. | |
| b | Income tax for 2010 (This does not include the tax from Part VI) | | |
| С | · · · · · · · · · · · · · · · · · · · | 2c | 76,847. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | · | 43,621,008. |
| 4 | Recoveries of amounts treated as qualifying distributions | | |
| 5 | Add lines 3 and 4 | 1 _ 1 | 43,621,008. |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | · · · · · · · · · · · · · · · · · · · |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, | • | ·-· |
| | line 1 | 7 | 43,621,008. |
| Pa | art XII Qualifying Distributions(see page 25 of the instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| · | Francisco contributions with the Adultina Della L. (1) L. CO. | 1a | 88,000,068. |
| b | Program-related investments - total from Part IX-B | 1h | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc | · · 16 | |
| _ | numosas | | 0. |
| 3 | Amounts set aside for specific charitable projects that satisfy the | • • 2 | |
| a | - Contability to A (supplied to Contability to Cont | 3a | 0 |
| b | | · · 3a | 0. |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 88,000,068. |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income | • • • | 00,000,008. |
| , | Enter 1% of Part I, line 27b (see page 26 of the instructions) | _ | 76 047 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 5 | 76,847. |
| 0 | | | 87,923,221. |
| | Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when qualifies for the section 4940(e) reduction of tax in those years | calculating v | nether the foundation |

Form **990-PF** (2010)

Form 990-PF (2010) 13-7068398 Page 9 Part XIII Undistributed Income (see page 26 of the instructions) (b) (a) (c) (d) Corpus Years prior to 2009 2009 2010 Distributable amount for 2010 from Part XI, 43,621,008. Undistributed income, if any, as of the end of 2010 Enter amount for 2009 only **b** Total for prior years 20 08, 20 07, 20 06 Excess distributions carryover, if any, to 2010 From 2005 0. 0. b From 2006 7,452,141. From 2007 34,855,738. From 2008 From 2009 46,362,144. 88,670,023. Total of lines 3a through e Qualifying distributions for 2010 from Part XII, 88,000,068. line 4 ► \$ a Applied to 2009, but not more than line 2a b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) Treated as distributions out of corpus (Election required - see page 26 of the instructions) 43,621,008. d Applied to 2010 distributable amount Remaining amount distributed out of corpus . . . 44,379,060. Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a)) Enter the net total of each column as indicated below: 133,049,083. Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income Subtract line 4b from line 2b 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 d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions f Undistributed income for 2010 Subtract lines 4d and 5 from line 1. This amount must be Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the 0. Excess distributions carryover to 2011. 133,049,083. Subtract lines 7 and 8 from line 6a

Form 990-PF (2010)

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

7,452,141. 34,855,738.

46,362,144. 44,379,060.

Page **10**

| Pai | at any time during the year - see page 28 of the instructions.) Information Regarding Foundation Managers: | | | | | |
|---|--|--|---|--|-----------------------|--|
| 1 a | | | | • | iting | |
| ь | | | | | 4942(1) | (3) or 4942(j)(5) |
| | | | | | | |
| 2 a | | <u> </u> | (b) 2009 | | (d) 2007 | (e) Total |
| | I or the minimum investment | | | | · , | |
| | | | | | | |
| | | _ | | | | |
| b | | | | | | |
| C | | ! | | | | |
| d | | | | | | |
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| 6 | | | | | | |
| Ĭ | | | on (Complete this part only if the foundation had \$5,000 or more ir -see page 28 of the instructions.) The sample operation of the stock of a corporation of the stock of a corporation (or an equally large porticity) of which the foundation has a 10% or greater interest Cirant, Gift, Loan, Scholarship, etc., Programs: only makes contributions to preselected charitable organizations and does not complete items 2a, b, c, and d inher of the person to whom applications should be addressed | | | |
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| 3 | | | | | | |
| _ | | | | | | |
| а | 444 | | | | | |
| | | | | | - | |
| | | | If a ruling or determination letter that it is a private operating we for 2010, enter the date of the ruling Tax year Pnor 3 years (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 years (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 years (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2010 (b) 2009 (c) 2008 (d) 2007 From 3 year (e) 2009 (e) 2008 (d) 2007 From 3 year (e) 2009 (e) 2008 (d) 2007 From 3 year (e) 2008 From 3 | | | |
| b | "Endowment" alternative test- | ceived a ruling or determination letter that it is a private operating effective for 2010, enter the date of the ruling effective for 2010, enter the date of the ruling effective for 2010, enter the date of the ruling effective for 2010, enter the date of the ruling effective for 2010, enter the date of the ruling effective for 2010, enter the date of the ruling effective for 2010 (b) 2009 (e) 2009 (e) 2008 (d) 2007 (e) 70 tall (e) 2010 (e) 2009 (e) | | | | |
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| | (2) Support from general | | | | | |
| | exempt organizations as | | | | | |
| | | | | | | |
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| | | | | | | |
| | <u> </u> | | 1 11 11 1 | 1 16 11 6 | 4: 1.1.2.2.2 | <u> </u> |
| Pa | | | | | ation had \$5,000 | or more in assets |
| - | | | | structions.) | | 4942(j)(3) or 4942(j)(5) (d) 2007 (e) Total (n) Tota |
| - | • | • | | the stock of a corporation (See section 507(d)(2)) the stock of a corporation (or an equally large portion of the has a 10% or greater interest to preselected charitable organizations and does not accept trants, etc (see page 28 of the instructions) 4942(j)(3) or 4942(j)(5) 4942(j)(3) or 4942(j)(5) 4942(j)(6) 4 | | |
| _ | | | | | | |
| | JULIAN H. I | ROBERTSON, JR. | | | | |
| port from an exempt organization | large portion of the | | | | | |
| | | | | only if the foundation had \$5,000 or more in assets structions.) e than 2% of the total contributions received by the foundation nore than \$5,000) (See section 507(d)(2)) the stock of a corporation (or an equally large portion of the has a 10% or greater interest p, etc., Programs: to preselected charitable organizations and does not accept rants, etc (see page 28 of the instructions) to individuals or displications should be addressed and materials they should include | | |
| | | | | | | |
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| 4 | | | | | | |
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| | | | | | 20 OF THE INSTRUCTION | ins) to individuals of |
| _ | | <u>'</u> | | | nddragad | |
| a | The hame, address, at | ia telephone number o | i the person to whom a | pplications should be a | addressed | |
| b | The form in which appl | lications should be sub- | mitted and information | and materials they sho | ould include | |
| | | | | | | |
| e c c c c c c c c c c c c c c c c c c c | Any submission deadli | nes | | | | |
| | | | | | | |
| | Any restrictions or I | imitations on awards | such as by geogra | aphical areas charita | ble fields, kinds of | institutions, or other |
| | factors | | , , | ,, | , | |
| | | | | | | |

Page 11

Part XV Supplementary Information (continued)

13-7068398

| 3 Grants and Contributions Paid Durin 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) | any foundation manager or substantial contributor | recipient | contribution | , anount |
| a Paid during the year | | | | |
| SEE ATTACHED | | | SEE ATTACHED | 84,537,908. |
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| Total | | | ▶ 3a | 84,537,908. |
| Total | <u> </u> | Ť | | 04,337,300. |
| a Approved for fature payment | | | | |
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| Total | | | ▶ 3b | |
| lotal | | | | 1 |

| ter gross a | · - | | | | | |
|--|--|---|--------------------------|----------------|--------------------------------|---|
| | mounts unless otherwise indicated | Unrela (a) | ted business income (b) | Excluded by | section 512, 513, or 514 (d) | (e) Related or exempt function income |
| Program : | service revenue | Business code | Amount | Exclusion code | Amount | (See page 28 of the instructions) |
| a | | | | | | |
| | | | | | | |
| · | | | | | | |
| . | | | | | | |
| • | | | | | | |
| f | | | | | | |
| _ | nd contracts from government agencies | | | | | |
| | hip dues and assessments | | | 14 | 727. | |
| | savings and temporary cash investments and interest from securities | | | 14 | 7,480,189. | |
| | Income or (loss) from real estate | | | 1 1 1 | 7,400,100. | |
| | financed property | | | | | |
| | ebt-financed property | | | | | |
| | ncome or (loss) from personal property | | | | | |
| | estment income | | | | | |
| | ss) from sales of assets other than inventory | | | 18 | 356,605. | |
| - | ne or (loss) from special events | | | | | |
| | ofit or (loss) from sales of inventory | 1 | | | | |
| Other rev | enue a | | | | | |
| | TTACHMENT 19 | | | | 11,301. | |
| c | <u> </u> | | | | | |
| d | | | | | | |
| e | | | | | | |
| Subtotal | Add columns (b), (d), and (e) | 1 | 1 | I I | 1 7 8 4 8 9 2 2 | |
| Total. Adee worksho | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities | veпfy calcula to the Ac | ntions) | xempt Pur | poses | 7,848,82 |
| Total. Ad e workshe irt XVI- | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
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| Total. Ad workshe rt XVI- ne No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| rotal. Ad workshe rt XVI- ne No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| rotal. Ad workshe rt XVI- ne No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| otal. Ad workshe rt XVI- e No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
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| otal. Ad workshe rt XVI- e No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| otal. Ad workshe rt XVI- e No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| otal. Ad workshe rt XVI- e No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| otal. Ad workshe rt XVI- e No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| otal. Ad workshe rt XVI- e No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| Fees and contra Membership dues neterest on savings a Dividends and inte Net rental income Debt-financed Not debt-finance Other investment i Gain or (loss) from sa Net income or (los Other revenue a Debt-finance or (los Other revenue | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| otal. Ad workshe rt XVI- e No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| otal. Ad workshe rt XVI- e No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| rotal. Ad workshe rt XVI- ne No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| otal. Ad workshe rt XVI- e No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| Total. Ad workshe rt XVI- ne No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| Total. Ad workshe rt XVI- ne No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| Total. Ad workshe rt XVI- ne No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |
| Total. Ad e workshe irt XVI- ne No. | d line 12, columns (b), (d), and (e) eet in line 13 instructions on page 29 to Relationship of Activities Explain below how each activity accomplishment of the foundation | venfy calcula to the Ac y for which | tions) complishment of I | Exempt Pur | poses e) of Part XVI-A contrib | 7,848,82 |

Part XVII

| Information Regarding Transfers To and | Transactions and Relationships With | Noncharitable |
|--|-------------------------------------|----------------|
| | 13-7008398 | Page 13 |
| | | |

| | | Exempt Orga | <u>inizations</u> | | | | | | | | | |
|-------|-----------|----------------------------------|-------------------------|------------------------|----------------|--|-------------------|------------------|---------------|----------|--------|---------------------|
| 1 | Did th | e organization directly | or indirectly eng | age in any of t | he follows | ng with any | y other orga | anization de | scribed | | Yes | No |
| | ın sec | tion 501(c) of the Co | ode (other than se | ction 501(c)(3) c | organization | s) or in se | ction 527, i | elating to | political | | | |
| | organiz | ations? | | | | | | | | | | |
| а | Transfe | ers from the reporting fou | ndation to a nonchan | table exempt organ | ization of | | | | | | | |
| | (1) Ca | sh | | | | | | | | 1a(1) | | Х |
| | | ner assets | | | | | | | | 1a(2) | | Х |
| b | | ransactions | | | | | | | | | | |
| _ | | les of assets to a noncha | ritable evemnt organi | zation | | | | | | 15/1) | | Х |
| | | rchases of assets from a | | | | | | | | 1b(1) | | X |
| | (2) Po | intal of facilities, equipme | ent or other agents | t organization . | | | | | •••• | 1b(2) | | <u>x</u> |
| | | ntal of facilities, equipme | | | | | | | | 1b(3) | | X |
| | | imbursement arrangeme | | | | | | | I | 1b(4) | | $\frac{x}{x}$ |
| | | ans or loan guarantees | | | | | | | | 1b(5) | | $\frac{\lambda}{X}$ |
| | | rformance of services or | • | • | | | | | • • • • • | 1b(6) | | |
| | | g of facilities, equipment, | | | | • • • • • • | | | | 1c | | X |
| d | | answer to any of t | | | | | | | | | | |
| | | of the goods, other | | | | | | | | | | |
| | | in any transaction or | | - | | | | | | | | |
| (a) L | ine no | (b) Amount involved | (c) Name of nonch | naritable exempt organ | nization | | ption of transfer | rs, transactions | , and sharin | g arrang | ement | ls |
| | | N/A | | | | N/A | | | | | | |
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| 2a | is the | foundation directly | or indirectly affilia | ted with, or rel | lated to, | one or mor | e tax-exemp | ot organizati | ons _ | | | _ |
| | describ | oed in section 501(c) of | the Code (other than | section 501(c)(3)) | or in section | on 527? | | | [| Ye | s 🗅 | No No |
| b | | ," complete the following | | | | | | | | | | |
| | | (a) Name of organization | 1 | (b) Type of o | rganization | | | c) Description | of relationst | ııp | | |
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| | | ler penalties of perjury, I d | eclare that I have exam | nined this return, inc | luding accor | npanying sched | dules and state | ments, and to | the best o | f my kn | owled | ge and |
| Sig | n belie | ef, it is true, correct, and cor | mplete Declaration of p | reparer (other than ta | xpayer or fide | ucıary) ıs based | on all informati | on of which p | reparer has | any kno | wledge | е |
| Her | re 📐 | Gr. Haron | Soler | <u></u> | 1 | 1<10 | 1> | 10. | d. | | | |
| | | Signature of officer or trustee | e · | | Dat | e 116-1 | \ ▶ | tle | | | • | |
| | | Print/Type preparer's | | Preparer's signatu | | | Date | | F | TIN | | |
| n - · | اــ | 4.4 | | | | | 1, 1, | Check | - | | | |
| Pai | | GARY CASTUE | | | 10 | | 1-121 | _ | mployed 1 | 20001 | 3777 | 13 |
| Pre | parer | | NCHIN BLOCK & | ANCHIN LIP | | | <u> </u> | Firm's EIN | | | | |
| Use | e Only | Firm's address > 13 | | | | | | I'IIII S EIN | <u> </u> | | | |
| | | | EW YORK, NY | | | 100 | 18-7001 | Dhenn | 212-84 | 10-24 | 56 | |
| | | INE | TORRY NI | | | 100 | TO-1001 | Phone no | Z1Z-04 | | | (2040) |

EIN # 13-7068398

GRANTS PAID FOR THE YEAR ENDED 11/30/2011

| Name | Address | Status of Recipient | Purpose | Amount |
|--|--|-----------------------|-----------------|------------|
| Multi Yr | | | | |
| Achievement First | 510 Waverly Avenue Brooklyn, NY 11238 | Public Chanty | General support | 1,000,000 |
| African Leadership Academy | PO Box 26730 San Francisco, cA 94126 | Public Chanty | General support | 3,000,000 |
| Alliance for School Choice | 1660 L Street, NW Suite 1000 Washington, DC 20036 | Bublio Charte | General support | 1,000,000 |
| Alliance for School Choice | 100 Thomas Jefferson Street, NW | Public Chanty | General support | 1,000,000 |
| American Institute for Research | Washington, DC 20007-3835 500 Fifth Avenue, 32nd Floor | Public Chanty | General support | 50,000 |
| Amencans for Oxford, Inc | New York, NY 10110 | Public Chanty | General support | 250,000 |
| Assemblies of God Relief & Dvlpment Svcs | Standard Chartered Bank (GH) Ltd Osa Branch Accra Ghana CT 482 | Foreign Public Chanty | General support | 188,000 |
| | 3445 Peachtree Rd, Suite 175 | | | |
| CF Foundation, Inc | Atlanta, GA 30326 304 Hudson Street, 3rd Floor | Public Chanty | General support | 400,000 |
| Civic Builders, Inc | New York, NY 10013 2345 Crystal Dr , Suite 801 | Public Chanty | General support | 1,000,000 |
| Communities in Schools, Inc | Arlington, VA 22202 | Public Chanty | General support | 2,000,000 |
| ConnCAN | New Haven, CT 06511 | Public Chanty | General support | 400,000 |
| D C Public Education Fund | 1534 14th Street, NW Washington, DC 20005 | Public Chanty | General support | 1,812,458 |
| Duke University School of Medicine | Medical Center & Health System DUMC 3701 Durham, NC 27710 | Public Chanty | General support | 5,751,532 |
| Earthjustice | 426 17th St , 6th Floor Oakland, CA 94612 | Public Chanty | General support | 750,000 |
| Education Pioneers | 1970 Broadway, Suite 1140 Oakland, CA 94612 | Public Chanty | General support | 1,000,000 |
| Environmental Defense Fund, Inc | 257 Park Avenue South New York, NY 10010 | Public Chanty | General support | 10,500,000 |
| Foundation for Excellence in Education-Grant A | PO Box 10691 | | | |
| | 220 North Tryon Street | Public Chanty | General support | 500,000 |
| Foundation for the Carolinas - CSF Charlotte | Charlotte, NC 28202 71 Sullivan Street | Public Chanty | General support | 550,000 |
| Fnends of Pave | Brooklyn, NY 11231 52 Chambers Street | Public Chanty | General support | 1,000,000 |
| Fund for Public Schools - DOE - Children First | Room 305 New York, NY 10007 | Public Chanty | General support | 300,000 |
| | 160 Spear Street, Suite 1020 | | | |
| GreatSchools, Inc | San Francisco, CA 94105 5 High Street | Public Chanty | General support | 1,000,000 |
| | Harrow on the Hill Middlesex HA1 3HP | | | |
| Harrow School | United Kingdom 135 Main Street, Suite 1700 | Foreign Public Chanty | General support | 59,108 |
| KIPP Foundation | San Francisco, CA 94105 2110 N PacificSt Ste 102 | Public Chanty | General support | 3,000,000 |
| Marine Stewardship Council | Seattle, WA 98103 | Public Chanty | General support | 1,000,000 |
| McIntire School of Commerce | PO Box 400173 Charlottesville, VA 22904-4173 | Public Chanty | General support | 70,000 |
| National Assoc of Chrtr Schl Auth | 105 West Adams St., Suite 1430 Chicago, IL 60603 | Public Chanty | General support | 500,000 |
| | Building 27 Suite 3 Fort Missoula Rd | | | |
| National Forest Foundation | Missoula, MT 59804 777 6th St , NW | Public Chanty | General support | 258,000 |
| National Parks Conservation Association | Suite 700 Washington, DC 20001-3723 | Public Chanty | General support | 2,970,000 |
| New Schools for New Orleans | 200 Broadway, Suite 108 New Orleans, LA 70118 | Public Chanty | General support | 500,000 |
| | 111 Broadway, Suite 604 | | | |
| New York City Center for Charter School E | New York, NY 10006 665 Broadway - Suite 801 | Public Chanty | General support | 2,000,000 |
| NYU | New York, NY 10012 550 First Avenue | Public Chanty | General support | 500,000 |
| NYU School of Medicine | New York, NY 10016 | Public Chanty | General support | 150,000 |

EIN # 13-7068398

| | GRANTS PAID FO | R THE YEAR ENDED 11/30/2 | 011 T | |
|--|---|----------------------------------|-----------------|------------|
| Name | Address | Status of Recipient | Purpose | Amount |
| New York Historical Society | 170 Central Park West New York, NY 10024 | Public Charity | General support | 100,000 |
| NY Stem Cell Foundation | 1995 Broadway, Suite 600 New York, NY 10023 | Public Charity | General support | 6,883,081 |
| | 9-25 Alling Street 2nd Floor | | | |
| Newark Charter School Fund, Inc | Newark, NJ 07102 | Public Chanty | General support | 838,889 |
| | 1350 Connecticut Ave , NW 5th Floor | | | |
| Oceana, Inc | Washington, DC 20036 | Public Chanty | General support | 500,000 |
| Panthera | 8 West 40th Street, 18th Floor New York, NY 10018 | Public Chanty | General support | 750,000 |
| | 1100 New York Ave , NW | | | |
| Partnership for Public Service | Suite 1090 East Washington, DC 20005 | Public Chanty | General support | 500,000 |
| | Room 023 | , | | |
| | Campus Building# 1301 UNC Chapel Hill | | | |
| Robertson Scholars Program | Chapel Hill, NC 27599-1301 | Private Non Operating Foundation | General support | 7,596,350 |
| | 201 West Main Street Suite 14 | | | |
| Southern Environmental Law Center | Charlottesville, VA 22902-5065 | Public Chanty | General support | 2,500,000 |
| | Stanford University 518 Memorial Way | | | |
| Stanford Graduate School of Business | Stanford, CA 94305-5015 434 Galvez Mall | Public Chanty | General support | 333,333 |
| | Stanford University | | | |
| Stanford University/CREDO | Stanford, CA 94305-6010 337 South Plant Avenue | Public Chanty | General support | 234,000 |
| Step Up for Students | Tampa, FL 33606 | Public Chanty | General support | 250,000 |
| Teach for All | 315 West 36th Street New York, NY 10018 | Public Chanty | General support | 1,000,000 |
| | 315 West 36th Street, 7th Floor | | | |
| Teach for America, Inc | New York, NY 10018 301 Battery Street | Public Chanty | General support | 8,000,000 |
| | 5th Floor | | | ļ |
| The Energy Foundation | San Francisco, CA 94111 3200 Pickett Road | Public Chanty | General support | 1,000,000 |
| The Hill Center | Durham, NC 27705-6010 | Public Chanty | General support | 197,138 |
| The Hunger Project | 5 Union Square West New York, NY 10003 | Public Chanty | General support | 850,000 |
| The Neture Consequence | 4245 North Fairfax Dr., Suite 100 Arlington, VA 22203-1606 | Bublio Charte | General support | 1 205 440 |
| The Nature Conservancy | 186 Joralemon St , Suite 300 | Public Chanty | General support | 1,365,446 |
| The New Teacher Project | Brooklyn, NY 11201 901 E Street, NW | Public Chanty | General support | 1,500,000 |
| New York Historical Society NY Stem Cell Foundation Newark Charter School Fund, Inc Oceana, Inc Panthera Partnership for Public Service Robertson Scholars Program Souther Environmental Law Center Stanford Graduate School of Business Stanford University/CREDO Step Up for Students Teach for All Teach for America, Inc The Energy Foundation The Hill Center The Hunger Project The Nature Conservancy The New Teacher Project The Pew Chantable Trusts University of Arkansas University of Ghana World Resources Institute Yale University Youth Villages Inc Total multi year grants Other New Leaders | Washington, DC 20004 | Public Chanty | General support | 500,000 |
| | Dept of Education Reform Graduate Education Building | | | |
| | Fayetteville, AR 72701 | Public Chanty | General support | 200,000 |
| University of Ghana | 10 G Street, NE | Foreign Public Chanty | General support | 41,538 |
| | Suite 800 | | | |
| World Resources Institute | Washington, DC 20002 Grant & Contract Administration | Public Chanty | General support | 400,000 |
| | 47 College Street - Suite 203 | | 0 | |
| Yale University | New Haven, CT 06510-3209 3320 Brother Blvd | Public Chanty | General support | 19,035 |
| Youth Villages Inc | Memphis, TN 38133 | Public Chanty | General support | 400,000 |
| Total multi year grants | | | | 79,417,908 |
| | | | | 75,417,500 |
| New Leaders | 30 West 26th Street, 2nd Floor New York, NY 10010 | Public Chapty | General Support | 300,000 |
| ITOM Leaders | 110W 10K, 141 10010 | Public Chanty | основи овррон | 300,000 |
| | | | | 300,000 |
| TDA: | PO Box 3196 | | | |
| 2Seed Network | Washington, DC 20010 | Public Chanty | General Support | 2,000 |
| 564 Park Avenue Preservation Fondation | 564 Park Avenue New York, NY 10021 | Public Chanty | General Support | 5,000 |

EIN # 13-7068398 GRANTS PAID FOR THE YEAR ENDED 11/30/2011

| | GRANTS PAID FO | R THE YEAR ENDED 11/30 | /2011 | |
|--|--|------------------------|-----------------|---------|
| Name | Address | Status of Recipient | Purpose | Amount |
| Afncan Leadership Academy | PO Box 26730 San Francisco, cA 94126 | Public Chanty | General Support | 20,000 |
| Alliance for Global Good | 445 Dolley Madison Rd Ste 208 Greensboro, NC 27410 | Public Chanty | General Support | 10,000 |
| American Agora Foundation | 33 Irving Place, 8th Floor New York, NY 10003 | Public Chanty | General Support | 5,000 |
| Bayou District Foundation | 320 Julia Street New Orleans, LA 70130 | Public Chanty | General Support | 10,000 |
| Beginning with Children Foundation Inc | 575 Lexington Ave , 33rd Floor New York, NY 10022 | Public Chanty | General Support | 5,000 |
| Bonefish & Tarpon Trust | 24 Dockside Lane PMB83 Key Largo, FL 33037 | Public Chanty | General Support | 103,000 |
| BRIC Arts Media Brooklyn | 45 Main Street Brooklyn, NY 11201 | Public Chanty | General Support | 2,500 |
| Brooklyn Academy of Music | 30 Lafayette Avenue Brooklyn, NY 11217 | Public Chanty | General Support | 10,000 |
| Brooklyn Bridge Park Conservancy | 334 Furman Street Brooklyn, NY 11201 | Public Chanty | General Support | 5,500 |
| Brooklyn Museum | 220 Eastern Parkway New York, NY 10006 | Public Chanty | General Support | 5,000 |
| Central Park Conservancy | 14 East 60th Street New York, NY 10022 | Public Chanty | General Support | 18,000 |
| City Year New York | 20 West 22nd St , 3rd Floor New York, NY 10010 | Public Chanty | General Support | 10,000 |
| Classroom, Inc | 245 Fifth Avenue, 20th Floor New York, NY 10016-8728 | Public Chanty | General Support | 100,000 |
| Communities in Schools, Inc | 2345 Crystal Dr , Suite 801 Arlington, VA 22202 | Public Chanty | General Support | 10,000 |
| Coney Island Prep Builders, Inc | 501 West Avenue, 3rd Floor Brooklyn, NY 11224 | Public Chanty | General Support | 2,000 |
| · | 201 Richards Street Box #5 | | ··· | |
| Cora Inc | Brooklyn, NY 11231 Office of Alumni Affairs & Develo | Public Charity | General Support | 8,000 |
| Deerfield Academy | Ephraim Williams House Deerfield, MA 01342 | Public Chanty | General Support | 175,000 |
| | Office of University Development Duke Annual Fund Box 90600 | | | |
| Duke University | Durham, NC 27708-0600 309 East 103rd Street | Public Chanty | General Support | 5,000 |
| East Harlem School at Exodus House | New York, NY 10025 2606 Alston Drive | Public Chanty | General Support | 255,000 |
| East Lake Foundation | Atlanta, GA 30317 1902 Dividadero Street | Public Chanty | General Support | 20,000 |
| Embrace | San Francisco, CA 94115 | Public Chanty | General Support | 5,000 |
| Episcopal High School | 1200 North Quaker Lane Alexandna, Va 22302 | Public Chanty | General Support | 500,000 |
| Flonda State College Foundation | 501 West State Street Jacksonville, FL 32202 | Public Chanty | General Support | 500,000 |
| Friends of PAVE Academy, Inc | 71 Sullivan Street Brooklyn, NY 11231 | Public Chanty | General Support | 40,000 |
| Full Frame Documentary Film Festival | 324 Blackwell St , Suite 500 Washington Building, Bay 5 Durham, NC 27701 | Public Chanty | General Support | 15,000 |
| Green Vale School | 250 Valentine's Lane Old Brookville, NY 11545-2523 | Public Chanty | General Support | 10,000 |
| Grenville Baker Boys & Girls Club | 135 Forest Avenue Locust Valley, NY 11560 | Public Chanty | General Support | 40,000 |
| Groundwork | 595 Sutter Avenue Brooklyn, NY 11207 | Public Chanty | General Support | 37,500 |
| Guides Trust Foundation | PO Box 88 Islamorada, FL 33036 | Public Chanty | General Support | 5,000 |
| Harlem Children's Zone | 35 East 125th Street New York, NY 10035 | Public Chanty | General Support | 40,000 |
| Harlem Children's Zone | 35 East 125th Street New York, NY 10035 | Public Chanty | General Support | 500,000 |
| Hawke's Bay Helicopter Rescue Trust | PO Box 402 Hastings 4120, New Zealand | Foreign Public Chanty | General Support | 5,000 |
| Hollins University | PO Box 9629 Roanoke, VA 24020-1629 | Public Chanty | General Support | 555,000 |

EIN # 13-7068398 GRANTS PAID FOR THE YEAR ENDED 11/30/2011

| GRANTS PAID FOR THE YEAR ENDED 11/30/2011 | | | | | |
|---|---|-----------------------|------------------|---------|--|
| Name | Address | Status of Recipient | Purpose | Amount | |
| ıMentor | 30 Broad Street, 9th Floor New York, NY 10004 | Public Chanty | General Support | 200,000 | |
| IMENIO | Development Office | T abile onany | Solid Support | 200,000 | |
| | 211 Indian Mountain Road | | | | |
| Indian Mountain School | Lakeville, CT 06039-9965 | Public Chanty | General Support | 10,000 | |
| Innesence Project | 100 Fifth Ave , 3rd Floor New York, NY 10011 | Public Chapty | General Support | 50,000 | |
| Innocence Project | 320 East 82nd Street | Public Chanty | Зенега Зарроп | 30,000 | |
| Inwood House | New York, NY 10028 | Public Chanty | General Support | 20,000 | |
| | PO Box 1366 | | | | |
| Joseph A McBride Scholarship Fund | Southampton, NY 11969 | Public Charity | General Support | 5,000 | |
| Lynn University | 3601 North Military Trail Boca Raton, FL 3431 | Public Chanty | General Support | 10,000 | |
| Lynn University | 302 East 61st Street, 2nd Floor | Fubic Charty | Concrai Support | 10,000 | |
| Memorial Sloan-Kettering | New York, NY 10021 | Public Charity | General Support | 10,000 | |
| | 1275 York Avenue | | | | |
| Memorial Sloan-Kettering Cancer Center | New York, NY 10021 | Public Chanty | General Support | 50,000 | |
| | Mount Saint Alban 3612 Woodley Rd , NW | 1 | | | |
| National Cathedral School | Washington, DC 20016 | Public Chanty | General Support | 40,000 | |
| · · · · · · · · · · · · · · · · · · · | 795 Columbus Avenue | | 1 | | |
| National Urban Squash and Education | Roxbury Crossing, MA 02120 | Public Chanty | General Support | 10,000 | |
| Navy SEAL Foundation | PO Box 5965 Virginia Beach, VA 23471 | Public Chanty | General Support | 5,000 | |
| Navy SEAL Foundation | Campus Box 7111 | r ubile charity | ослога осруга | 0,000 | |
| NCSU Foundation/NCSU Libraries | Raleigh, NC 27695-7111 | Public Chanty | General Support | 50,000 | |
| | 120 Wall Street, 18th Floor | | | | |
| Network for Teaching Entrepreneurship | New York, NY 10005 | Public Chanty | General Support | 10,000 | |
| | Development Office 525 East 68th Street, Box 123 | | | | |
| New York Presbyteлan Weill Comell | New York, NY 10021 | Public Chanty | General Support | 15,000 | |
| New York Presbytenan Weill Comell | PO Box 99 650 | | | | |
| . | Newmarket, Auckland | L | 0 | 40.000 | |
| New Zealand Breast Cancer Foundation | New Zealand 71 Manzanita Way | Foreign Public Chanty | General Support | 10,000 | |
| Nuru International | Atherton, CA 94027 | Public Chanty | General Support | 15,000 | |
| | Office of Development | | | | |
| 1 | One Park Avenue, 17th Floor | L | 0101 | | |
| NYU Langone Medical Center | New York, NY 10016 77 Fourth Avenue | Public Chanty | General Support | 50,000 | |
| Pan Massachusetts Challenge | Needham, MA 02494 | Public Chanty | General Support | 2,500 | |
| . Li massasias si ancings | 71 Sullivan Street | | | | |
| PAVE Academy | Brooklyn, NY 11231 | Public Chanty | General Support | 38,000 | |
| | c/o Brooklyn Prospect Chrtr Schl 15 35th Street | 3 | | | |
| Prospect Schools, Inc | Brooklyn, NY 11232 | Public Chanty | General support | 2,000 | |
| Trooped Carrolle, Inc | 291 Broadway, Suite 1202 | | | | |
| Public Preparatory Network | New York, NY 10007 | Public Chanty | General support | 50,000 | |
| | 149 Madison Avenue, Suite 1201 | | 6 | 40.000 | |
| Publicolor, Inc | New York, NY 10016 c/o Pietragallo | Public Chanty | General support | 10,000 | |
| | 1818 Market Street, Suite 3402 | | | | |
| Renewing Hope, Inc | Philadelphia, PA 19103 | Public Chanty | General Support | 50,000 | |
| | 129 Pierrepont Street | Dublin Ob t | Conoral Support | 20.000 | |
| Saint Ann's School | Brooklyn, NY 11201-2705 Stanford University | Public Charity | General Support | 20,000 | |
| | 518 Memonal Way | | | | |
| Stanford Graduate School of Business | Stanford, CA 94305-5015 | Public Chanty | General Support | 30,000 | |
| | PO Box 280 | | | | |
| St Ki Ad Sa-t | Old Pleasant Hill Road | Dublio Charte | General Support | E 000 | |
| Storm King Art Center | Mountainville, NY 10953 3 West Main Street | Public Chanty | General Support | 5,000 | |
| Student Advocacy, Inc | Elmsford, NY 10523 | Public Chanty | General Support | 25,000 | |
| | 286 Madison Ave , Suite 1601 | | | | |
| Student Sponsor Partners | New York, NY 10017 | Public Chanty | General Support | 5,000 | |
| Touch for Amones Connecticut | 142 Temple Street, Suite 303 New Haven, CT 06510 | Public Charty | General Support | 25,000 | |
| Teach for America-Connecticut | 315 West 36th Street, 7th Floor | Public Chanty | Serioral Support | 23,000 | |
| Teach for America, Inc | New York, NY 10018 | Public Chanty | General Support | 50,000 | |
| | One New York Plaza | | | | |
| L | Concourse Level | D. N. Chart | Canomi Support | 400.000 | |
| The Battery Conservancy | New York, NY 10004 | Public Chanty | General Support | 100,000 | |

THE ROBERTSON FOUNDATION EIN # 13-7068398 **GRANTS PAID FOR THE YEAR ENDED 11/30/2011** Address Purpose Status of Recipient Amount Name 287 East 10th Street New York, NY 10009 The Boys' Club of New York Public Chanty General Support 15,000 545 Sansome Street, Suite 700 The Breakthrough Collaborative San Francisco, CA 94111 General Support 1,000 Public Charity 304 East Franklin Street Chapel Hill, NC 27514 The Chapel of the Cross Public Chanty General Support 000,08 Department of Religion One Ames Avenue PO Box 28 Chautauqua, NY 14722 General Support 10,000 The Chautauqua Institution Public Chanty Department of Religion One Ames Avenue PO Box 28 Chautauqua, NY 14722 General Support 15,000 The Chautauqua Institution Public Chanty 1011 Arlington Boulevard, Suite 300 The Concord Coalition Arlington, VA 22209 Public Chanty General Support 25,000 250 Valentine's Lane Old Brookville, NY 11545-2523 Public Chanty General Support 1,000 The Green Vale School PO Box 4284 Salisbury, NC 28144 The LandTrust for Central North Carolina Public Chanty General Support 325,000 Idaho Field Office 116 First Avenue North Hailey, ID 83333 The Nature Conservancy of Idaho Public Chanty General Support 7,000 525 East 68th Street PO Box 123 The New York Presbyterian Hospital New York, NY 10065 Public Charity General Support 75,000 1230 York Avenue New York, NY 10021-6399 General Support 100,000 The Rockerfeller University Public Charity Carolina Performing Arts 3rd Floor Carr Building Campus Box 3233 Chapel Hill, NC 27599-3233 General Support The University of North Carolina at Chapel Hill Public Chanty 35,000 Office of the Exec Dir For the Arts Campus Box 3233 UNC Chapel Hill-Performing Arts Chapel Hill, NC 27599-3233 Public Chanty General Support 25,000 3737 Seminary Road Alexandna, VA 22304 Virginia Theological Seminary Public Chanty General Support 25,000 PO Box 1052 Queenstown 9348 New Zealand General Support Foreign Public Chanty 10,000 Wakatipu Trails Trust 845 North Broadway White Plains, NY 10603 Westchester Jewish Community Services Public Chanty General Support 25,000 45 Ferry Road PO Box 178 Saunderstown, RI 02874 General Support Willett Free Library Public Charity 10,000 PO Box 7611 New Haven, CT 06519-0611 Yale University - Lustman Memorial Fund Public Chanty General Support 25,000

Total TDA

4,820,000

84,537,908

Total Grants Paid

13-7068398

ROBERTSON FOUNDATION

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

| TOTAL GAIN (LOSS) Cot of FMV Adj basis Excess of paragraphic processes expenses of sale allowable processes expenses of sale allowable processes processes of sale allowable processes processes and processes processes allowable processes processes and processes processes and processes processes and processes processes and processes proces | Date sold |
|--|-----------|
| pnce less allowed/ allowable other as of 12/31/69 12/31/69 adu basis (loss) PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 7,000,000. 6,643,395. 356,605. | |
| PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 6,643,395. P VARIOUS 356,605. | |
| PROPERTY TYPE: SECURITIES 6,643,395. 356,605. | פווכ |
| | 103 |
| POTAL GAIN (LOSS) 356,605. | |
| TOTAL GAIN (LOSS) | |
| TOTAL GAIN (LOSS) | |
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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| | NET | INVESTMENT | INCOME | 727. | 727. |
|---------|-----|------------|-------------|-----------|-------|
| REVENUE | AND | EXPENSES | PER BOOKS | 727. | 727. |
| | | | | | TOTAL |
| | | | DESCRIPTION | JP MORGAN | |

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

| NET INVESTMENT | INCOME | 7,480,189. |
|----------------------------|-------------|---------------------|
| REVENUE AND EXPENSES | PER BOOKS | 7,480,189. |
| | | |
| | DESCRIPTION | VANGUARD SECURITIES |

7,480,189.

7,480,189.

TOTAL

| FOREIGN | |
|------------------------------|----------|
| YEAR | 0 |
| PRIOR | WITHHELD |
| OF | |
| DESCRIPTION REIMBURSEMENT | TAXES |

| NET | INVESTMENT | INCOME | 11,301. | 11,301. |
|----------------|------------|-----------|---------|---------|
| REVENUE AND | EXPENSES | PER BOOKS | 11,301. | 11,301. |

TOTALS

| • | 4 | ۱ |
|---|------|---|
| | MENT | |
| | ACH! | |
| | ATT. | |
| | | |

| | CHARITABLE | PURPOSES | 94,313. | 94,313. |
|---------------------------------|----------------------------|-------------|--|---------|
| | ADJUSTED NET | INCOME | | 0 |
| | NET INVESTMENT | INCOME | | 0 |
| | REVENUE AND EXPENSES | PER BOOKS | 94,313. | 94,313. |
| FORM 990PF, PART I - LEGAL FEES | | DESCRIPTION | LEGAL FEES IN CONNECTION WITH FOUNDATION MATTERS | TOTALS |

FORM 990PF, PART I - ACCOUNTING FEES

| \sim | J |
|-----------|---|
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| - | - |
| Q |) |
| Ľ |) |

ATTACHMENT 5

| NET INVESTMENT INCOME | 164,140. | 164,140. | | |
|---|---|----------|--|--|
| REVENUE AND EXPENSES PER BOOKS | 328,280. | 328,280. | | |
| DESCRIPTION | ACCOUNTING, TAX RETURN PREPARATION & CONSULTING FEES | TOTALS | | |

164,140.

164,140.

CHARITABLE PURPOSES

ADJUSTED NET INCOME

ATTACHMENT 6

- OTHER PROFESSIONAL FEES PART I FORM 990PF, REVENUE AND

EXPENSES PER BOOKS

64,344.

64,344.

TOTALS

CONSULTING EXPENSES

DESCRIPTION

CHARITABLE PURPOSES

64,344.

64,344.

FORM 990PF, PART I - TAXES

| REVENUE | AND | EXPENSE | PER ROC |
|---------|-----|---------|---------|
| | | | |

118,460.

550,000.

668,460.

TOTALS

PAYROLL TAXES FEDERAL EXCISE TAXES ON NET INVESTMENT INCOME

DESCRIPTION

118,460.

118,460.

CHARITABLE PURPOSES

A56702

- OTHER EXPENSES FORM 990PF, PART I

ROBERTSON FOUNDATION

| | REVENUE |
|--------------------------------|-----------|
| | EXPENSES |
| DESCRIPTION | PER BOOKS |
| TELEPHONE | 7,372. |
| BANK FEES | 847. |
| COMPUTER AND SOFTWARE EXPENSES | 9,053. |
| OFFICE EXPENSES | 8,306. |
| NYS FILING FEES | 1,500. |
| DUES AND SUBSCRIPTIONS | 274. |
| INSURANCE | 10,664. |
| SPECIAL PROJECT | 209,895. |
| INTEREST EXPENSE | 519. |
| EMPLOYMENT EXPENSES | 25,147. |

| 4 | 9,053 | 0 | , 50 | 27 | 99'0 | $\boldsymbol{\sigma}$ | 51 | 4 | |
|---|-------|---|------|----|------|-----------------------|----|---|--|
| | ល | | | | | | | | |

TOTALS

273,577.

CHARITABLE
PURPOSES
7,372.
847.
9,053.
8,306.
1,500.
274.
10,664.
209,895.
519.

FORM 990PF, PART II - CORPORATE STOCK

| ENDING <u>FMV</u> | 197,530,327. | 4,682. | 197,535,009. |
|-------------------------|----------------------|--|--------------|
| ENDING BOOK VALUE | 175,080,606. | 4,682. | 175,085,288. |
| BEGINNING BOOK VALUE | 174,243,813. | 4,682. | 174,248,495. |
| DESCRIPTION | VANGUARD GROUP FUNDS | CHILDREN'S PROGRESS INC. CLASS C CONVERTIBLE SHARES | TOTALS |

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PART II - OTHER INVESTMENTS FORM 990PF,

| ENDING <u>FMV</u> | 640,312,779. | 640,312,779. |
|-------------------------|--|--------------|
| ENDING BOOK VALUE | 514,905,331. | 514,905,331. |
| BEGINNING BOOK VALUE | 598,037,571. | 598,037,571. |
| | | TOTALS |
| DESCRIPTION | INVESTMENT IN ROBERTSON FOUNDATION CORPORATION | |

LAND, RULLDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

| 49,156 28,084. 217,939. 30,726 3,199 3,506 21,192 2,007 4,000. |
|---|
| 28,084. 28,084. 30,726 3,506 3,506 21,192 21,192 2,007 4,000. |

A56702

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

| ATTACHMENT 11 (CONT'D) | ACCUMULATED DEPRECIATION DETAIL | ENDING | DI SPOSALS BALANCE | 939 | 993 | 5, 926 | 700 | 11,390 | 1,609 | 219. | 3,706 | 3,533 | 4,321 | 2,519 | 114 | 672 | 2,018 | 234 | 198 | 211 | 502,327. ATTACHMENT 11 |
|------------------------|---------------------------------|-----------|------------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|-------------------|---------------------|--------------------|--------------------|--------------------|--------------------|--------------------|---------------------|--------------------|---------------------------|
| | UMULATED DE | | ADDITIONS | 128 | 200 | 717 | 141 | 2,336 | 336 | 49 | 847 | 380 | 602 | 619 | 70. | 330 | 1,242 | 144 | 198 | 211. | |
| | ACC | BEGINNING | BALANCE | 528 | 793 | 5,209 | 559 | 9,054 | 1,273 | 170 | 2,859 | 3,153. | 3,719. | 1,840. | 94 | 342. | 776 | 06 | | | 436,769 |
| | FIXED ASSET DETAIL | ENDING | IONS DISPOSALS BALANCE | 4,990 | 7,815 | 6,554 | 5,509 | 91,096 | 13,090 | 1, 921 | 33,040. | 4,339 | 5,224 | 3, 538 | 2,727 | 1,708 | 3,881 | 449. | 991 | 1,053 1,053 | 1,737,301 |
| | F | NG | E ADDITIONS | 0 | Ŋ | 4 | თ | 9 | 0 | 1 | .0 | o. | 4 | ω | 7 | 8 | 1. | on. | | 1, | <u>-</u> - |
| | | BEGINNING | BALANCE | 4,990 | 7,815 | 6,554 | 5, 509 | 91,096 | 13,090 | 1,921 | 33,040. | 4,339 | 5,224 | 3,538 | 2,727 | 1,708 | 3,881. | 449 | | | 1,735,257. |
| | | METHOD/ | CLASS | M39 | M39 | MS | M39 | M39 | M39 | M39 | M39 | M7 | M5 | M5 | M39 | M5 | MS | M5 | MS | MS | |
| | | | ASSET DESCRIPTION | LEASEHOLD IMPRVMNT | LEASEHOLD IMPRVMNT | COMPUTER EQUIPMENT | LEASEHOLD IMPRVMNT | LEASEHOLD IMPRUMNT | LEASEHOLD IMPRUMNT | LEASEHOLD IMPRUMNT | LEASEHOLD IMPRUMNT | FURNITURE & FXTRS | COMPUTER EQUIPMENTE | COMPUTER EQUIPMENT | LEASEHOLD IMPRUMNT | COMPUTER EQUIPMENT | COMPUTER EQUIPMENT | COMPUTER EQUIPMENT | COMPUTER EQUIPMENTL | COMPUTER EQUIPMENT | IOTALS |

A56702

| ASSETS | 0 |
|--------|-------|
| OTHER | |
| _ | |
| DART | 11111 |
| QQOPF | |
| FORM | |

| ENDING <u>EMV</u> | 9,090. 26,517. 35,607. |
|-------------------------|--|
| ENDING BOOK VALUE | 9,090. 26,517. 35,607. |
| BEGINNING BOOK VALUE | 9,090. 25,641. 34,731. |
| DESCRIPTION | SECURITY DEPOSITS MISCELLANEOUS RECEIVABLES TOTALS |

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

DESCRIPTION

AMOUNT

SHAREHOLDER ADJUSTMENT

3,198.

TOTAL

3,198.

FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME:

ROBERTSON FOUNDATION CORPORATION CONTROLLED ENTITY'S ADDRESS: C/O D. WHITTONE, WALKER HSE, MARY ST

CITY, STATE & ZIP:

P O BOX 265, GEORGE TOWN, KY 1-9002

FOREIGN PROVINCE:

GRAND CAYMAN CAYMAN ISLANDS

FOREIGN COUNTRY:

FOREIGN

TRANSFER AMOUNT:

78,000,000.

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:

REDEMPTION OF SHARES

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

GRANTEE'S NAME:

THE ROBERTSON SCHOLARS PROGRAM

GRANTEE'S ADDRESS: RM-023 CAMPUS BLDG#1301, UNC CHAPEL HILL

CITY, STATE & ZIP: CHAPEL HILL, NC 27599

GRANT DATE:

VAR

GRANT AMOUNT:

7,596,350.

GRANT PURPOSE:

SEE ATTACHED

AMOUNT EXPENDED:

7,596,350.

ANY DIVERSION?

NO

DATES OF REPORTS: VERIFICATION DATE: 10/09/2012 10/09/2012

RESULTS OF VERIFICATION:

TO THE KNOWLEDGE OF THE FOUNDATION, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANTS FROM THE PURPOSE FOR WHICH THE GRANT WAS MADE.



July 1, 2010

Dr. Aaron Stern, Trustee The Robertson Scholars Program Room 023, CB #1301 UNC – Chapel Hill Chapel Hill, NC 27599-1301

Dear Dr. Stern:

The Robertson Foundation is pleased to inform you that The Robertson Scholars Program has been awarded a grant in the amount of \$8,229,634. The Grant will be paid on our receipt of a countersigned copy of this letter accepting its terms.

The Grant is made for the purposes of supporting program expenses for The Robertson Scholars Program in the 2010/2011 academic year. The Grant may not be used for any of the following purposes: to carry on propaganda; to attempt to influence legislation or the outcome of any specific public election; to carry on directly or indirectly, any voter registration drive; to make grants to individuals or to other organizations which do not comply with the requirements of section 4945(d)(3) or (4) of the Internal Revenue Code of 1986, as amended, or undertake any activities for a noncharitable purpose.

Under the applicable laws of the U.S., all Grant funds must be expended for charitable, scientific, literary or educational purposes. The Grant is made only for the purposes stated in this letter and the principal amount of the Grant, as well as any interest or gains earned thereon, may not be expended for any other purpose without the Foundation's prior approval in writing. Any portion of the Grant not expended or committed by your organization for the purposes of the Grant must be returned to the Foundation.

The Robertson Scholars Program agrees to provide annual narrative and financial reports on the use of the Grant to The Robertson Foundation. Each report should include a narrative account of what was accomplished by the expenditure of Grant funds (including a description of progress made towards achieving the goals of the Grant), a financial statement as described below, and copies of any publications resulting from the Grant. The financial statement should be attested by the responsible financial officer of The Robertson Scholars Program or a certified public accountant on behalf of The Robertson Scholars Program.

Although the Grant funds need not be physically segregated, such funds should be shown separately on your books for ease of reference and verification. Records of receipts and expenditures under the Grant, as well as copies of reports submitted to the Foundation, should be

kept for at least four years following completion of such receipts and expenditures. Your books and records are to be made available for the Foundation's inspection at reasonable times.

The foregoing conditions comply with obligations under U.S. law to make reasonable efforts and establish adequate procedures to see that Grant funds are spent solely for the purposes of which they were granted, and to obtain full and complete records on how the Grant funds have been expended. Changes in laws, or in regulations or other guidance interpreting them, may require the Foundation to ask that more detailed reports be submitted or that other steps be taken. The Foundation will promptly inform you of any such changes.

The Robertson Scholars Program agrees to take all actions required of it to have the Grant treated as a qualifying distribution by The Robertson Foundation pursuant to the "out of corpus" rule of section 4942(g)(3) of the Internal Revenue Code, including without limitation:

- (i) The Robertson Scholars Program shall make qualifying distributions out of its corpus of the Grant amount no later than the close of its first taxable year after the year in which the Grant is received; and
- (ii) The Robertson Scholars Program shall provide adequate records, as part of its reports referred to above, to evidence compliance with the "out of corpus" requirement.

The terms of the agreement in this letter will be governed by the laws of the United States and the State of New York and may at the option of The Robertson Foundation be enforced in the State of New York.

If this letter correctly sets forth your understanding of the arrangements made regarding this Grant, will you please countersign and return the attached copy of this letter to The Robertson Foundation, 101 Park Avenue, New York, New York 10178.

Sincerely

Phoebe Boyer
Executive Director

Agreed and accepted:

The Robertson Scholars Program

Dr. Aaron Stern

Trustee

Date: 10/3/11



October 9, 2012

Ms. Phoebe Boyer Executive Director Robertson Foundation 125 Park Avenue New York, NY 10017

Dear Phoebe:

As per the requirements of the grant agreement dated July 1, 2010 between the Robertson Foundation and the Robertson Scholars Program, I respectfully submit a report detailing how the funds were used during the grant period. The Robertson Scholars Program is most appreciative of the support we receive from the Robertson Foundation.

If you have any questions, please do not hesitate to contact me.

Sincerely,

Dr. Aaron Stern

Trustee



The Robertson Foundation

Annual Report of Grantee Organization

I. Report of the Robertson Scholars Program For the Year Ended June 30, 2010

This report summarizes grant activities as of the end of the grantee's fiscal year (June 30, 2011) and as it relates to the July 1, 2010 grant agreement.

| Robertson Scholars | \$8,229,634 | July 1, 2010 |
|-------------------------------|----------------------------------|--------------------------------|
| Program | | |
| Grantee Name | Original Grant Total | Grant Agreement Date |
| Room 023, CB #1301, UNC | Chapel Hill, NC 27599- | USA |
| Chapel Hill | 1301 | |
| Address | City, State | Country |
| The Robertson Scholars Prog | ram offers full scholarships w | hich transform students |
| through their immersion in th | e intellectual and social life o | f two dynamic universities and |
| | | |

their exposure to new and challenging environments.

1. Progress made in accomplishing the above Grant Purpose
During the 09/10 school year the Robertson Scholars Program offered 34 new scholarships and
98 continuing scholarships which included tuition and housing.

2. Itemization of expenditure made from grant funds

| Payee | Amount Paid | Date Paid |
|---------------------------|-------------|------------------|
| Duke University | \$2,708,418 | 7/29/2010 |
| Duke University | \$448,479 | 10/22/2010 |
| Duke University | \$2,263,190 | 1/6/2011 |
| Duke University | \$570,384 | 4/25/2011 |
| UNC, Chapel Hill | \$722,918 | 7/29/2010 |
| UNC, Chapel Hill | \$66,075 | 10/22/2010 |
| UNC, Chapel Hill | \$671,921 | 1/6/2011 |
| UNC, Chapel Hill | \$443,171 | 4/25/2011 |
| Payroll | 100,713 | 5/1/11 - 6/30/11 |
| Ambassador Car Service | 165 | 10/22/10 |
| Anchin, Block & Anchin, | 2,000 | 2/16/11 |
| LLP | | |
| Breakaway Courier Systems | 11 | 4/12/11 |
| Chase Cardmember Svc | 7,638 | 1/20/11 |
| Chase Cardmember Svc | 1,681 | 1/20/11 |
| Chase Cardmember Svc | 3,885 | 3/30/11 |



| Chase Cardmember Svc | 648 | 3/30/11 |
|-----------------------|--------|------------------|
| Chase Cardmember Svc | 581 | 5/3/11 |
| FedEx | 24 | 5/3/11 |
| FedEx | 39 | 5/24/11 |
| Enkei Advisors, LLC | 24,000 | 10/22/10 |
| Enkei Advisors, LLC | 24,000 | 10/22/10 |
| Enkei Advisors, LLC | 24,000 | 10/22/10 |
| Enkei Advisors, LLC | 12,000 | 10/22/10 |
| Enkei Advisors, LLC | 24,000 | 10/22/10 |
| Enkei Advisors, LLC | 1,739 | 10/29/10 |
| Enkei Advisors, LLC | 4,919 | 10/29/10 |
| Enkei Advisors, LLC | 5,671 | 10/29/10 |
| Enkei Advisors, LLC | 6,398 | 11/3/10 |
| Enkei Advisors, LLC | 21 | 12/1/10 |
| Enkei Advisors, LLC | 24,000 | 12/1/10 |
| Enkei Advisors, LLC | 3,333 | 12/1/10 |
| Enkei Advisors, LLC | 5,340 | 12/1/10 |
| Enkei Advisors, LLC | 753 | 12/1/10 |
| Tiger Mgmt, LLC | 16,675 | 1/20/11 |
| Tiger Mgmt, LLC | 6,091 | 6/28/11 |
| Tiger Mgmt, LLC | 453 | 12/30/10 |
| Alexander D. Perwich | 2,542 | 7/13/10 |
| Alexander D. Perwich | 2,572 | 8/10/10 |
| Alexander D. Perwich | 2,460 | 8/30/10 |
| Alexander D. Perwich | 2,542 | 9/30/10 |
| Alexander D. Perwich | 2,460 | 11/3/10 |
| Alexander D. Perwich | 2,542 | 12/1/10 |
| Alexander D. Perwich | 2,542 | 1/6/11 |
| Alexander D. Perwich | 902 | 2/3/11 |
| Dr. Aaron Stern | 8,249 | 12/23/11 |
| Dr. Aaron Stern | 632 | 2/16/11 |
| Dr. Aaron Stern | 340 | 3/16/11 |
| Dr. John Hood | 190 | 1/28/11 |
| Dr. John Hood | 34 | 5/17/11 |
| Dorian Alex Vergos | 1,875 | 7/26/10 |
| Dorian Alex Vergos | 1,875 | 10/22/10 |
| Elwood Coley | 802 | 1/21/11 |
| Ruth Brenner | 253 | 12/21/10 |
| Paychex | 693 | 2/7/11 – 6/30/11 |
| Info-Search | 145 | 7/13/10 |
| UTOG 2-Way Radio, Inc | 156 | 2/25/11 |
| UTOG 2-Way Radio, Inc | 494 | 4/26/11 |



- 3. Grant funds paid related to grant agreement dated July 1, 2010: \$8,229,634
- 4. Amount of grant funds unspent as of the end of the grantee's most recent fiscal year (June 30, 2011): \$0.
- 5. Grantee asserts that it has made all expenditures in furtherance of the stated purpose of the grant.
- 6. Grantee asserts that it has complied with all of the terms and conditions of the grant specified in the Grant Agreement signed by the Grantee and the Robertson Foundation dated July 1, 2010.

I declare that I am authorized to sign this report on behalf of the above organization, that I have examined the foregoing statements and to the best of my knowledge they are true, correct and complete.

ace__ DATE:

BY: TITLE:

Trustee

ATTACHMENT 16

ATTACHMENT 16

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

| EXPENSE ACCT AND OTHER ALLOWANCES | Ċ | · | .0 | .0 | |
|---|---|---|--|---|--|
| CONTRIBUTIONS EX TO EMPLOYEE A BENEFIT PLANS A | O | · | | | Ö |
| COMPENSATION | Ö | | .0 | | Ö |
| TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | TRUSTEE 1.00 | TRUSTEE 1.00 | TRUSTEE 1.00 | TRUSTEE 1.00 | TRUSTEE 1.00 |
| NAME AND ADDRESS | JULIAN H. ROBERTSON JR C/O THE ROBERTSON FOUNDATION ATTN: D. RUTIGLIANO, 101 PARK AVE NEW YORK, NY 10178 | JULIAN SPENCER ROBERTSON C/O THE ROBERTSON FOUNDATION ATTN: D. RUTIGLIANO, 101 PARK AVE NEW YORK, NY 10178 | JULIAN HART ROBERTSON III C/O THE ROBERTSON FOUNDATION ATTN: D. RUTIGLIANO, 101 PARK AVE NEW YORK, NY 10178 | ALEXANDER TUCKER ROBERTSON C/O THE ROBERTSON FOUNDATION ATTN: D. RUTIGLIANO, 101 PARK AVE NEW YORK, NY 10178 | SARAH ROBERTSON C/O THE ROBERTSON FOUNDATION ATTN: D. RUTIGLIANO, 101 PARK AVE NEW YORK, NY 10178 |

ATTACHMENT 16 (CONT'D)

| EXPENSE ACCT AND OTHER ALLOWANCES | ° 0 | .0 | .0 | | 0 |
|---|--|---|---|--|--------------|
| CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | ō | Ö | 17,350. | 12,400. | 29,750. |
| COMPENSATION | Ö | 0 | 254,147. | 635,001. | 889,148. |
| TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | TRUSTEE 1.00 | TRUSTEE 1.00 | EXECUTIVE DIRECTOR 25.00 | PRESIDENT 25.00 | GRAND TOTALS |
| NAME AND ADDRESS | AARON STERN C/O THE ROBERTSON FOUNDATION ATTN: D. RUTIGLIANO, 101 PARK AVE NEW YORK, NY 10178 | JOHN GRIFFIN C/O THE ROBERTSON FOUNDATION ATIN: D. RUTIGLIANO, 101 PARK AVE NEW YORK, NY 10178 | PHOEBE BOYER C/O THE ROBERTSON FOUNDATION ATTN: D. RUTIGLIANO, 101 PARK AVE NEW YORK, NY 10178 | JOHN HOOD C/O THE ROBERTSON FOUNDATION ATTN: D. RUTIGLIANO, 101 PARK AVE NEW YORK, NY 10178 | |

| MPLOYEES |
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| COMPENSATION OF THE H |
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| VIII |
| PART |
| 990PF, |

| 990PF, PART VIII - COMPENSATION OF THE | THE FIVE HIGHEST PAID EMPLOYEES | MPLOYEES | ATTACHMENT 17 | T 17 |
|---|--|--------------|---|---|
| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
| RUTH BRENNER C/O THE ROBERTSON FOUNDATION 101 PARK AVENUE NEW YORK, NY 10178 | DIRECTOR OF ADMIN. 40.00 | 157,500. | 11,995. | .0 |
| NINA M BERSHADKER C/O THE ROBERTSON FOUNDATION 101 PARK AVE NEW YORK, NY 10178 | PROGRAM OFFICER 40.00 | 151,167. | 11,903. | .0 |
| HEATHER O 'NEILL C/O THE ROBERTSON FOUNDATION 101 PARK AVENUE NEW YORK, NY 10178 | PROGRAM OFFICER 40.00 | 130,729. | 13,913. | .0 |
| KATHRYN ALCORN C/O THE ROBERTSON FOUNDATION 101 PARK AVENUE NEW YORK, NY 10178 | PROGRAM OFFICER 40.00 | 122,549. | 33,203. | .0 |
| DEBORAH RUTIGLIANO C/O THE ROBERTSON FOUNDATION 101 PARK AVENUE NEW YORK, NY 10178 | CONTROLLER 40.00 | 120,169. | 35,293. | .0 |
| | TOTAL COMPENSATION | 682,114. | 106,307. | 0. |

ATTACHMENT 17

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

| | | ATTACHMENT 18 |
|--|-----------------|---------------------|
| NAME AND ADDRESS | TYPE OF S | ERVICE COMPENSATION |
| DELOITTE & TOUCHE LLP 1633 BROADWAY NEW YORK, NY 10019 | ACCOUNTING | 246,450. |
| PATTERSON, BELKNAP, WEBB &TY 1133 AVE OF AMERICAS NEW YORK, NY 10036 | LER LLC LEGAL | 55,510. |
| ANCHIN, BLOCK ANCHIN LLP 1375 BROADWAY NEW YORK, NY 10018 | ACCOUNTING | 81,705. |
| TOI | AL COMPENSATION | 383,665. |

| NT 19 | RELATED OR EXEMPT FUNCTION INCOME | 1. | |
|---|--------------------------------------|--|--------|
| ATTACHMENT 19 | AMOUNT | 11,301. | 11,301 |
| | EXCLUSION | 14 | |
| | AMOUNT | | |
| | BUSINESS | | |
| FORM 990-FF, PAKI AVI-A - ANALISIS OF OINER NEVENUE | DESCRIPTION | REIMBURSEMENT OF PRIOR YEAR FOREIGN TAXES WITHHELD | TOTALS |

ATTACHMENT 19

Department of the Treasury Internal Revenue Service

Depreciation and Amortization

| ncluding | Information | on Listed | Property) |
|----------|-------------|-----------|-----------|
|----------|-------------|-----------|-----------|

► See separate instructions.

► Attach to your tax return.

OMB No 1545-0172

Attachment Sequence No 67

Identifying number

Name(s) shown on return 13-7068398 ROBERTSON FOUNDATION

| | | | | | | | | | | 15 1000550 |
|--|--|------------------------|-----------------|-------------|--|----------|------------------|-------------|-------------|----------------------------|
| | • | | | | | | | | | |
| | | haim Danmanha Lin | dan Caatia | - 470 | • | | | | | |
| Part | • | | | | ou com | nlati | o Part I | | | |
| 4 | | | | | | | | | 1 | |
| 1 1 | Total cost of soction 170 property place | d in convector | uctione) | | | | | • • • } | | |
| | | | | | | | | | | |
| | , , , | | | su ucuons) | | | | } | | |
| According to which the form relates CENTRAL DEPRECIATION | | | | | | | | | | |
| | ······································ | | · · · · · · · | | | | | d cost | | |
| | (3, 2000.1510.1.01 | p. op o | | (-/ (| | , | | | | |
| | | - | | · | | | | | | |
| 7 | isted property. Enter the amount from | line 29 | | | Г | 7 | - | | | |
| | • • • | | | | | | | | 8 | |
| | | - | | | | | | | | |
| | | | | | | • • | | | | |
| | • | • | | less than | zero) or | line : | 5 (see instructi | ons) | 11 | |
| | | | | | | | | | | |
| | | | | | . ``` | | | | | |
| | Do not use Part II or Part III below for | listed property Instea | ad, use Part V | | | | | | | |
| Par | Special Depreciation All | lowance and Ot | her Depred | iation (D | o not inc | lude | listed proper | ty) (| See in | structions) |
| | | qualified property | other tha | n listed | property) | plac | ed in servic | e | | |
| | | | | | | | | | 14 | |
| | | | | | | | | | 15 | |
| | | | | | | | | | 16 | |
| | | | | | | | | | | |
| | | | Sec | tion A | | | _ | | | |
| 17 | MACRS deductions for assets placed in | service in tax years | beginning bef | ore 2010 | | | | | 17 | 64,819. |
| 18 | If you are electing to group any a | ssets placed in ser | vice during | he tax ye | ar into o | ne o | r more genera | <u>al</u> | 1 | |
| | | | | | | | | | | |
| | Section B - Assets F | | | | Using th | e Ge | neral Deprec | iation | Syste | em |
| | (a) Classification of property | placed in | (business/inve | estment use | 1 ' ' | - 1 | (e) Convention | (f) M | ethod | (g) Depreciation deduction |
| 19a | 3-year property | SEE | | | | | | | | |
| b | 5-year property | DETAIL | | 3,752. | 5.00 | 00 | HY | 20 | 0DB | 739. |
| c | 7-year property | | | | ļ | | | ļ | | |
| d | 10-year property | | | | <u> </u> | | | <u> </u> | | |
| е | 15-year property | | | | | | | <u> </u> | | |
| f | 20-year property | | | | ļ <u>.</u> | | | <u> </u> | | |
| g | 25-year property | | | _ | | | | + | | |
| h | Residential rental | | | | | - | | + | | |
| | property | | | | 27 5 yr | s | ММ | + | | |
| i | Nonresidential real | | | | 39 yrs | | | | | |
| | property | | | | | | MM | 8 | i/L | |
| | Section C - Assets Pl | aced in Service Du | uring 2010 T | ax Year U | sing the | Alte | rnative Depre | _ | | stem |
| 20a | Class life | | | | ļ | | | + | 5/L | |
| | 12-year | | <u> </u> | | 12 yrs | | | + | 5/L | |
| | 40-year | <u> </u> | <u> </u> | | 40 yrs | ; | MM | | 5/L | [|
| Pai | t IV Summary (See instruction | · | | | | | | | T . | 1 |
| 21 | Listed property Enter amount from line | | | | | | | | 21 | |
| 22 | Total. Add amounts from line 12, lines | - | | | | | | | 1. | |
| | and on the appropriate lines of your re | • | - | | structions | | | | 22 | 65,558. |
| 23 | For assets shown above and placed in | service during the cu | irrent year, er | ter the | | ı | 1 | | | |
| | portion of the basis attributable to secti | • | • | 101 1110 | | 23 | | | | |

Page 2

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A all of Section B and Section C if applicable

| | 24b, colum | nns (a) through (c) (| of Section A | , all of 3 | Section | B, and | Section | C ıf a | pplicable | | | | | | |
|---|--|---|---------------------|------------|--|------------------|---|----------|---------------------------|----------------------|----------------------------|--|----------------------------------|----------------------|----------------------|
| • | Section A - | Depreciation and | Other Infor | mation | (Cauti | on: Se | e the in | structi | ons for li | mits for | passe | nger au | tomobil | es) | |
| 24a | Do you have evidence | | | | | | $\neg \neg$ | | 24b If "Y | | | | | Yes | No |
| | vehicles first) Special depreciation allowance for qualified listed year and used more than 50% in a qualified business | | | | (d) or other ba | Bas | (e) is for depre siness/inves use only | ciation | (f) Recovery period | | | | (h) Depreciation deduction | |) section cost |
| 25 | | | lified listed p | | | | rice dun | ing the | | | | | | | |
| | year and used more to | han 50% ın a qualifie | d business us | se (see ii | nstruction | ns) | | | | . | 25 | | | | |
| 26 | Property used more th | nan 50% in a qualified | business use | • | | | | | | | • | | | | |
| | | | | % | | | | | | | | | | " | _ |
| | | | | % | | \neg | | | | | | | • | | |
| | | | | % | | +- | | | | | | | | | |
| 27 | Property used 50% or | less in a qualified bu | | <u> </u> | | | | | L | l | | | | l | |
| <u> </u> | Troperty used 50 % of | less in a quainea ba | | % | | | ·· - | | | S/L - | | 1 | | 1 | |
| | | | | _ | | | | | | | | | | ļ | |
| | | | | % | | | | | | S/L - | | | |] | |
| | | | | % | | | | | | S/L - | | | | | |
| 28 | Add amounts in colum | າກ (h), lines 25 throug | h 27 Enter he | ere and | on line 2 | 1, page | 1 | | | | 28 | | | | |
| 9 | Add amounts in colum | nn (i), line 26 Enter h | ere and on lin | e 7, pag | je 1 . | | | | | | | <u></u> | . 29 | | |
| on | nplete this section for ployees, first answer the | vehicles used by a e questions in Section | sole propriet | or, parti | Informa ner, or o et an exce a) | ther "m | ore than | 1 5% d | owner," or | related for those | vehicle | s | e) | vehicles | |
| Total business/investment miles driven during the year (do not include commuting miles) | | nuting | Vehicle 1 Vehicle 2 | | Ve | Vehicle 3 Vehic | | • | | Vehicle 5 Vehicl | | | | | |
| 1 | Total commuting mil | al commuting miles driven during the year | | | | | | | | | | | | | |
| 2 | Total other personal (noncommuting) | | | | | | | | | | | | | | |
| miles driven | | | | | | | | | | - | | | | | |
| ,,, | | • | - 1 | | | | | İ | | | | ļ | | Į. | |
| | lines 30 through 32 | | Van | No | Van | No | Voc | Na | Van | Na | | l Na | V | T | |
| 4 | | • | | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No | Yes | No |
| | use during off-duty ho | | | | | | | - | - | | | | | | |
| 15 | | used primarily | • | | | | | | | | | | | | |
| | more than 5% ow | | | | | | <u> </u> | <u> </u> | | | | | <u> </u> | ļ | |
| 86 | Is another vehicle | available for pe | rsonal | | | | | | | 1 | | | | | |
| | use ⁹ | <u></u> | | | | | | | | | | | | | |
| | | Section C - Que | stions for E | mploye | ers Who | Provid | le Vehic | cles fo | or Use by | Their E | mploye | ees | | | |
| | swer these question re than 5% owners o | | | | eption | to com | pleting | Secti | on B for | vehicle | s used | by em | ployees | s who a | re no |
| 7 | Do you maintain your employees? | a written policy | statement th | at pro | hibits a | ll perso | onal us | e of | vehicles, | ıncludıng | g com | muting, | by | Yes | No |
| 8 | Do you maintain a | | | | | | | | | nuting, b | y your | employe | es? | | |
| | See the instructions if | | | | | 170 OF 1 | note ow | neis. | • • • • • | • • • • | | | | <u> </u> | |
| 9 | Do you treat all use o | | | | | | ; . | | | | | | | | <u> </u> |
| Ю | Do you provide n | | _ | | npioyees, | obtair | intom | nation | from ye | our emp | loyees | about | the | | |
| | use of the vehicles, a | | | | | | | | | | | | | L | _ |
| 11 | Do you meet the re | | | | | | | | | | | | | _ | |
| | Note: If your answer | to 37, 38, 39, 40, or | 41 is "Yes," d | o not co | mplete S | Section i | B for the | covere | ed vehicles | ì | | | | | |
| Pa | art VI Amortizat | tion | | | | | | | | | | | | | |
| | (a) Description o | of costs | (b) Date amorti | | Am | (c) ortizable | | | (d) Code se | | Amortii perio percei | zation od or | Amortiza | (f) ation for thi | s year |
| 12 | Amortization of cos | ts that begins dunn | g your 2010 | tax y | ear (see | instruct | ions) | | | |] | | | | |
| _ | <u> </u> | | | | 1 | | | + | _ | | - | | | | |
| _ | Amortization of ac-t- | that boom before | Um 2010 tarr | | <u> </u> | | | | | . | l | | | | |
| 13 | Amortization of costs | | - | | | | | | | | | 43 | | | |
| IA ISA | Total. Add amounts in | ii column (f) See the | instructions fo | or where | to repor | · | <i>.</i> . | • • • | | | | 44 | | | |
| эA Х2 | 310 4 000 | | | | | | | | | | | | Fo | m 4562 | (20 |

2010

| DEFRECATION Character Ch | Comparison Com | ROBERTSON FOUNDATION | | | | | | 2010 | | | | | | ļ | 13-7068398 |
|--|--|-------------------------|------------------------------|--------------------------------|----------|------------------------------------|--------------------|------------------------|--------------------------|--------------------------|-----|----------|-------------------------|------|------------------------------|
| Charles Char | Communication Communicatio | Description of Property | | | | | | | | | | | | | |
| Procession Pro | 100 | GENERAL DEPRECIATION | | | | | | | | | | | | ı | |
| Secretary Secr | December Particle | DEPRECIATION | - - - | | | , | | | | 1 1 1 1 | | | MA | - 1_ | |
| Page | Continue | Asset description | Date placed in service | Unadjusted Cost or basis | Bus % | 7 / 9 exp reduction in basis | Basis Reduction | Basis for depreciation | Accumulated depreciation | Accumulated depreciation | | | ACRS CRS class class | | Current-year depreciation |
| Section Section 1,554 100 100 1,555 1,526 1,52 | 1,126 1,12 | COMPUTER EQUIPMENT | 06/20/2003 | 2,570 | 100 000 | | | 2,570. | 2,570 | \neg | DB | 3 000 | | | |
| No. 1, 12, 12, 12, 12, 12, 12, 12, 12, 12, | 1,12,12,1260 1,12,12,100 1,12,12,100 1,12,12 1 | COMPUTER_EQUIPMENT | 08/21/2003 | 7,526 | 100 000 | | | 7,526 | 7,526 | - | DB | | | | |
| 1,000 1,00 | 1,012/2016 1,513 100 000 | COMPUTER EQUIPMENT | 10/24/2003 | 1,199 | 100.000 | | | 1,199 | 1,199 | 199 | DB | - 1 | | | |
| Page | 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, | BLACKBERRY | 03/29/2004 | 533 | 100 000 | | | 533 | 533 | \neg | - 1 | | 3 | | |
| Parketter 11/2/2016 21/201 21/2 | Common C | PRINTER | 03/29/2004 | 1,679 | 100 000 | | | 1,679 | 1,679 | | | | 3 | | |
| Continue | Composer Control C | 19" FLAT PANEL | 11/05/2004 | 2,720 | 100 000 | | | | 2,720 | 720 | | | 3 | | |
| Difference Dif | Page 1977 Color | LEASEHOLD IMPRVMNT | 04/10/2006 | 1,080,699 | 100 000 | | | 1,080,699. | 121,244 | T | 1 | | 39 | | 27,709 |
| Particle | 10,201/2006 20,100 20,000 20,100 20,00 | LEASEHOLD IMPRVMNT | 08/14/2006 | 777,06 | 100 000 | | | 777,06 | 066'6 | | + | | 39 | | 2,328 |
| Content | National Color 1,125,12006 23,0181 100 000 121,125 121,125 100 000 121,125 121,125 100 000 121,125 121,125 100 000 121,125 121,125 100 000 121,125 121,125 100 000 121,125 121 | LEASEHOLD IMPRVMNT | 09/20/2006 | 49,156 | 100 000 | | | 49,156 | 5,304 | \neg | | | 39 | | |
| E. C. Perrise 64/16/2006 217/939 150, 217 21000 119. 120, 21000 119. 120, 21000 119. 120, 21000 119. 120, 21000 119. 120, 21000 119. 120, 21000 119. 120, 21000 119. 120, 210. 120, 210. 21. | Participa Activization Activiz | OFFICE EQUIPMENT | 06/23/2006 | 28,084 | 100 000 | | | 28,084 | 26,466 | | - 1 | | 20 | | 1,618. |
| E. FYTKS 07/10/2006 310,7266 010 000 31,926 32,941 26,615 20008 HY 7 7 7 2 2 2 2 2 2 2 | Table Color Colo | FURNITURE & FXTRS | 04/18/2006 | 217,939 | 100 000 | | | 217,939 | 169,317 | 779 | | | 7 | | |
| EQUITMENT 01/25/2006 3,199 100 000 3,199 3,018 3,199 20008 HY 5 5 5 5 5 5 5 5 5 | 1,121,2006 3,156 100 000 3,109 3,1016 3,139 20008 HY 5 5 5 5 5 5 5 5 5 | FURNITURE & FXTRS | 07/10/2006 | 30,726 | 100 000 | | | 30,726 | 23,871 | \neg | | | 7 | | 2,744 |
| EQUITMENT 07/20/06 2,506 0.000 0.000 0.1364 0.3504 0.3506 0.000 0.000 0.1364 0.1322 0.000 0.000 0.1364 0.1322 0.000 | 1,000,000 2,000 0.000 | COMPUTER EQUIPMENT | 01/25/2006 | 3,199 | 100 000 | | | 3,199 | 3,018 | \neg | | | 5 | | 181 |
| EQUIPMENT 10/12/1006 1, 1644 100, 000 1, 1644 1, 1737 1, 1644 1, 1737 1, 1644 1, 1737 1, 1644 1, 1737 1, 1644 1, 1737 1, 1644 1, 1737 1, 1744 1, 1737 | Trengery 10,121/2006 1,864 10,000 1,864 1,757 1,184 2,000 147 5 5 5 5 5 5 5 5 5 | COMPUTER EQUIPMENT | 05/30/2006 | 3,506 | 100 000 | | | 3,506 | 3,304. | \neg | | | S | | 202 |
| 1,854 10,072,006 1,864 1,000 1,864 1,737 1,864 2,000 19,864 1,000 1,864 1,000 1,864 1,000 1,864 | Price 10 / 12 / 12 / 12 / 12 / 12 / 12 / 12 / | COMPUTER EQUIPMENT | 07/10/2006 | 21,192 | 100.000 | | | 21,192 | 19,971 | | | | ν | | 1,221 |
| Percentant 1,707/2006 2,007 100 000 2,007 1,891 2,007 20008 HY 5 5 5 5 5 5 5 5 5 | 1,007,2006 2,007 100 000 2,007 1,991 2,007 20008 HY 5 5 5 5 5 5 5 5 5 | COMPUTER EQUIPMENT | 10/23/2006 | 1,864 | 100.000 | | | 1,864. | 1,757 | \neg | | | S | | 107 |
| PERPENSITE 93.30/2006 4,000 100 000 4,000 4,000 2008 BHY 33 PERPENSIT 10.723/2006 4,990 100 000 4,990 100 100 000 4,990 100 100 000 4,990 100 100 000 4,990 100 100 000 | Coewar 10/23/2006 4,000 100 000 4,000 4,000 5.28 6.56 51 Med 39 100 10 | COMPUTER EQUIPMENT | 11/07/2006 | 2,007 | 100 000 | | | 2,007 | 1,891 | 700 | | | 2 | | 116 |
| 1,137,301 1,13 | 1,137,301 1,13 | WEBSITE DEVELOPMNT | 09/30/2006 | 4,000 | 100 000 | | | 4,000 | 4,000 | 000 | - 1 | | Э | | |
| red Assets 1,737,301 436,769 502,327 65,227 roperty 1,737,301 436,769 502,327 65,227 red Assets 1,737,301 436,769 502,327 65,227 | 1,737,301 436,769 502,327 65,4 65, | LEASEHOLD IMPRVMNT | 10/23/2006 | 4,990 | 100 000 | | | 4,990. | 528 | \neg | | | 39 | | 128 |
| 1,137,301 436,769 502,327 65, | 1,137,301 436,769 502,327 65, | Less Retired Assets | | | | | | | | | | | | | |
| roperty red Assets red As | Sselfs | Subtotals | | | | | | 1,737,301 | 436,769 | 502,327 | 1 | | | | |
| Table Cost Accumulated | Seels 1,737,301 1,737,301 436,769 502,327 | Listed Property | Ì | | | | | | | | - | | | | |
| 12ATION | Seels 1,737,301 436,769 502,327 | | | | | | | | | | | | | | |
| 1,737,301 1,73 | 1,737,301 1,73 | | | | | | | | | | | | | | |
| 1,737,301 1,73 | 1,737,301 | | | | | | | | ļ | | | | | | |
| 1,737,301 | 1,737,301 436,769 502,327 | Dotton Accords | | | | | | | | | _ | | | | |
| 1,737,301 1,73 | TION Accumulated service Date basis Cost Accumulated amortization Accumulated amortization Code Life Current amortization | Subtotale | | | | | | | | | | | 1 | | |
| IZATION Date Cost Ending Accumulated Accumulated Accumulated Accumulated amortization amortization Code Life amortization | TION Date Cost placed in or service basis escription service basis | TOTALS | - | 105 757 1 | | | | 1.737.301 | 436.769 | 502.327 | | | | | 65,558 |
| Date Cost Accumulated Accumula | Bate Cost Ending Accumulated A | AMORTIZATION | - | 100110111 | | | | | | | | | | | |
| Sset description service basis amortization amortization Code Life | escription service basis amortization code Life amortization amortization code Life | | Date | Cost | | | | | Poteliumion | Ending | | | | | Current-year |
| | | Asset description | placed in service | or basis | | | | | amortization | amortization | | ره. | | | amortization |
| | TOTALS | | | | | | | | | | | 1 | | 1 | |
| | TOTALS | | | | | | | | | | | 1 | | _! | |
| | TOTALS | | | | | | | | | | | <u> </u> | | 1_ | |
| | TOTALS | | | | | | | | | | | 1 | | | |
| | TOTALS | | | | | | | | | | | 7 | | | A. Carlo |

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*Assets Retired JSA 0x9024 1 000

2010

| Committee Comm | ROBERTSON FOUNDATION | | | | | | | | | | | | | |
|--|-------------------------|------------------------------|--------------------------------|---------|----------------------------------|--------------------|------------------------|--|---------------------------------------|---------------|---------------|---------------|---|---------------------------|
| Control Cont | Description of Property | | | | | | | | | | | | | |
| Second electropion Decodor Dec | DEPRECIATION | | | | | | | | | | | | | |
| Particular 1,107,2001 2,518 10,000 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 1,100 2,518 2 | Asset description | Date placed in service | Unadjusted Cost or basis | | 179 exp reduction in basis | Basis Reduction | Basis for depreciation | Beginning Accumulated depreciation | Ending Accumulated depreciation | Me- thod | | ACRS class | | Current-year depreciation |
| Continuence | LEASEHOLD IMPRVMNT | 11/07/2006 | | | | | 7,815 | 793 | 993 | SL | MM | 3. | 6 | 200 |
| 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, 1, | COMPUTER EQUIPMENT | 11/20/2007 | | 100 000 | | | 6,554 | | | I | ΨÖ | 5 | | 717 |
| Directory Dire | LEASEHOLD IMPRVMNT | 12/11/2006 | | 100 000 | | | 5,509 | 559 | 700 | _ | Æ | 3. | 6 | 141 |
| 1,209 1,201 1,20 | LEASEHOLD IMPRVMNT | 01/18/2007 | | 100 000 | | | | 9,054 | | | Ψ | 3.6 | 6 | 2,336 |
| December Excipation Excip | LEASEHOLD IMPRVMNT | 02/16/2007 | | 100 000 | | | 13,090 | 1,273 | 1,609 | | W. | 3. | 6 | 336 |
| Continuent | LEASEHOLD IMPRVMNT | 06/22/2007 | | 100 000 | | | 1,921 | 170 | 219 | | Æ | 3.5 | 6 | 49 |
| REALITION 1,217,200 4,319 100 000 4,319 3,151 3,000 10 10 10 10 10 10 10 | LEASEHOLD IMPRVMNT | 07/27/2007 | | 100 000 | | | 33,040 | 2,859 | 3,706 | 1 | Æ | 3. | 6 | 847 |
| REQUIRMENT SECURIORS S.224 100 000 5.224 1. 3-1.19 6. 4.512 1.0008 RY 5. 5 5 100 000 5. 2.23 1. 0.000 RY 5. 5 5 10 000 C. 2. 2.23 1. 0.000 RY 5. 5 5 10 000 C. 2. 2.23 1. 0.000 RY 5. 5 5 10 000 C. 2. 2.23 1. 0.000 RY 5. 5 5 10 000 C. 2. 2.23 1. 0.000 RY 5. 5 10 000 C. 2. 2.24 1. 0.000 RY 5. 5 10 000 RY 5. | FURNITURE & FXTRS | 12/01/2006 | | 100 000 | | | 4, 339 | 3,153 | | | Ø | 7 | | 380 |
| R. GOLTOMENT 25/07/2009 2.558 100 000 2.559 2.509 200 87 5 5 5 5 5 5 5 5 5 | COMPUTER EQUIPMENT | 06/18/2008 | | 100 000 | | | | | | | HY | 5 | | 602 |
| Control Cont | COMPUTER EQUIPMENT | 05/07/2009 | | 100 000 | | | 3,538 | 1,840 | 2,519 | i | АН | 5 | - | 619 |
| 1,706 1,000 1,706 1,000 1,70 | LEASEHOLD IMPRVMNT | 04/30/2010 | | 100.000 | | | 2,727 | 44 | 114 | - | W. | 3.5 | | 70 |
| R. BOUTHNEANT 1947/091/2010 3,819 100 000 1,003 1, | COMPUTER EQUIPMENT | 12/01/2010 | | 100 000 | | | 1,708 | 342 | 672. | | HY | 5 | | 330 |
| R. EQUIPMENT 1,051,010 449 600 600 449 90. 234 2000 HY 5 5 6 6 6 6 6 6 6 6 | COMPUTER EQUIPMENT | 08/09/2010 | | 100 000 | | | 3,881 | 776. | | - 1 | HY | 5 | | 1,242 |
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*Assets Retired JSA 0X9024 1 000

FEDERAL FOOTNOTES

STATEMENT A
PART VII-B, QUESTION 5(A)(4)
STATUS OF GRANTEE

THE ROBERTSON FOUNDATION MADE GRANTS DURING THE FISCAL YEAR ENDING NOVEMBER 30, 2011 TO THE ASSEMBLIES OF GOD RELIEF AND DEVELOPMENT SERVICES OF GHANA. BASED ON THE FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT (SEE ATTACHED), THE ROBERTSON FOUNDATION HAS MADE A GOOD FAITH DETERMINATION THAT THE ASSEMBLIES OF GOD RELIEF AND DEVELOPMENT SERVICES IS THE EQUIVALENT OF A PUBLIC CHARITY DESCRIBED IN SECTION 501(C)(3) AND 509(A) OF THE CODE.

FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT OF OFFICER

The undersigned, to assist grantmaking foundations in the United States of America determine whether Assemblies of God Relief & Development Services (AGREDS) (the "Grantee") is the equivalent of a public charity described in section 509(a)(1), (2) or (3) of the United States Internal Revenue Code or a private operating foundation described in section 4942(j)(3) of the Code, makes the following statement:

- 1. Office. I am the [official title] **EXECUTIVE DIRECTOR** of the Grantee.
- 2. Formation and purposes. The Grantee was created by [identify statute, charter, or other document] Companies Code 1963, Act 179 in [year] 1991, and is operated exclusively for the following purpose or purposes [check applicable box or boxes]:

| ✓ | charitable |
|---|--|
| | religious |
| | scientific |
| | literary |
| | educational |
| | fostering national or international amateur sports competition |
| | prevention of cruelty to children or animals |

- 3. Programs and activities. The activities of the Grantee have included and will include [describe past, current, and future activities and operations]:_Health Services, HIV/AIDS Prevention, Care and Support, Livelihood Enhancement Programme (Trafficked Children, Skills Training, Child Education, Micro Credit), Relief & Peacebuilding, Gender, Advocacy and Human Rights.
- 4. Governing documents. Copies of the charter, bylaws, and other documents pursuant to which the Grantee is governed are attached.

- 5. No improper private benefits. The laws and customs applicable to the Grantee do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than: (a) pursuant to the conduct of the Grantee's charitable activities; (b) as payment of reasonable compensation for services rendered; or (c) as payment representing the fair market value of property which the Grantee has purchased.
- 6. No proprietary interest in Grantee. The Grantee has no shareholders or members who have a proprietary interest in its income or assets.
- 7. **Distribution of assets on dissolution.** In the event that the Grantee were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be distributed to another not-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality for a public purpose. A copy of the relevant statutory law or provisions in the governing instruments controlling the distribution of the organization's assets on liquidation is attached.
- 8. Limits on activities. The laws and customs applicable to the Grantee do not permit the organization, other than as an insubstantial part of its activities, to (a) engage in activities that are not for religious, charitable, scientific, literary, or educational purposes; or (b) attempt to influence legislation, by propaganda or otherwise.
- 9. No candidate campaign activity. The laws and customs applicable to the Grantee do not permit the organization directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.
- 10. Control by other organizations. The Grantee is [choose one]:
 - ✓ not controlled by or operated in connection with, any other organization
- 11. Qualification as publicly supported organization. The Grantee is [check one of the following]:
 - a school (that is, an educational organization which normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of pupils or students in

| attendance at the place where its educational activities are regularly | carried on and that |
|---|-----------------------|
| has adopted and operates pursuant to a racially nondiscriminatory po | olicy as to students, |
| and has completed IRS Form 5578). | |
| a hospital (that is, an organization whose principal purpose of providing of medical or hospital care). | or function is the |
| a church (that is, a church, synagogue, or mosque). | |
| none of the above, but it satisfies a public support test as der | nonstrated by the |
| attached Schedule of Financial Support for the four most recently co | ompleted taxable |
| vears. | |

None of the above but it satisfies a public support test as demonstrated by the attached schedule of Financial Support for the four most recently completed taxable years.

- 12. Authorization. The [governing body; e.g., board of directors] Board of Directors of the Grantee has authorized me to make this Declaration and affirms its contents.
- 13. Binding representations. The representations made in this Declaration are binding on the Grantee.

I declare that the foregoing is true and correct of my own knowledge.



[signature of declarant]

DATE: March 20, 2009

Attachments:

Governing documents

Relevant statutory law or governing document provisions relating to dissolution

Form 5578 (if organization is a school)

Schedule of Financial Support



Republic Of Ghana

Aertificate of Recognition

Non - Government Organisation

(N.G.0) This is to certify that

| The ASSEMBLIES OF GOD RELIEF & DEVELOPMENT SERVICES (AGREDS) |
|---|
| (A Non - Governmental Organisation, (N.G.O.) in the GREATER ACCRA |
| Region having satisfied the Department of Social Welfare with its aims and objective of |
| rendering selfless social service to HUMANITY and MANKIND is today OFFICIALLY |
| issued with this certificate of recognition. It is therefore authorised to operate as an N.G.O. |
| in Ghana. |
| Registration No. D.S.W./. 412 |
| Date issued7TH JUNE 2010 |
| Valid Until 6TH JUNE 2011 |
| Citylone |

Director Department of Social Welfare P. O. Box M. 230 Accra - Ghana

NOTE: This certificate may be withdrawn at anytime when in the opionion of the Department of Social Welfare, the N. C. O.'s activities do not conform to original aims and objectives

No 41,600

I hereby certify that the

ASSEMBLIES OF GOD DEVELOPMENT AND RELIEF BERVICES is this day incorporated under the Companies Code, 1963 (Act 179) and that the liability of its members is limited by guarantee.

Given under my hand and official seal at Victoriaborg, Acora, this 24th day of Jamery, 1991.

For: Register of Companies, Ghade

Schedule of Financial Support

| J# | Year <u>2004</u> | Year 2005 | Year 2006 | Year 2007 | Total for four years |
|---|---------------------|--------------|--------------|--------------|----------------------|
| (A) Gifts, grants, and contributions received: | \$968,773 | \$1,253,582 | \$1,430,681 | \$1,456,340 | \$5,109,376 |
| (B) Membership fees received: | | | · | | |
| (C) Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's exempt purposes: | \$190,985 | \$258,955 | \$281,956 | \$416,606 | \$1,148,502 |
| (D) Gross income from interest, dividends, rents, and royalties. | | | | | |
| (E) Net income from business activities that are unrelated to the organization's exempt purposes: | | | | | |
| (F) The value of services or facilities furnished by a governmental unit without charge: | | | | | |
| (G) The total of lines (A) through (F): | \$1,159,758 | \$1,512,537 | \$1,712,637 | \$1,872,94 | 6 \$6,257,878 |
| (H) Line (G) minus line (C): | \$968,773 | \$1,253,582 | \$1,430,681 | \$1,456,340 | \$5,109,376 |
| (i) Two percent of line (H): | \$19,375.46 | \$25,071 64 | \$28,613.6 | 2 \$29,126.8 | 0 \$102,187.52 |
| (J) Please attach a schedule of contributions for eacthan the amount on line (I) (a major donor), and show contributions exceeded the amount on line (I) (excess | wing the amo | unt by which | i each majo | r donor's to | tal |
| (K) The sum of all major donors' excess contribution \$2,940,534.11(total in line K) | s is: \$506,61 | 5.31 759,72 | 9.40 \$832,2 | 99.66 \$841 | ,889.74 |
| (L) The four-year total for line (H), minus the four-ye totals of lines (D), (E), and (K) (the amount of public support) is: | | ,841.89 | | | |
| (M) Line (L) divided by the four-year total for line (H) (the percentage of the organization's support that is public support) is: | 42.45% | | | | |

ROBERTSON FOUNDATION

101 Park Avenue New York, NY 10178 (212) 984-2477 (212) 949-9778 (Fix)

November 7, 2006

Mr. Joseph K. Wumbee Executive Director Assemblies of God Relief and Development Services P.O. Box CT 482 Cantonments, Acera Ghana

Dear Mr. Wumbee:

We are pleased to advise you that a grant to Assemblies of God Relief and Development Services, as described below, has been approved by the Robertson Foundation.

If the following agreement correctly states your understanding of the arrangements made regarding this grant, will you please countersign and return the original to the Robertson Foundation, 101 Park Avenue, New York, New York 10178. This transmittal is conditioned upon your acceptance of the terms of this agreement.

DESCRIPTION OF THE GRANT

GRANTEE:

Assemblies of God Relief and Development Services

REFERENCE NO.:

9902839

GRANT PURPOSE.

Support a five-year demonstration project of the Lifeline Center

This grant will be used to strengthen the quality of the Lifeline facilities and the provision of services, monitoring, and evaluation of both the Vocational Skills Training program and the Early Childhood Development program of the Lifeline Center as detailed in the attached milestones (Attachment I) and budget (Attachment III).

GRANT PERIOD

Only expenses that are related to the purpose of this grant, incurred after 10/1/2006 and fully remitted on or before 10/1/2011, may be

allocated to this grant.

GRANT AMOUNT:

\$1,000,000.00 with funds to be disbursed according to schedule

outlined in Attachment II.

This grant is subject to completion of the milestones outlined in Attachment I and the maintenance of the conditions outlined below.

PMT, SCHEDULE:

\$107,500.00 upon receipt of signed agreement; \$107,500.00 upon receipt of the first 6-month interim progress report and a determination by the Foundation of satisfactory and continuing progress; \$110,000.00 upon receipt of the second 6-month interim progress report and a determination by the Foundation of satisfactory and continuing progress; \$110,000.00 upon receipt of the third 6-month interim progress report and a determination by the Foundation of satisfactory and continuing progress; \$95,000.00 upon receipt of the fourth 6-month interim progress report and a determination by the Foundation of satisfactory and continuing progress. Equal payments of \$94,000.00 will be made each six months for the remaining period

of the grant, assuming continuing progress.

REPORTING:

All correspondence and reports should include the reference number. Copies should be directed to:

William R. Goodell, Esq. President Robertson Foundation 101 Park Avenue

New York, New York 10178

The first Interim Progress Report is to be submitted by 04/15/2007 with subsequent reports on each October 15 and April 15 thereafter. Periodic grant payments will be made after the Foundation has reviewed the reports and has determined that there is satisfactory progress. A Final Report is to be submitted by 10/31/2011. All reports should include, but are not limited to, programmatic and strategic planning updates and financial reports, including revenues and expenses.

PUBLICITY:

Any publicity pertaining to this grant award must be approved in writing by a representative of the Robertson Foundation.

An original and duplicate of this agreement have been executed by an authorized representative of the Robertson Foundation. Please sign both of these and return the original to the Robertson Foundation. The duplicate is to be retained by you for your files.

CONDITIONS OF THE GRANT

As you may know, the laws of the United States place certain restrictions on the manner in which funds awarded to organizations by charitable trusts and foundations may be expended. For instance, funds may not be used for any forbidden political activities or for any purposes prohibited by the Internal Revenue Service Code.

The grant monies which you will receive, including any interest earned thereon, may only be used for the purpose(s) stated in this agreement. Funds may not be expended for any other purpose without the prior written approval of the Robertson Foundation.

In order for us to carry out our legal responsibilities, we must ask the grantee to abide by the following requirements.

Evaluation of the Gmnt. At its own expense, the Foundation may monitor and conduct an evaluation of operations under this grant. Evaluation may include visits to the grantee by representatives of the Foundation in order to observe and discuss the funded program.

Grantee's Financial Responsibilities. The grantee will keep systematic records of all expenditures relating to this grant. Vouchers, consisting of bills, invoices, canceled checks, receipts, etc., will be retained by the grantee for five (5) years after the close of the grant period and will be available for inspection by representatives of the Robertson Foundation at any time during this period. The Foundation may, at its own expense, examine, audit, or have audited the records of the grantee insofar as they relate to activities supported by this grant.

<u>Unused Funds and Reversion</u>. If the grant is intended to support a particular project or provide general support for a specific period, any portion of the grant not expended at the completion of the project or grant period will be returned to the Foundation within fifteen (15) days.

Should any of the following events occur, the grantee agrees to give written notice to the Foundation and repay upon demand all portions of the grant which are within the grantee's control; moreover, the Foundation may cancel all unpaid installments of the grant;

- The grantee ceases to be the equivalent of a public charity described in section 509(a)(1), (2) or (3) of the United States Internal Revenue Code (as per the attached affidavit) or has its NGO status revoked by the Ghanaian Department of Social Welfare.
- There is a material change in the purpose, character, or method of operation of the grantee such as to jeopardize its tax status.
- A determination, preliminary or otherwise, is made by the Internal Revenue Service that the grant does not constitute a qualifying distribution.
- The grant application or any required report is found by the Foundation to be inaccurate in any material respect.

The grantee fails to perform any of its duties required by the terms of this tener in the judgment of the Foundation.

Retention of Key Personnel. In case of a material change in the organizational leadership, in particular Joseph K. Wumbee, Executive Director, and Alexis Danikuu, Southern Sector Supervisor, the Foundation reserves the right to suspend grant payments until it, in its sole discretion, is satisfied that the successor to one of these key leaders has comparable quality and commitment and is likely to be an energetic and effective replacement.

<u>lurisdiction</u>. The state and federal courts in New York will have exclusive jurisdiction over all disputes arising in connection with this grant, and the grantee will submit itself to the personal jurisdiction of those courts. The laws of the State of New York will apply exclusively to such disputes.

<u>Publicity</u>. The grantee is free to announce receipt of this grant; however, any materials intended for public dissemination relating to this grant must be approved by the Foundation before release.

Additional Support. In making this grant, the Foundation assumes no obligation to provide other or additional support to the grantee.

On behalf of the Robertson Foundation, I extend every good wish for the success of this project.

Robertson Foundation

Rv:

We acknowledge that we have received and retained a copy of this agreement. The terms and conditions set forth herein are acceptable to us and we will comply with them.

GRANTEE: Assemblies of God Redict and Development Services

By:

Title:

Date:

and

Attachment I: Scheduled Delivery Dates of Milestones Robertson Foundation Grant to AGREDS - Lifeline Center

Robertson grant: \$1,000,000 over 5 years

Reporting requirements: The first Interim Report, due 04/15/2007, and all subsequent reports to be delivered every six months thereafter should include an update of all milestones/outcomes expected through the month prior to the report due date as well as financial reporting. The final report, due 10/31/2011 should report on the final standing of milestones/outcomes and a final report of project financials.

The grant will support a five-year demonstration project with the following goals:

- 1) to rescue from trafficking and exploitation and to train in income-producing skills, 100 girls each year (a total of 500 girls), in a residential center,
- 2) to monitor and support the post-training development of the girls both in rural Ghana and in Accra;
- 3) to provide quality pre-school education, health screening, and balanced meals to 300 children of market women each year (a total of 700 individual children over 5 years)
- 4) to prepare these children to enter primary school and to educate their methers from the nearby market on the education and health needs of their children;
- 5) to provide micro-loans to 1500 matters of trafficked and pre-school children in order to increase the income of those families; and
- 6) to conduct a six-year (2007-2012), independent evaluation of these activities in order to document and publicize successes and short falls and to identify "best practices" to assist future anti-trafficking, pre-school and microlending programs both in Ghana and beyond.

| Goals for Grant | Milestones/Outcomes | Expected Date |
|---|--|--|
| | VOCATIONAL SKILLS TRAINING | 11/1 1 1 1 |
| Provide occupational skills training for 500 trafficked children in urbun Accra for productive employment by Suptember 2011 | a Recruit (conduct social investigation) and enroll 100 trafficked girls/year | Recruitment is ongoing Enrollment: October 2006 October 2007 October 2008 October 2009 October 2010 |
| | b. Train 100 trafficked girls/year in skilled vocations such as dressmaking, balk/lie&dye, soap and commette making, bakery and catering | By July 2007 By July 2008 By July 2009 By July 2010 By July 2011 |
| | e 100 trainees will undergo a medical screening every year upon enrollment | October 2006 October 2007 October 2008 October 2009 October 2010 |
| | d. 100 trainees will receive monthly medical care | ongoing |

| Goals for Grant | Milestones/Outcomes | Expected Date |
|---|--|--|
| | e. Approximately 20% of trainers will receive trauma counseling each year on an as-needed basis | ០ពន្ឋចាំអន្ត |
| | C. Purchase training materials for 100 trainees per year (cloth, baking ligredients, etc.) | October 2006 October 2007 October 2008 October 2009 October 2010 |
| | g Purchase training equipment for 100 trainces (sewing machines, hairdryers, etc.) | October 2006 |
| | h. Provide 3 meals per day for 100 trainces per year (285 days/9.5 months) | (October-July) ongoing |
| | i. Purchase and distribute clothing, underwear, and footwear to 100 trainees per year | October 2006 October 2007 October 2008 October 2009 October 2010 |
| | j. Purchase and distribute toiletries & sanitary products to 100 trainees per year | October 2006 October 2007 October 2008 October 2009 October 2010 |
| | k. Organize two excursions for 100 trainees per year | By July 2007 By July 2008 By July 2009 By July 2010 By July 2011 |
| | Provide weekly literacy and numeracy lessons to 100 trainees every year to ensure that each trainee attains a level that will enable her to successfully exercise her learned skill. | ongoing |
| | m. Truce home addresses of 100 trainees per year | опеоіпе |
| | n. Organize graduation for 100 trainers per year | July 2007 July 2008 July 2009 July 2010 July 2011 |
| t. Provide formal school support for trafficked childre ages 8-14 years who have fropped out of school | a Provide financial support to 15 recruited trafficked children enrolled in local schools (books, fees, feeding, medicals, transport) and monitor their academic progress | Ongoing |

| Goals for Grant | Milestones/Outcomes | Expected Date |
|---|---|--|
| 3. Support reintegration of trainees into their community of choice | a. Provide tools of Inde for 100 trainees/year to start up their own business (sewing machlues, hair dryers, etc.) | July 2007 July 2008 July 2009 July 2010 July 2011 |
| | b. Arrange and transport trainces to their home communities | July 2007 July 2008 July 2009 July 2010 July 2011 |
| 4 Support trainees with post- training development and establishing income-generating activities | a Recruit Master Trades Women (for dressmaking and hairdressing) by liaising with professional associations and parents of trainees | ongoing |
| uug ines | b. Conduct an orientation forum for Master Tradeswomen each year | By August 2007 By August 2008 By August 2009 By August 2010 By August 2011 |
| | o. Provide apprenticeship fees for trainces each year (approximately 70% of trainces are expected to begin an apprenticeship each year) | July 2007 July 2008 July 2009 July 2010 July 2011 |
| | d. Approximately 90% of truinees will complete their apprenticeship each year | August 2008 August 2009 August 2010 August 2011 August 2012 |
| | e. Provide financial support for 100% of trainees who complete their apprenticeship to acquire workspace (estimated 90% of apprentices each year) | August 2008 August 2009 August 2010 August 2011 August 2012 |
| | f. Approximately 20% of trainers (those who completed tin & dye and catering training) will begin employment each year immediately following graduation from AGREDS | August 2007 August 2008 August 2009 August 2010 August 2011 |
| | g. Provide refresher course for entering and tie & dye trainees in their first year of employment | By October 2008 By October 2009 By October 2010 By October 2011 By October 2012 |
| | h. Reintegration officers will provide ongoing support to girls during their apprenticeship and employment | ongoing |
| | | |

| Goals for Grant | Milestones/Outcomes | Expected Date |
|--|--|--|
| EARLY CI | IILDHOOD DEVELOPMENT PROGRAM (ECD |) |
| 5. Provide access to quality pre- school education to 700 children of disadvantaged mothers in the Agbogbloshio market of urban Accra by September 2011 | a. Recruit and enrolt 100 new children/year | ongoing |
| | b. Provido ediicational pre-school support to 300 children per year | ongoing |
| | c. 100% of eligible pre-school children will graduate from the ECD program and will successfully enroll in primary school each year (approximately 50 children each year) | September 2007 September 2008 September 2009 September 2010 September 2011 |
| | d. Support and monitor all children who enter primary school for a period of two years. | ongoing |
| | o Construct an outdoor playground | December 2006 |
| | f. Construct four new classrooms | December 2006 |
| | g. Construct and furnish a library/resource center | October 2008 |
| | h. Purchase new teaching & learning materials (pre-school books, c-toys, playing equipment) | By October 2009 |
| | i. Purchase tolistries & sanitary materials to support 300 children per year | October 2006 October 2007 October 2008 October 2009 October 2010 |
| | j. Purchase plastic plates, cups, spoons, and bowls to support 300 children per year | October 2006 October 2007 October 2008 October 2009 October 2010 |
| | k. Purchase and distribute teaching and learning materials (books, pencils, crayons, etc.) to those local primary schools attended by graduates of ECD program | By October 2009 |
| 6 Educate mothers of pre- school children on education & health needs of their children | a. Conduct an annual forum at the Lifeline Center for mothers of pre-school children to educate on the education and health needs of children, including nutrition and somitation | By October 2007 By October 2008 By October 2009 By October 2010 By October 2011 |

| Goals for Grant | Milestones/Outcomes | Expected Date |
|--|--|---|
| | b. Provide ungoing support and progress updates to the parents of pre-school children | ongoing |
| | MICRO-LOAN PROGRAM | |
| 7. Provide micro-loans to 1500 mothers of trafficked and pre- school children by September 2011 | a. Provide basic entrepreneurship and micro-lean training to mothers of Lifeline trainers and mothers of pre-school children each year | By May 2007 By May 2008 By May 2009 By May 2010 By May 2011 |
| | b. 100 women will receive a micro-loan in Yi | By July 2007 |
| | c. 200 women will receive a micro toan in Y2 | By July 2008 |
| | d. 300 women will receive a micro loan in Y3 | By July 2009 |
| | e. 400 women will receive a micro toan in Y4 | By July 2010 |
| | f. 500 women will receive a micro lean in Y5 | By July 2011 |
| | g. The micro-loan program will finance itself by Y3 of the grant | October 2009 |
| | h. 100 % of women who received a micro-loan will be engaged in active business within 6 months of receiving loan | January 2008 January 2009 January 2010 January 2011 January 2012 |
| 30, 0 1 | RGANIZATIONAL CAPACITY BUILDING | |
| 8. Expand administrative staff | a. Hiro I Program assistant (Secretary) charged with data entry and administrative duties | By December 2006 |
| | b. Hire 1 Assistant Project Coordinator | December 2006 |
| 9. Expand program staff | a, Hire I new ECD attendant | November 2005 |
| | b. Hire 1 Reading/Library Assistant | By December 2008 |
| | c, Hire 2 social workers for vocational skills training program | November 2006 |
| | d. Hire a part-time, medical practitioner (for both vocational skills training program & ECD program) | November 2006 |
| | e. Recruit and hire 2 Reintegration Officers (North and South) | By December 2006 |

| Goals for Grant | Milestones/Outcomes | Expected Date |
|--|---|------------------------------------|
| 10, Improve the professional and technical capacity of program staff | a. 5 skills training instructors receive refresher training | By October 2008 |
| program stare | | By October 2007 |
| ľ | b. 6 pre-school teachers receive refresher training every year | By October 2008 |
| ı | · | By October 2009 |
| į | | By October 2010 |
| | | By October 2011 |
| | | By October 2007 |
| | c. 8 pre-school attendants receive refresher training each year | By October 2008 |
| | | By October 2009 |
| | | By October 2010 |
| | | By October 2007 |
| | d. 4 program staff participate in professional development | By October 2008 |
| | training each year | By October 2009 |
| | | By October 2010 |
| | | By October 2011 |
| REINT | EGRATION, MONITORING & EVALUATION | |
| 11. Improve monitoring and evaluation of project | a. Purchase one monitoring vehicle | By October 2007 |
| • • | | By October 2007 |
| Enhance program monitoring | b. Purchase two motorbikes | By October 2009 |
| Enhance data collection & analysis | } | |
| Improve project reporting | | |
| | c. Parchase two desktop computers | By October 2007 By October 2008 |
| | a ratellass the desired validation | By October 2000 |
| | | By October 2007 |
| • | d. Purchase two laptop computers | By October 2008 |
| | c. Conduct 3-day monitoring & evaluation training for all | By October 2008 |
| | program staff | |
| | f. Identify and contract media consultant for video production | By October 2009 |
| | g. Produce video on the impact of the Liteline program | By October 2010 |

| Goals for Grant | Milestones/Outcomes | Expected Date |
|--|--|---------------|
| | FUNDRAISING | |
| 12 Raisa funds to fill the funding gap | a. Provide regular updates on fundraising developments ^t individual donors grant-making organizations | ongoing |
| | EVALUATION | · · · · · |
| 13. AGREDS will work with the Foundation on designing and implementing a six-year evaluation (2007-2012) with independent evaluators chosen by the Foundation, in consultation with AGREDS, in order to document and publicize successes and short falls that could identify "bost practices" for anti-trafficking, pre-school and intero-leading programs in Ghana and beyond | Comply with the selected independent evaluators and the Poundation on all aspects of the six-year impact evaluation study | TBD |
| | b. Facilitate regular, reasonable, visits to the Lifeline Center by Foundation Trustees, staff and consultants, as appropriate | ongoing |
| | c. Collect and report data regarding the following information: Basic financials for micro-loan program (i.e. total assets, number of deposits, average deposit size, number of loans, loan purposes, average loan size, repayment rates, etc.) School earollment and attendance levels Updated financial records and budgets Additional information as will be necessary to implement the six-year evaluation effort described above. | ongoing |

As of October 2006 AGREDS notes they have received commitments for funding its share of Years 1 & 2 as indicated in the attached budget (Attachment III)

Attachment II: Schedule Delivery Dates of Requirements and Contingent Disbursements Robertson Foundation Grant to AGREDS - Life Line Center

| Requirement(s) | Requirement | Disbursement | Disbursement |
|--|-------------------|----------------|---|
| | Due Date | Amount (Up to) | Expected Date |
| Receipt of signed contract agreement | November 15, 2006 | \$107,500 | November 30, 2006 (permission to use funds retroactively for activities from October 1, 2006 enwards) |
| Written 6-month Interim Report Foundation Determination of Satisfactory Progress | April 15, 2007 | \$107,500 | April 30, 2007 |
| Written 6-month Interim Report (including updated budget for Year 2 of grant) Foundation Determination of Satisfactory Progress | October 15, 2007 | \$110,000 | October 31, 2007 |
| Written 6-month Interim Report Poundation Determination of Satisfactory Progress | April 15, 2008 | \$110,000 | April 30, 2008 |
| Written 6-month Interim Report (including updated budget for Year 3 of grant) Foundation Determination of Satisfactory Progress | October 15, 2008 | \$95,000 | Octobor 31, 2008 |
| Written G-month Interim Report Foundation Determination of Satisfactory Progress | April 15, 2009 | \$94,000 | April 30, 2009 |
| Written 6-month Interim Report (including updated budget for Year 4 of grant) Foundation Determination of Satisfactory Progress | October 15, 2009 | \$94,000 | October 31, 2009 |
| Written 6-month Interim Report Foundation Determination of Satisfactory Progress | April 15, 2010 | \$94,000 | April 30, 2010 |
| Written 6-month Interim Report (including updated budget for Year 5 of grant) Foundation Determination of Satlafactory Progress | October 15, 2010 | \$94,000 | October 31, 2010 |
| Written 6-month Interim Report Foundation Determination of Satisfactory Progress | April 15, 2011 | \$94,000 | April 30, 2011 |
| Written Final Report (covering all project goals and achievements, including milestones outlined in Attachment I) | October 31, 2011 | - | - |

FEDERAL FOOTNOTES

STATEMENT A
PART VII-B, QUESTION 5(A)(4)
STATUS OF GRANTEE

THE ROBERTSON FOUNDATION MADE GRANTS DURING THE FISCAL YEAR ENDING NOVEMBER 30, 2011 TO THE NEW ZEALAND BREAST CANCER FOUNDATION OF NEW ZEALAND. BASED ON THE FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT (SEE ATTACHED), THE ROBERTSON FOUNDATION HAS MADE A GOOD FAITH DETERMINATION THAT THE NEW ZEALAND BREAST CANCER FOUNDATION IS THE EQUIVALENT OF A PUBLIC CHARITY DESCRIBED IN SECTION 501(C)(3) AND 509(A) OF THE CODE.

FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT OF OFFICER

The undersigned, to assist grantmaking foundations in the United States of America determine whether The New Zealand Breast Cancer Foundation the "Grantee") is the equivalent of a public charity described in section 509(a)(1), (2) or (3) of the United States Internal Revenue Code or a private operating foundation described in section 4942(j)(3) of the Code, makes the following statement:

- 1. Office. I am the [official title] Executive Trustee of the Grantee.
- 2. Formation and purposes. The Grantee was created by [identify statute, charter, or other document] a Declaration of Trust in [year] 2003, and is operated exclusively for the following purpose or purposes [check applicable bex or boxes].

| 9 | charitable |
|----------|--|
| | religious |
| | scientific |
| | literary |
| ত্র | educational |
| | fostering national or international amateur sports competition |
| a | prevention of cruelty to children or animals |

3. Programs and activities. The activities of the Grantee have included and will include [describe past, current, and future activities and operations]: We are committed to preventing New Zealanders developing and dying from breast cancer through education, awareness, research, medical support and development, community outreach programmes and advocacy.

- 4. Governing documents. Copies of the charter, bylaws, and other documents pursuant to which the Grantee is governed are attached.
- 5. No improper private benefits. The laws and customs applicable to the Grantee do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than: (a) pursuant to the conduct of the Grantee's charitable activities: (b) as payment of reasonable compensation for services rendered; or (c) as payment representing the fair market value of property which the Grantee has purchased.
- 6. No proprietary interest in Grantee. The Grantee has no shareholders or members who have a proprietary interest in its income or assets.
- 7. **Distribution of assets on dissolution.** In the event that the Grantee were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be distributed to another not-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality for a public purpose. A copy of the relevant statutory law or provisions in the governing instruments controlling the distribution of the organization's assets on liquidation is attached.
- 8. Limits on activities. The laws and customs applicable to the Grantee do not permit the organization, other than as an insubstantial part of its activities, to (a) engage in activities that are not for religious, charitable, scientific, literary, or educational purposes; or (b) attempt to influence legislation, by propaganda or otherwise.
- 9. No candidate campaign activity. The laws and customs applicable to the Grantee do not permit the organization directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

| 10. | Contro | Control by other organizations. The Grantee is [choose one]: | | | | |
|------|-------------|--|--|--|--|--|
| | œ | not controlled by or operated in connection with, any other organization | | | | |
| | | controlled by or operated in connection with another organization or organizations | | | | |
| | as follo | ows [describe]: | | | | |
| | | | | | | |
| 11. | Qualifi | cation as publicly supported organization. The Grantee is [check one of the following] | | | | |
| | Q | a school (that is, an educational organization which normally maintains a regular | | | | |
| | _ | and curriculum and normally has a regularly enrolled body of pupils or students in | | | | |
| | | ance at the place where its educational activities are regularly carried on and that | | | | |
| | | opted and operates pursuant to a racially nondiscriminatory policy as to students, s completed IRS Form 5578). | | | | |
| | 0 | a hospital (that is, an organization whose principal purpose or function is the | | | | |
| | provid | ing of medical or hospital care). | | | | |
| | | a church (that is, a church, synagogue, or mosque). | | | | |
| | ø | none of the above, but it satisfies a public support test as demonstrated by | | | | |
| | | ached Schedule of Financial Support for the four most recently completed c years. | | | | |
| 12. | Autho | rization. The [governing body; e.g., board of directors] Board of Trustees of the | | | | |
| Gran | itee has at | athorized me to make this Declaration and affirms its contents. | | | | |

I declare that the foregoing is true and correct of my own knowledge.

[signature of declarant]

DATE: 19 August 2010

Attachments:

Governing documents

Relevant statutory law or governing document provisions relating to dissolution Form 5578 (if organization is a school)

Schedule of Financial Support

Schedule of Financial Support

| | Year <u>2006</u> | Year 2007 | Year 2008 | Year 2009 | Total for four <u>years</u> |
|---|---------------------|--------------|--------------|--------------|--------------------------------|
| (A) Gifts, grants, and contributions received: | 777,818 | 1,021,446 | 1,412,550 | 1,901,256 | 5,113,070 |
| (B) Membership fees received | n/a | | | | |
| (C) Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's exempt purposes: | 747,116 | 870,571 | 1,270,218 | 1,409,661 | 4,297,566 |
| (D) Gross income from interest, dividends, rents, and royalties: | 108,042 | 133,508 | 163,020 | 206,187 | 610,767 |
| (E) Net income from business activities that are unrelated to the organization's exempt purposes: | n/a | | | | |
| (F) The value of services or facilities furnished by a governmental unit without charge: | n/a | | | | |
| (G) The total of lines (A) through (F): | 1,632,976 | 2,025,525 | 2,845,788 | 3,517,104 | 10,021,393 |
| (H) Line (G) minus line (C). | 885,860 | 1,154,954 | 1,575,570 | 2,107,443 | 5,723,827 |
| (I) Two percent of line (H). | 17,717 | 23,099 | 31,511 | 42,149 | 114,477 |

⁽J) Please attach a schedule of contributions for each donor whose support for the four-year period was greater than the amount on line (I) (a major donor), and showing the amount by which each major donor's total contributions exceeded the amount on line (I) (excess contributions).

(K) The sum of all major donors' excess contributions is: \$685,523

(L) The four-year total for line (H), minus the four-year totals of lines (D), (E), and (K) (the amount of public support) is:

4,427,547

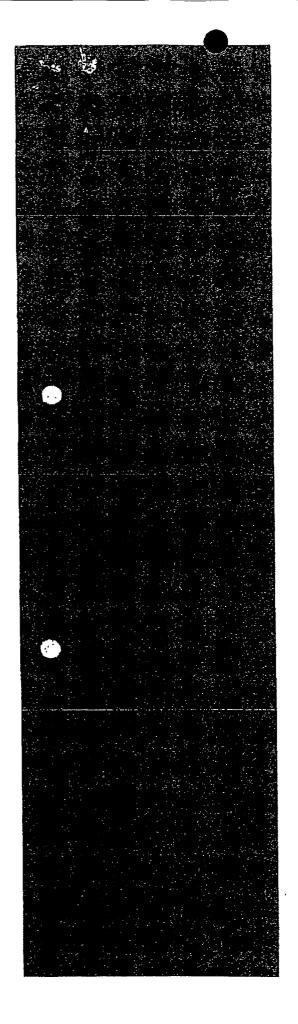
(M) Line (L) divided by the four-year total for line (H) (the percentage of the organization's support that is public support) is:

0.77%

THE NEW ZEALAND BREAST CANCER FOUNDATION

(J) SCHEDULE OF CONTRIBUTIONS OVER FOUR-YEAR PERIOD

| DONOR | YEAR | CONTRIBUTION |
|-----------------|------|--------------|
| Lion Foundation | 2006 | \$200,000 |
| Lion Foundation | 2007 | \$200,000 |
| Lion Foundation | 2008 | \$200,000 |
| Lion Foundation | 2009 | \$200,000 |



Declaration of Trust

relating to

The New Zealand Breast Cancer Foundation

Rosle Horton, Marie-Ann Billens, Lisa Cruickshank, Athlae Lyon, Jane Holland, Patricia Wright, Ann Simich, Ronald Kay and Belinda Scott

Trustees

trate 27 february 2003

-- Bell Gully
Amediant P C Box 4199 Audidani Tot 84 9 816 1800 Fox 64 3 916 8901

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This Declaration of Trust is made by Trustees on 23 February 2003

Rosie Horton, Marie-Ann Billiens, Lisa Cruickshank, Athlae Lyon, Jane Holland, Patricia Wright, Ann Simich, Ronald Kay and Belinda Scott (the Current Trustees).

Introduction

- A. The New Zealand Breast Cancer Foundation (Foundation) was incorporated as a society under the Charitable Trusts Act 1957 on 17 October 1994.
- B. The members of the Foundation have resolved to change the status of the Foundation from a society to a trust incorporated under the Charitable Trusts Act 1957.
- D. The Current Trustees have been authorised to enter into this Deed for the purpose of declaring the Trust, specifying its objects and providing for its control, government and regulation.

It is agreed:

1. General

- 1.1 In this deed, unless the context otherwise requires:
 - (a) references to clauses are to the clauses of this deed;
 - (b) references to schedules are to the schedules of this deed;
 - (c) references to this deed include its schedules;
 - (d) references to the provisions of any Act shall be construed as a reference to those provisions as modified, extended or replaced by any statute for the time being in force;
 - (e) words importing the singular include the plural and vice versa;
 - (f) words importing one gender includes the other; and
 - (g) the contents page and the headings to clauses and rules are for convenience only and are not part of the content of this deed;
 - (h) Conflict Transaction is defined in clause 13.2;
 - (i) Determining Person is defined in clause 11.3;
 - (j) Donated Property Restrictions is defined in clause 9.2;
 - (k) Insurance Policy means any policy of insurance and any policy of assurance;
 - (I) Objects is defined in clause 4;
 - (m) Current Trustees means the parties to this deed:

- Property means all property (whether real or personal) and includes choses in action, rights, interests and money;
- Security means shares, stocks, debentures, debenture stock, bonds, notes, options, and all other securities;
- (p) Trust means the trust created by this deed;
- (q) Trust Fund means the Property that is from time to time held by the Trustees on the trusts of this deed and the income that is from time to time held by the Trustees on the trusts of this deed;
- (r) Trustees means the trustees for the time being of the Trust. The Current Trustees are the trustees of the Trust at the date of this deed.

2. Declaration of trust

2.1 The Trustees acknowledge and declare that the Trustees will hold the Trust Fund upon the trusts and with the powers set out in this deed.

3. Name of trust

3.1 The Trust is known as The New Zealand Breast Cancer Foundation but the Trustees have power to amend or change the name by deed.

4. Objects of trust

- 4.1 The Trust's prime role, purpose and objective is to reduce breast cancer and morbidity and mortality in New Zealand. To achieve this goal, the Trust Fund must be applied and used exclusively by the Trustees for such of the following objects (the Objects) as the Trustees from time to time decide upon in their absolute discretion, namely:
 - (a) Awareness to increase the awareness of breast cancer among women of New Zealand;
 - (b) Detection to assist in promoting the benefits of early detection of breast cancer,
 - (c) Support where appropriate to assist groups providing direct support to patients with breast cancer;
 - (d) Educate to generally disseminate knowledge and information pertaining to breast cancer; and
 - (f) Research to encourage research into breast cancer. 🔨
- 4.2 Without limiting the generality of the Objects in clause 4.1 the Objects shall also include the following:

- (a) Publication of Information the publication and dissemination of such information pertaining to breast cancer as may be thought desirable to the Trustees and to the public;
- (b) Meetings the holding of regular meetings of the Trustees;
- (c) Continuing education the encouragement of the improvement of professional standards by continuing education;
- (d) Professional standards the encouragement of desirable standards of those assisting in the management of breast cancer;
- (e) Financial support the allotment of money out of the Trust Fund in such manner as may be determined by the Trustees from time to time;
- Affiliations affiliations with sultably recognised national and international organisations;
- (g) Other relationships co-operation with other agencies; and
- (h) General all such things as are incidental or conductive to obtainment of the charitable objects described in clauses 4.1 and 4.2,

provided that if by reason of any alteration in law relating to income tax it is at any time necessary to amend the objects of the Trust in order to preserve the right to exemption from income tax of the kind referred to in the income Tax Act 1994 the objects of the Trust shall be deemed to be amended to the extent necessary.

- The Objects of the Trust shall not, except where the contents specifically or expressly requires it, be in any way limited or restricted by reference to or inference from the terms of any other clause or subclause or from the name of the Trust and none of the Objects of the Trust shall be deemed subsidiary or ancillary to any other object of the Trust.
- The Trust shall be empowered to carry out any one or more of the Objects of the Trust independently of any other object of the Trust.
- 4.5 The Trustees may at any time, after payment of or provision for all costs, charges and expenses of the Trustees in respect of the establishment, management and administration of the Trust, pay or apply all or any of the income of the Trust to promote or advance such of the Objects as the Trustees determine.

6. Application of capital

6.1 The Trustees may at any time pay or apply all or any of the capital of the Trust to promote or advance such of the Objects as the Trustees determine.

7. Receipt of charitable recipient

7.1 The receipt of the secretary or treasurer or other proper officer of any charity or charitable purpose to which all or any of the Trust Fund is paid or applied will constitute a sufficient discharge to the Trustees for the payment or application.

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8. Resettlement

8.1 The Trustees have power in their discretion to settle or resettle all or any of the capital or income or both of the Trust upon trust for the advancement or benefit of one or more of the Objects as the Trustees decide, but the settlement or resettlement must not breach the rule against perpetuities as it applies to charities.

9. Investment of Trust Fund

- 9.1 The Trustees may invest all or any of the Trust Fund in any Property that is from time to time permitted by the laws of New Zealand for the Investment of the funds of trusts, including full power to buy or otherwise acquire any Property and full power to sell or otherwise dispose of any of the Trust Fund.
- 9.2 If Property is received by the Trustees subject to reservations, trusts, itabilities or obligations (Donated Property Restrictions), the Trustees must hold the Property (and any proceeds of sale of it) as part of the Trust Fund and subject to the Donated Property Restrictions and must make from the Trust Fund whatever payments or provisions or transactions are required by the Donated Property Restrictions.

10. Powers and discretions of trustees

- In addition to all the powers, authorities and discretions vested in the Trustees by law or by this cleed (but subject to any Donated Property Restrictions), the Trustees in giving effect to the Objects in their discretion may at all times and from time to time exercise the fullest possible powers and authorities as if they were the beneficial owners of the Trust Fund.
- 10.2 Without prejudice to the generality of clause 10.1, the Trustees have the powers set out in the first schedule and may in their discretion (but subject to any Donatod Property Restrictions) exercise any one or more of those powers.
- All powers and authorities and discretions that the Trustees have, including the powers in the first schedule, may be exercised by the Trustees (subject to any Donated Property Restrictions) in their absolute discretion and from time to time and on such terms and conditions and in such manner and by such means as they think fit.

11. Pecuniary profit and benefits and advantages

- 11.1 No private pecuniary profit shall be made by any person from the Trust, except that (but subject to clause 11.3):
 - each Trustee may receive full reimbursement for all costs, charges and expenses properly incurred by the Trustee in connection with the affairs of the Trust;
 - (b) the Trustees may pay reasonable and proper remuneration to any person, firm or company (including a Trustee) in return for services actually rendered to the Trust;
 - (c) each Trustee may be paid all usual professional, business or trade charges for services rendered, time spent and acts done by the Trustee or by any firm or entity of

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which the Trustee is a member, employee or associate in connection with the affairs of the Trust:

- (d) each Trustee may retain any remuneration properly payable to the Trustee by any company or other body or firm or undertaking with which the Trust may be in any way concerned or involved for which the Trustee has acted in any capacity whatever, notwithstanding that the Trustee's connection with that company or body or firm or undertaking is in any way attributable to the Trustee's connection with the Trust.
- 11.2 The Trustees, in determining all reimbursements, remuneration and charges payable in terms of this deed, must ensure that the restrictions imposed by clause 11.3 are strictly observed.
- 11.3 Despite anything to the contrary in this deed but subject to clauses 11.5 and 11.6, no remuneration or benefit or advantage (regardless of whether it is convertible into money) or income of any of the kinds referred to in the sections set out in the second proviso to section CB 4(1)(e) of the Income Tax Act 1994 shall be paid or afforded to or received or gained or achieved or derived by any person (the Determining Person) if the second proviso to section CB 4(1)(e) of the Income Tax Act 1994 denies the Trustees an exemption from tax on income derived by the Trustees from the carrying on of any business by or on behalf of or for the benefit of the Trustees in the circumstances set out in clause 11.4.
- 11.4 The circumstances referred to in clause 11.3 are those in which the Determining Person is:
 - (a) a Trustee; or

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...

- a shareholder or director of any company carrying on any business of or for the Trust;
 or
- a trustee of any trust which is a shareholder of any company carrying on any business of or for the Trust; or
- (d) an associated person (as defined by the Income Tax Act 1994) of any Trustee or any such shareholder, director or trustee

and the Determining Person can, by virtue of being a Trustee or such a shareholder, director, trustee or associated person, in any way (whether directly or indirectly) determine, or materially influence in any way the determination of, the nature or the amount of the remuneration or benefit or advantage or income referred to in clause 11.3 or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by the Determining Person.

- 11.5 Clause 11.3 does not apply if and to the extent that there is an exclusion from the application of the second proviso to section CB 4(1)(e) of the Income Tax Act 1994 by any law of New Zealand (whether that law is the Income Tax Act 1994 or otherwise).
- 11.6 A person, who in the course of and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional genvices to the Trust or to any company by which any business of the Trust is carried on, be in breach of clause 11.3.

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- 12. Number, appointment, cessation of office, and meetings of trustees
- 12.1 The provisions of this deed dealing with the number, appointment, and cessation of office of the Trustees are set out in the second schedule.
- 12.2 The provisions of this deed dealing with the meetings of the Trustees are set out in the third schedule.
- 13. Interested trustees
- 13.1 Subject to clauses 13.3 and 13.4, a Trustee is entitled to act under this deed and to exercise all of the powers conferred on him or her even when the Trustees enter into or propose to enter into a Conflict Transaction for that Trustee.
- 13.2 A Conflict Transaction exists for a Trustee when;
 - (a) the Trustee is or may be or becomes associated (whether as director or otherwise in a private capacity or as trustee of another trust) with any company, partnership, organisation, group or trust with which the Trustee is transacting or dealing in his or her capacity as Trustee; or
 - the interests or duty of the Trustee in any particular matter conflicts or might conflict with his or her duty to the Trust or any of its beneficiaries; or
 - (c) the Trustee is transacting or dealing as Trustee with himself or herself in another capacity.
- 13.3 When a Conflict Transaction exists for a Trustee and there is at the time more than one Trustee:
 - the Trustee for whom the Conflict Transaction exists must declare the nature of the conflict or the potential conflict at a meeting of the Trustees; and
 - the Trustee must not take part in any deliberations or proceedings, including voting, relating to the Conflict Transaction, and the rules in the third schedule will be deemed to be varied accordingly; and
 - (c) If the Trustee contravenes paragraphs (a) or (b), of this clause, his or her vote will not be counted, and neither will the Trustee be counted in the quorum present at the meeting, and the rules in the third schedule will be deemed to be varied accordingly.
- 13.4 When there is a Conflict Transaction, and
 - (a) there is at the time a sole Trustee; or
 - (b) because of clause 13.3 there are at the time no Trustees who are permitted to vote on the Conflict Transaction -

the Trustees may still enter into the Conflict Transaction if they have obtained a written confirmation from a lawyer, accountant or other reputable professional person of independent status that the Conflict Transaction is proper and in order for the Trustees to enter Into.

14. Execution of documents

- 14.1 Whenever there is more than one Trustee and the Trustees in the exercise of any power authority or discretion conferred upon them need to sign or attest any deed it will be sufficient:
 - (a) if the Trustees are not incorporated as a board under the Charitable Trusts Act 1957, for that deed to be signed or attested by any two of the Trustees;
 - (b) If the Trustees are incorporated as a board under the Charitable Trusts Act 1957, for that deed to be executed under the common seal of the board attested by any two of the Trustees who are incorporated as the board.
- 14.2 Whenever there is more than one Trustee and the Trustees in the exercise of any power, authority or discretion conferred upon them, need to make any contract or agreement, it will be sufficient (and regardless of whether the Trustees are incorporated as a board under the Charitable Trusts Act 1957) for:
 - (a) that contract or agreement (which if made between private persons would by law be required to be in writing signed by the parties to be charged with It) to be made on behalf of the Trustees in writing signed by any Trustee who is acting under the express or implied authority of the Trustees; and
 - (b) that contract or agreement (which if made between private persons would by law be valid although made orally and not in writing) to be made on behalf of the Trustees by any Trustee who is acting under the express or implied authority of the Trustees.

15. Limitation of liability and indemnity

- 15.1 No Trustee Is liable for the consequence of any act or omission or for any loss unless the consequence or loss is attributable to his or her dishonesty or to the wilful commission by him or her of any act known by him or her to be a breach of trust or to the wilful omission by him or her of any act when the omission is known by him or her to be a breach of trust.
- 15.2 No Trustee is bound to take any proceedings against a co-Trustee for any breach or alleged breach of trust by the co-Trustee.
- The Trustees are not liable for any loss or cost to the Trust by any breaches of trust or defaults of any attorney, delegate, manager, agent or employee appointed or engaged or employed by them, despite any rule of law or equity to the contrary.
- Each Trustee is fully indemnified by and out of the Trust Fund (whether from the capital or the Income of the Trust Fund) for any loss or liability which he or she incurs in the carrying out or omission of any function, duty or power of the Trustees under this deed and in respect of any outlay or expenses incurred by him or her in the management and administration of the Trust unless the loss or liability is attributable to his or her dishonesty or to the wilful commission by him or her of an act known by him or her to be a breach of trust or to the wilful omission by him or her of any act when the omission is known by him or her to be a breach of trust. The indemnity given by this clause extends to any loss or liability which a person after

ceasing to be a Trustee incurs through the carrying out of any function, duty or power of the Trustees, whether the carrying out took place before, during or after the period in which the person was a Trustee.

16. Accounts and audit

- 16.1 The Trustees must ensure that financial records are kept.
- 16.2 The records must present the Trust's receipts, credits, payments, liabilities and all other matters necessary or appropriate in a way that shows the true state and condition of the financial affairs of the Trust.
- 16.3 The annual accounts of the Trust must be prepared by an accountant appointed by the Trustees.
- 16.4 The Trustees must have the annual accounts audited by an accountant appointed by them.
- 16.5 The books of accounts will be kept at the Trustees' office or at such other place as the Trustees think fit.
- 16.6 The books of accounts must always be available to be inspected by the Trustees.

17. Borrowing

No lender to the Trust need enquire about the necessity for any borrowing, or the purpose for which it is required, or the use of the money borrowed.

18. Amendment of this deed

Subject to any relevant legislation for the time being in force relating to charitable trusts, the Trustees have power by deed to amend, revoke, or add to any of the provisions of this deed PROVIDED THAT no amendment, revocation, or addition shall be made to the Objects or to any other provisions of this deed if the consequence would be to enable any part of the Trust Fund to be applied for objects or purposes other than objects or purposes that are charitable according to the law of New Zealand.

19. Governing law

19.1 The Trust will be governed by and construed in accordance with the laws of New Zealand.

20. Winding up

20.1 The Trustees may at any time wind up the Trust. On the winding up the Trustees will pay or apply such of the capital and income of the Trust Fund as then remains towards the furtherance of such of the Objects as the Trustees determine. If the Trustees cannot agree, the income and capital shall be paid or applied to such of the Objects as a judge of the High Court of New Zealand directs.

Execution

| Exec | ntad | 36.3 | dead |
|------|------|------|------|
| LAGL | ulcu | cs a | uccu |

SIGNED by Rosie Horton as Current Trustee In the presence of ;

Schola Culling Print name

Solicitor
Occupation of Witness

Address of Witness

SIGNED by Marle-Ann Billens

as Current Trustee in the presence of:

Marie an Bellers

Signature of Witness

HORRAGIUS BALTONS

Print name

-Prakmacist Occupation of Witness

31 ElizaBETHON CAARDENS Address of Wilness ST HELLES!

| SIGNED by Lisa Cruickshank as Current Trustee: in the presence of : |)) | LDuckstand |
|--|-----|------------|
| | Z. | |
| Signature of Witness | | |
| Print name | | |
| Occupation of Witness | | |
| Address of Wilness of Marians | | |
| SIGNED by Athlae Lyon as Current Trustee: In the presence of : | } | Mac him |
| Signature of Witness Patricia Whath. Print name Executive Director Occupation of Witness 3/466 Parnell Rd Address of Witness Carnell. | | |

| SIGNED by Jane Holland as Current Trustee: in the presence of : |) } } | okHellow |
|--|-------------|------------|
| Signature of Witness Sarah Culley Print name Solicitor Occupation of Witness Au Cklad Address of Witness | | |
| SIGNED by Patricia Wright as Current Truslee: in the presence of : | } | P. Muy ht. |
| Signature of Witness LAUVA HAWION Print name MKtq + Database (0.0) Occupation of Witness | ar | |

| SIGNED by Ann Simich as Current Trustee in the presence of : | |
|---|-----------------|
| 20 | S. J. P. Dinnel |
| .* | |
| Signature of Witness | |
| Dracki DEANMON Print name | |
| ACCOUNT MANAGER Occupation of Witness | Z |
| Address of Witness | |
| signed by Ronald Kay as Current Trustee: in the presence of : |) } } |
| | 141Kang |
| Signature of Wilness LAUVA TRIVITION Print name | ` |
| Maketing - DATZIAJE Occupation of Wilness | Co-vidinate/ |

SIGNED by Belinda Scott
as Current Trustee:
in the presence of:

Signature of Witness

RACHEL EASTON

Print name

ACCUNTANT

Occupation of Witness

AUCKLAND

Address of Witness

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Schedule 1: Powers of Trustees

The Trustees have power in accordance with clause 10.2 of this deed:

- (a) To sell, call in, and convert into money or other Property the whole or any part of the Trust Fund;
- (b) In relation to any Property that is part of the Trust Fund:
 - to retain it for so long as they think fit, even if it is of a wasting, speculative or reversionary nature, or might not produce income, or might be decreasing or not increasing in value;
 - (ii) to pay all insurance premiums, rates, taxes, rents and other outgoings in respect of it;
 - (iii) to manage it and effect repairs to it;
 - (iv) to Improve or develop or subdivide It;
 - (v) to do anything in connection with it that the Trustees consider will increase the value of it including, for example, adding to any buildings or structures, and entering into leases, tenancy agreements, party wall agreements, easements or profits a prendre;
 - (vi) to grant leases and ficences of it;
 - (vii) to make allowances to and with tenants of it and others;
 - (viii) to accept surrenders, waive breaches, and terminate tenancies and licences in relation to it; and
 - (ix) generally to deal with it and manage it as if the Trustees were beneficially entitled to it;
- (c) To accumulate the income of the Trust Fund;
- (d) To apply or set aside any part of the Trust Fund towards the payment of any liabilities or obligations incurred or suffered by the Trustees or falling due in future including (without limitation) the repayment of any money under a mortgage or charge or in payment of interest;
- (e) To carry on any business or venture, and:
 - (i) to use in the business or venture any Property that is part of the Trust Fund;
 - to form (whether by themselves or with others) a company or partnership or venture to carry on the business; and
 - (iii) to be directors or partners or parties of or to that company or partnership or venture and to retain for themselves any reasonable remuneration paid;

- (f) To open and maintain a bank account and to decide who will be the signatories to that account;
- (g) In relation to any Security that is part of the Trust Fund:
 - (i) to exercise any voting or controlling or decision-making rights or powers attaching to it; and
 - to concur in any reconstruction or amalgamation of it or in any modification of the rights of the holders of it or of others interested in it and generally to act in respect of it;
- (h) In relation to any company or other body (whether incorporated or unincorporated) or chose in action or fund:
 - to appoint directors or trustees, or decision-makers or controllers or officers or employees of it;
 - to consent to any reorganisation or reconstruction of it or dealing with it and any increase or reduction of the capital of it; and
 - (iii) to provide out of the Trust Fund further capital for it whether by advances, loans, deposits, grants, contributions or otherwise (with or without security) or by taking further securities in it;
- (i) To raise or borrow money (either bearing or free of interest) from any person;
- (j) To secure the repayment of money borrowed and any interest on it by mortgage or charge over all or any of the Properly that is part of the Trust Fund;
- (k) To apply money borrowed for any of the purposes for which the income or the capital of the Trust Fund may be applied, used or invested;
- (i) To enter (either cirectly or through an intermediary) into any arrangement with any person, body (whether incorporated or unincorporated) or government (referred to as "the other party") by which the Trustees undertake to make payments to, or to the account of, the other party in any currency, and the other party undertakes to make payments to, or to the account of, the Trustees in the same or any other currency;
- (m) Without limiting the generality of paragraph (i) of this clause, to enter into currency swaps, interest rate swaps, asset swaps, future rate or forward rate arrangements, interest caps, collar arrangements, floor arrangements, option arrangements, or anything similar, or any combination of those transactions;
- (n) In relation to any insurance Policy that is part of the Trust Fund:
 - (i) to pay the premiums on it, out of income or capital;
 - (ii) to surrender It;
 - (iii) to convert it into a fully paid up policy;
 - (iv) to accept a new policy or policies for it; and
 - (v) to agree with the insurer on any variation of it;

- (o) To enter into any contract of indemnity, or act as surety, or give any guarantee, and to give any security in support;
- (p) To set apart any portion of the Trust Fund:
 - (i) as a sub-trust, or
 - (li) as a special endowment, or
 - (iii) for a special purpose, or
 - (iv) under any special or distinguishing name -

and the portion set apart and any accretions to it may be applied for the purpose for which it was set apart or for any other purpose authorised by this deed;

- (q) To advertise the Trust and the Objects;
- Subject to clause 9.2 of this deed, to seek, receive or decline conveyances, transfers, gifts, devises, donations and bequests of Property;
- (s) To obtain incorporation or registration of the Trust in accordance with any law from time to time in force relating to charitable trusts;
- (t) To appoint or engage or employ any person or company (including any of the Trustees) for any period:
 - (i) as an expert or professional person or entity to advise on or carry out any of the trusts and powers authorised by this deed; and
 - (#) as an attorney or delegate for the Trustees in New Zealand or elsewhere for all or any of the purposes of the Trust; and
 - (iii) as a manager or agent for or on behalf of the Trustees in all or any matters relating to the management and the control of the Trust, and any business owned by the Trustees or in which they are concerned; and
 - (iv) as a secretary of the Trustees; and
 - (v) as an employee of the Trustees In all or any matters relating to the Trust.
- To act upon any opinion or advice or information obtained from a person or entity .
 referred to in paragraph (t)(i) of this clause;
- (v) To determine all questions and matters of doubt which may arise in the course of the management, administration, investment, realisation, distribution, liquidation, partition, resettlement or winding up of the Trust Fund or the Trust;
- (w) Generally to do all such other lawful acts and things that are incidental or conducive to the attainment of the Objects; and
- (x) Subject to clauses 11.1 to 11.4 of this deed, to pay from the income or capital of the Trust Fund any costs or expenses incurred in the course of the Trustees discharging, carrying out or exercising any of their duties and powers.

Schedule 2: Rules Governing the Number and Appointment and Cessation of Office of the Trustees

1. Number of Trustees

1.1 Minimum number of Trustees

The minimum number of Trustees is eight and during any period in which the number of Trustees falls below the minimum permitted number, the Trustees will appoint the requisite number of Trustees to ensure the number of Trustees are increased to not fewer than the minimum permitted number as soon as reasonably practicable.

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1.2 Actions of remaining Trustees

For the purpose of rule 1.1 and despite anything to the contrary in this deed, all acts and decisions of the remaining Trustees in relation to the Trust pending the increase in the number of the Trustees will be valid and binding on all persons.

1.3 Maximum number of Trustees

The maximum number of Trustees is twelve.

2. Eligibility

A person is not permitted to be a Trustee if he or she is:

- (a) a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order under section 111 of the Insolvency Act 1967;
- a person who has been convicted of any offence punishable by a term of imprisonment of two or more years unless that person has obtained a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;
- (c) a person who has been sentenced to imprisonment for any offence unless that person has obtained a pardon or has served the sentence;
- (d) a person who is disqualified from being a director of a company under section 382 of the Companies Act 1993;
- a person in respect of whom an order has been made under section 383 of the Companies Act 1993;
- (f) a person to whom a written notice has been given in accordance with section 3β5 of the Companies Act 1993;
- (g) a person who is mentally disordered within the meaning of the Mental Health Act 1969;
 or
- (h) a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988.

3. Rotation of Trustees

3.1 Rotation

- (a) At the Annual General Meeting held 1 year after the date of this deed and every year after that date of the Trustees or if the number is not a multiple of three then the number nearest but not exceeding one third shall retire from the office. A retiring Trustee is eligible for reappointment.
- (b) The persons to retire in each 12 month period pursuant to rule 3.1(a) will be those who have been longest in office since their appointment or last reappointment as the case may be. As between two or more persons who were appointed, or last re-appointed, on the same day, the person or persons to retire will, if no agreement is reached by the parties themselves, be determined by lot.
- (c) A retiring Trustee shall hold office until the dissolution of adjournment of the meeting at which he or she retires.

3.2 Appointment of new Trustees

The Trustees at the meeting at which a Trustee retires by rotation under this clause may fill the vacated office by electing a person and in default the retiring Trustee will, if available for re-election be deemed to have been re-elected unless the meeting has expressly resolved not to fill the vacated office or unless a resolution for re-election of the retiring trustee is put to the meeting and lost. In addition, the power of appointing Trustees to fill casual vacancies and appoint new Trustees is vested in the remaining Trustees. When electing new Trustees the Trustees take into consideration the particular area of expertise a new trustee has to ensure that the Trustees have an appropriate range of skills and expertise to carry out the purposes of the Trust.

4. Cessation of trusteeship

- 4.1 A person shall cease to be a Trustee:
 - (a) If the Trustee resigns or retires by written notice to the other Trustees; or
 - (b) If the Trustee becomes a person whom rule 2 does not permit to be a Trustee; or
 - (c) If the Trustee dies; or
 - (d) If the Trustee refuses to act in his or her capacity as a Trustee.

5. Record of trusteeships

Upon each person commencing or ceasing to be a Trustee, the Trustees shall cause that fact to be recorded in the minute book of the Trust.

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Schedule 3: Rules Governing the Meetings of Trustees

1. Quorum

- 1.1 A quorum for meetings of Trustees is the majority of Trustees then holding office.
- 1.2 If a Trustee is suffering from any temporary physical incapacity or temporary physical infirmity or is mentally incapable, rule 1.1 and rule 5 of this schedule shall apply as if that Trustee were not a Trustee of this Trust.

2. Time of meetings

2.1 Subject to these rules and to this deed, the Trustees shall meet and regulate their meetings as they think fit.

3. Chair

- 3.1 The Trustees may from time to time appoint one of their number as chair of the Trustees and decide on the period for which the chair will hold office.
- 3.2 The chair (or in the absence of the chair, another Trustee elected by the meeting) shall take the chair at all meetings of the Trustees, but shall not have a casting vote.
- 3.3 The other Trustees may by unanimous resolution remove the chair of the Trustees as chair.

4. Notice of meetings

- 4.1 Any Trustee may at any time summon a meeting. Seven days notice of any meeting (stating the place, day and time of the meeting) shall be communicated by the Trustee to each of the other Trustees unless all of the Trustees agree to shorten or waive the period of notice. It is not necessary to give notice of a meeting to Trustees who are absent from New Zealand.
- 4.2 No notice will be necessary for the resumption of adjourned meetings except to Trustees not present at the meeting adjourned.

5. Decisions

- 5.1 Unless otherwise provided by this deed, all questions and matters arising at meetings of Trustees shall be decided by resolution of a majority of the Trustees present at the meeting. A resolution by half of the number of Trustees present at a meeting does not constitute a resolution by a majority of the Trustees present at that meeting.
- 5.2 Subject to prior compliance with rule 4.1, in the case of a question or matter to be decided by a majority of Trustees present at a meeting in accordance with rule 5.1, a resolution in writing signed by a majority of the Trustees who constitute a quorum at such meeting shall be as effective as if it had been passed at a meeting. Such a resolution may consist of several tike documents each signed by one or more of the Trustees and may be sent by facsimile transmission.

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5.3 Any resolution of the Trustees may be rescinded or varied from time to time by the Trustees in the same manner as it was passed.

6. Audible communication

- 6.1 The contemporaneous linking together by telephone or any other means of audible communication of enough of the Trustees, all of whom are in New Zealand, to constitute a quorum shall be deemed to constitute a meeting of the Trustees so long as the following conditions are met:
 - (a) The Trustees must have received notice of the meeting (or have waived notice) under rule 5.1 and must constitute a quorum.
 - (b) Each of the Trustees taking part in the meeting must be able to hear each of the other Trustees taking part at the commencement of the meeting and (subject to the terms on which a Trustee may leave the meeting under rule 6.2) throughout the meeting.
 - (c) At the commencement of the meeting each of the Trustees must acknowledge his or her presence to all the other Trustees taking part in the meeting.
- 6.2 A Trustee must not leave a meeting (whether by departing or by disconnecting his or her telephone or other means of communication) unless he or she has previously obtained the express consent of the chair of the meeting. A Trustee shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the chair.

7. Minutes

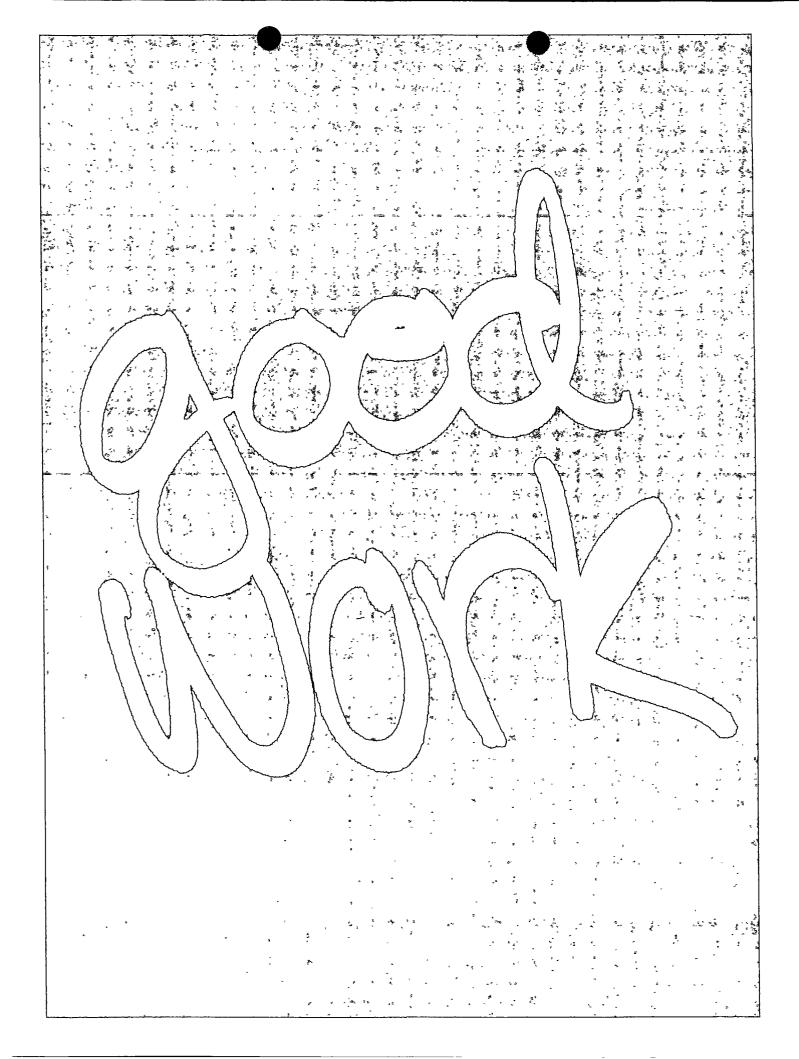
- 7.1 The Trustees are to keep minutes of their meetings and of all their decisions. The minutes shall be kept in a minute book maintained by a person appointed by the Trustees.
- 7.2 Any minute of a meeting of the Trustees (including their decisions) purporting to be signed by the chair of the meeting or of the next meeting shall be prima facie evidence of the matters referred to in such minute having been authorised done or passed by the Trustees. The decisions recorded in the minutes will be read in conjunction with this deed and will be binding on all persons interested in the Trust.

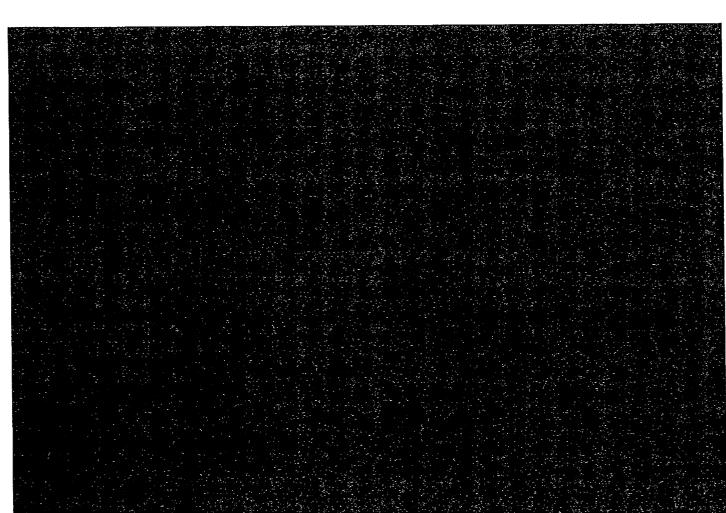
8. Adjournment

- 8.1 If a quorum is not present within twenty minutes after the time appointed for any meeting, the Trustee or Trustees present may adjourn the meeting.
- 8.2 Any meeting may be adjourned if the Trustees present so resolve.

9. Interested Trustees and conflict transactions

9.1 Clauses 13.1 to 13.4 of this deed govern the instances and consequences of a Trustee for whom a Conflict Transaction exists. When there is a Conflict Transaction, clauses 2.1 to 11.1 of these rules shall be deemed to be varied to the extent required by clauses 13.3 and 13.4 of this deed.





Vision:

To prevent New Zealanders developing and dying from breast cancer.

Mission:

We are committed to preventing

New Zealanders developing and dying
from breast cancer through education,
awareness, research, medical support
and development, community outreach
and advocacy.

Board of Trustees Chairperson's Report:

It is a pleasure to prezent our 2009 Annual Repart, which describes what has been a year of solid additivements for the Foundarien and, in hum, the people were represent and lawer, so hard far—New Zealanders offsected by broon!

We coulds't have achieved this without the generous support and commitment in the breast causes of lifeuscends of New Zeslanderer. Thank you for putting your fails in The Foundation, enabling us to make a difference and continue our lifecoving activities.

With the help of people like you, great results are being achieved. More than 80% of New Zealand wamen can expect to survive a diagnosis of breat cancer with the droth rate descrizing by nearly 24% between 1995—dobb! However, with an agring population his incidence of breast cancer will rise and frace will file a lot more work to do.

Our Trust Deed clearly states the primary purpase of The Foundation is to raduce the mortality rate from breast conce: in New Zealand. In support of this The Foundation

- Education and Awareness Early Descript Messages Community Support and Outreath Programmes Werkfarce Development for medical and clinical
 - practitioners

 Research into breast concer treatment

 Advocacy for those New Zealanders offeeted
 by the disease.

The Board of Trustaes, has approved an ambilious Strategio Plan for 2009/10, which includos:

- Stretiegte pointerstatisfor because concer oducation resources, information and advocacy comparignt
 Advancing the Donor Development model through Philanthropic sectors such as Trusts, Bequests and Community Grants.

As a Board, we recognise this plan will require
additional recovers, and we antivious the Akill Basa of
the Foundrien will need to broaden. To this end, we hat
earnised jalanted employees with as perience in these

helping women living with breast cancer.

I would like to thank the management keam ai The Foundation for their hard work this year, my follow Institute for continuing to guide the development of the organization end our spansas and suppliers whose generally fuels our programmes and outwirks.

Klaas Pruchahame

2008/2009 Targets Met

M.Raise Awareness

MIncrease Education

Fund Research & Development

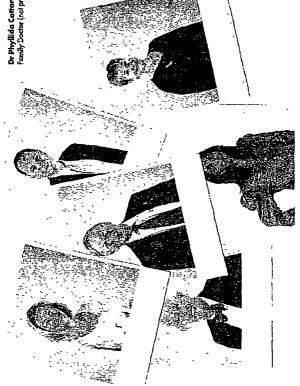
Attract More Volunteers

Expand the Patient Register to Christchurch

Secure New Premises

Expand services to women with breast cancer Evolve Community Outreach Programme

Medical Advisory Chairperson's Committee Report:



From top left:

dreast Surgeon Professor Ran Kay (retired) Or Rheena Ramsaroop Dr Vernon Harvey **Mr Stephen Mills** Dr Marli Gregory Medical Oncologist Dr Belinda Scott Breast Surgeon Precal Physicia athologist

Dr Phyllida Cotton-Barker

Family Doctor (not present)

The New Zeokmd Breast Cancer Foundation is guided by a Medical Advisory Committee (MAC) comprised of 7 multidisaplmary experts.

The Medical Advisory Committee's role is to

- Give advice to the Board of Trustees regarding
- Inform The Foundations position on Medical ususs
- Approve all aducational material of The Foundation
 Discuss applicants and select all research grant recipients
 Undertake educational overnings on behalf of
- Issue combined statements with Cancer Society The Foundation
- and Breast Screen Aotearca Laise with the Auckland Breast Cancer Study Group

year with HER2 positive early breast concer would have a 12-month course of Herceptin fully funded through the public health sornor is their clinicar recommended it. The extended Herceptin funding is fortistive news for women with HER2 positive early stage breast concervities families and the New Zealand community. The bulk of scientific data over-whethingly supports a 12-month course of Herceptin for those breast cancers for which it is effective. This decalon enables denicons to recommend the 12-month course for those patients they believe it will help, without the financial implications this decision has was delighted with the Government announcement on 5 December 2008 that 300 New Zealand women each The New Zealand Breast Cancer Foundation (NZBCF) regarding the Breast Cancer Patient Registers Kay Events in 2008 / 09 previously raised

Breast cancer was the bading cause of death from cancer manning families in 2005 (4.04) deaths of 17.1 percent of femile cancer deaths), according to the Idress statisfies overlable from the Marstry of Moeth HEZ possitive breast overlable from the Marstry of Moeth HEZ possitive breast diagnosed or approximately 320 patients per year at a cancer accounts for around 20 - 25% of those cancers consorvative estimate. The NZBCF will continue to support and review all new data on Hercepin and other breast concer drug treatments are lies information becames overlable through chincol finals and from the New Zeoland Breast Cancer Patient Registers which The Foundation a rolling out with Datrict Hoalth Boards around New Zealand

medicine, Annudex (anastrazole), has been widened through changes to funding as of 1 February 2009. Access to the frequently prescribed breast cancer

with advanced breast cancer and those patients intolerant now means Anmidex is available, and fully subsidised, to all breast cancer patients for the first time in New Zealand Access to Arimidex was previously restricted to patients or contraindicated to tamoxifen. The change to funding

Breast cancer patienth will no longer require only special authority approvals or have to pay any part chargest to gon access to this medication's, resulting in more patients gain access to this medication's, resulting in more patients gain access to the map orthant technicals of the constitution. This is excellent news for our patients who in the past have had to part-charge for this medication and those who have had to order this medication from hospital. The charge it tilly subsidized funding means that Amildax will be more widely available, which will make accessing the drug simpler for women undergoing hormone therapy Treatment for breast concor.

it used to be it at all hormane receptor positive positive positive administrate for 5 years Recently, data has shown that the arromatuse inhibitors have a slightly better turvival and local recurrence rate to tanzoxífen? It is important that our patients have equal access to drugs as they do overseas, especially anes that have been shown to be supenar to what our standard treament used to be

The NZ Breast Cancer Foundation To dale, NZSC fres definitived well by over \$1,000,000 for breast cancer research and medical grams in New Zeoland. The grants are available for clinical frich or scentific research promoting advances in the cause, diagnoss and management of breast center Local cancer research boosted by

was Dr. Jo Perry of the Liggins Institute whose \$150,000 grant tonded research into why a substantial proportion of potients davelop resistance to frontline anti-sitrogen based One of our 2008 recipients of an NZBCF Research Gran theraptes for breast cancer, such as Tamoxifen.

prognosis of patients with harmone-sensitive breast concer The research is aimed at delivering a therapeute strategy, with rapid potential clinical application, to improve the

concer will survive 5 years or mone, and the death rate has decreased by nearly 24% between 1995-2005', Lite all clinicans, and indeed all New Zealanders, tom happin law why vital resourch such as the to improve treatment pathways, the 5/year survival rate for women with breast cancer will increase to over 90% as the next three years. Ioday, date to 85% of NZ wamen diagnosed with breas



Breast Surgeon, Chair of Medical Advisory Committee Dr Belinda Scott,

Schodule Update February 2009 2. The ATAC Trialis Group-Effect 1. New Zealand Pharmaceunical References:

adjuvant treatment for early-stage of anastrozole and tamaxifen as breast cancer, 100-marsh analy of the ATAC trial, Lancer Oncol 2008, 9 45-53

3 Ministry of Health (2008) Cancer New Registrations and Deaths 2005, p.35 Wellington. MOH

Executive Trustee's

2008 was a year of substantial charge for lite New Zealand I Broad Carrier foundation including a significant increase in Findings of community outcody programmers, a restruction of this organisation, and an extraded comminment to providing services to wemen in New Zealand who are affected by services to wemen in New Zealand who are affected by levers cancer. We are very pound of what we have achieved and are delighted to some our first emmunication in the year of the contraction of

The Foundation's vision is to prevent New Zeolorders developing on Adhing from Interest connect. Of this end, a bold interesyed strategic plan will see The Faundation invest in post-tening services, for New Zeolond warmon, promoth increased collaboration and information shoring within the lineased collaboration and information shoring within the least connect seeling and official services in a definition of the second of wareness exacting advication, research and wwareness required.

As a non-gove:nment truded organisation we rely on done from public appeals, carparate and cammeraid sponsorability, rayalises from the sele of Fink Products, grants. From pravies and special exents to functionary master and special exents to functionary masterialism.

This year The Foundation will lock to build on the success of its Firk Ribbon Breakfast, organised for the first first in May 2008. We wish to build this intoline ever time as a second errough find airing owers one deducation are result suggost Breast Concer Awareness: Manth in Odober.

We will be expending our finding platform by building on devologing the whole platform by building on devologing of purplem giving plan, which includes a key gift and bequests programme. The expansion of revenue streams used begans to programme. The expansion of revenue streams with be facilities before predicted sponsorially strongs, a longested fines markering programme and, later this year, on extended range of fundacing metchandise.

programo, which offers a nationwide community advocation road show as well as on-equest parties; will also a fresh approach to communicating the importances of breast health is New Zodland women. A specific fecus will so on obtaining better engagement with hard-to-tooch audiances, including Morai and Pacific women. We are adstrained to weit with these diverse health groups to develup programmes and resources that are effective in orticaling the outsid groups to be proparities.

to recorganization of The Foundation's staff and the ovil size of their voltaw use in antituding begazion'n little carity's disvelopment. With a commitment to expending ur fundating in the future, it was clear the requirements of ur fundation would not be much by staging levels, to Foundation would not be much by staging levels, en new Marketing & Fundationing staff bring significant openite and energy to building on the successus the New Bolond Breast Charets Conduction that withouthy on dilared, it new structure allows, its provide more furding for olgots and research in the community as we new have the source to leidenly them to remove streams and to madmine the anounce to leidenly them to enter the community of a went where the sources to leidenly them to enter the community as we new have the sources to leidenly them to enter the community as we new have the sources to leidenly them to enter the community as we new have the sources to leidenly them to enter the community as we new have the sources to leidenly them to enter the community as we new have the sources to leidenly them to enter the community as we new thore the sources to leidenly them to enter the community as we new have the sources to leidenly them to enter the community as we new thore the sources to leidenly them to enter the community as we new thore the sources to leidenly the we to enter the community as we new thore the sources to leidenly the we to enter the community as we have the community as we have the community as we have the sources to leidenly the weak the sources are the community as we have the community as we have the community as we have the the community as we have the community as we have the sources to leidenly the weak the sources the community as we have the community as we should be sourced the community as we have the community as we have the community as we have the the community as we should be sourced the community as we have the the community as we have the community as we should b key dirver cf our expanded funding and support angramme is the redevolopment of The Foundarion's websit inch new hear therecved manages on a refeated look and on more effective to swease of the wide mange to dedvite or programmes we provide. Our regular communications a supporters and stakeholders have been enhanced by e-winter newaletter and online messaging ampliand viral

wer he next year, The Foundation is committing \$1.25
liken to kind community-bread support programmes and
acid project, daigned to kielp women deal with the
yeard project, daigned to kielp women deal with the
yeard and psychelogical effects of I breast content diagnost
yeard and psychelogical effects of I breast content diagnost
theorems.

addition to the focus on wellbeing, there will be an xxanxion of The Foundarion's oliter services, such or seasor drand professional development for the medical onmunity. The planned growth in delivery of services elifest. The Foundarion's commitment to do more for oil with Zeland women.

would like to thank our Board of Trustues and the Modified doisory Committee for their leadership, expensive and orimitment to the strategic growth of the arganisation and the mo and energy thay commit to the fight against breat cancer. must also make special mention of our sponsons, strategic conners, supportars and the Now Tecland community or a oldedne for their unwavening support for currouse. To all of so, on behalf of the foundation, thenk you. We could not not insulting the fifther ound without your support.

Joch Soft.

2009/2010 Targets

- Increase the percentage of 45-69 year old eligible women undergoing screening from 63% to 70%
 - ☐ Develop a wide range of education tools to inform, educate and involve women from diverse communities
 - □ Continued delivery of free education and awareness seminars, with particular focus on 'hard to reach' audiences
 - U Increase investment in research
- ☐ Increase the medical grant and workforce development programmes
- Improve access to breast health services for all New Zealand women
 - Monitoring drug access issues
- Increase parmerships for funding essential equipment
 - Develop General Practitioner Education programme to assist General Practitioners in their role promoting breast awareness
- Reinforce association between NZBCF and the Pink Ribbon
 - ☐ Develop a comprehensive fundraising events programme
 - ☐ Prepare a comprehensive donor—development model.

Looking further — Our 24year Sirategic Plan

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भिन्दिन्यद्वित्ताकोच्छन्द्रीस्त्रकारिकारण्यद्वाराज्युर्याप्रकृषिविष्टिकार्थं priverbitecilipgeरिक्ताकोक्षरुक्ताकोक्षरुकार्धान्याचित्रकारिकार्धा लीकन्त्रकारकाराज्युरुकः Inaccessed Etypoch/OzoRetucathon-and/Axozoonass The Roundstath Reconsistens programms weakh public activation and own anaxooting actifitiaty with provides whell broad consortificant on the Nava Zedend comes and litch foralles. The Powdethark bitzootifically Eticathon broad of Octas and Incompanies in the Consortificant bitzootifically be harcens own consortion of the Consortificant bitzootifically and location own consortion of the Consortificant bitzootificant bitzo

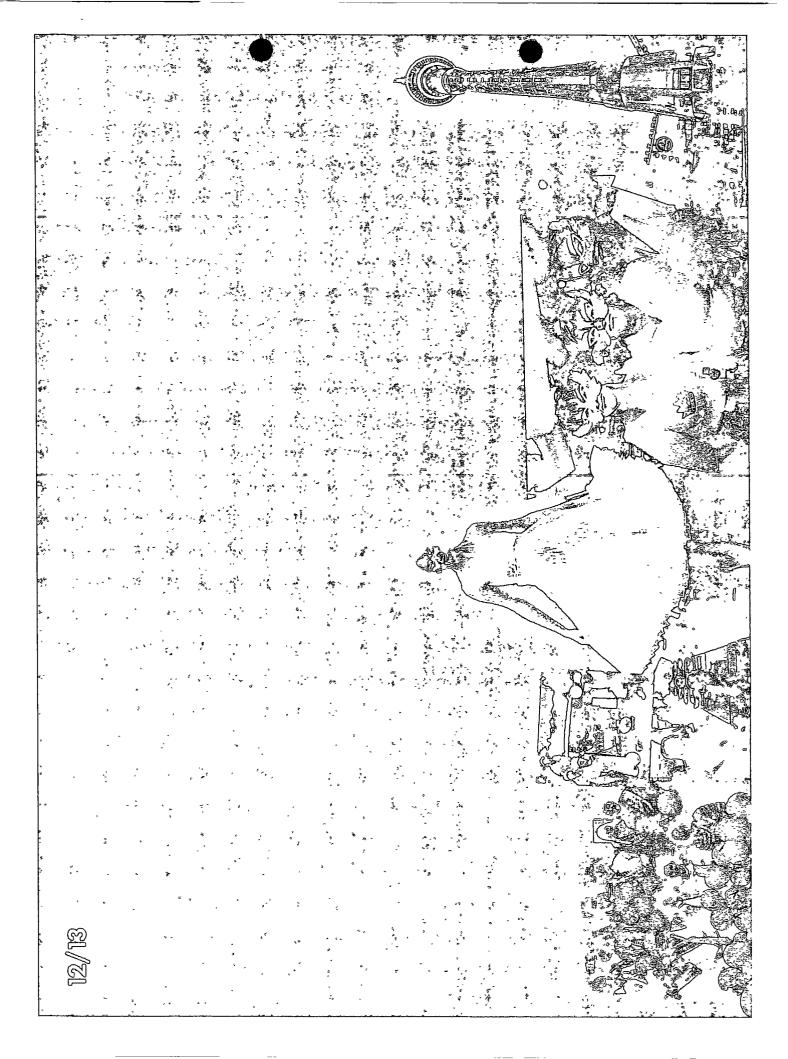
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The Foundationsbetraften er eine Geschichte er eine Geschichte er eine Geschichte Ge

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The feunclation from Data High profile fundations on the feunchalist fundants from the feunch fundation of the feunch fundations for the feunch fundation for the feunch fundation fundati



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Our Sponsors and Strategic Partners

number of corporate spansors and commercial partners who provide direct financial assistance and proceeds from the sale of Fink Products each year. Sponsors and Strategic Partners The Foundation is fortunale to have the support of a

In addition to generating exsential funds for The Foundation's activities, spansars and commercial partners help promote vare nest and underspracting of breast health strough their own advantising and communications activities. Before they are able to gain the rights of promoting their successions with The Foundation and its promoting their successions with The Foundation and its promoting their successions are trained and the most a reage of sinfer trinkin to manner the required to most a reage of sinfer trinkin to manner the reduction of brand is positively aligned with women's health.

The Pink Ribbon is one of the most recognised heelth symbols in the world, and enjoys 95% bord awarenass here in New Zeoland. As custoding of the tradsmost in New Zeoland. The Foundation believes that of responsibility to ensure the symbol is used opproprietely to promise overate-sonal understanding of broads content and believes and understanding of boards content and believes to find the world. It is implementing a number of new measurest to protect the integrity of the broad and prevent unsurfacted the ord integrity of the promise and not prevent unsurfacted the ord integrity of the forth and prevent unsurfacted the ord integrity of the forth and prevent unsurfacted to so fifth so first Ribbon far inappropriate commercial gain — concerns which have been identified in the United States and other countries in recent years.

Strategic Partners
The New Zealand Recat Concer Foundation is proud to
have a number of piermier supporters, commercial partners
have a number of piermier supporters, commercial partners
have a cupon to piermier supporters, commercial partners
increase between concer exerciones and rain furcicler The
Foundation's activities.

The Foundation is privileged to have the support of a family of sponsors and business supporters who provide exercises supporters who provide cours or this support is viral to the efficient operation of The Foundation, enabling us to make a difference and continue our life-soving advisites.

Their support is not only financial. They also help the Foundation by reising owereness of breast cancer through. Their chen because and autoanter pramelions, providing access to their network of contracts and giving generously of their time and prohibisional services.

One sponsor of The Foundation who hastaken facir supporting the public domain is Kiwi Blue woter, whose provincione bothly libroarids and bus shelten ritisting awareness of breast concer, with \$75,000 provided for The Peruddisin in 2008.

The Lian Foundation has been a prémier supporter of The Foundation for the pass thirty years, providing on involuble ennuel grant to apparent is notionwide community education Breast Health Roadshow.

In the Community

National Community Education Road Shows In 2008, The Foundation's Breast Health Educators delivered over 200 free educational seminars to communities in over 60 caties and towns.

Foundation providing an invaluable annual grant to fund the Nationwide Education Roadshow programme The Lon Foundation is a Premier Supporter of The

stations and on The Foundation's webille. Pasters are also sent to local organizations and businesses tagether with a maifout to The Foundation's database. Each Roadshow is advertised in local papers, on radio

the needs of the individual group or organisation. It covers topics such as breast health, breast cancer foods and statistics in New Zealand, myths, mammograms, risk Each presentation is talored in time and content to surf factors, breast self checks, lifestyle charces and more. The Roadshow programme achieves many positive results:

- Awareness the advantaing for the Roadshows serves as a remindent to women to be breast ower and also references. The Foundation's key lifescenting messages.

 Call for addion women and men are maffirated to
 - attend the Roadshows to find out more information and gain knowledge about broast cancer and breast health Layering offed — aftendees take home information and free resources from the Roadshow, to share their knowledge with family and friends throughout their
- Life saving hundreds of women each year and many have the knowledge to be proactive about their breast health, and when appropriate encourage and support men have attended the Roadshows and ultimately now others to be proadive

undertakas FREE breast health seminars to corporates, workplaces, schools, sports dubs, health conterences, women's groups, tertiary institutions, plus many other The New Zealand Breast Cancer Foundation also groups throughout New Zealand

concer leaves and educating all women about breast health is paramount. Over 2,500 New Zealand women are diagnosed with breast cancer early ear, and with breast concer leavely lea highest mortally in women. The Foundation is committed to growing its education. The Foundation believes raising awareness of breast

Recipients **Funding**

questions that afted our survival rate. Through this research we improve treatment outcomes and give New Zealand women the chance to die from old age instead of breast concer is on the horizon, it is only through research that we will find it. Through research it will be possible to create a clearer, more accurate picture of breast cancer Incidence, care and survivorship in New Zealand While we wait chiagons who treat breast concer, are atheally important for those affected. While all of us hope a cure for breast for a cure it is research that enables doctors to answer the

bereft, The Foundation exists to continue the fight through the funding of breast screaung equipment, advocacy on best practice for breast concert treatment and research. to improve the outcomes for women diagnosed with the disease. Records made possible by the exceeder of the Breast Cancer Patient Registers, enoble diagnoss from multiple discaplenes to investigate the reasons behand multiple discaplenes to investigate the reasons behand For those families and friends that breast cancer leaves discrepancies in response to freatment The Foundation has been supporting this project over the peat six years and has committed to another three years of funding, bringing total frameds isopport to \$620,000 to date. Funding has been provided to the Auddand, Wakistio and Contectury regions with Wellington coming on board in lette 2009

treatments for breast cancer patients. The outcome of this research could make a significant contribution in improving Another research project to receive extended funding from The Foundation is Dr Euphemia Leung of The University of provide opportunity for early intervention with alternative of resistance to the anti-estrogen drug Tamoxilen so as to Auckland. Dr Laung's research focuses on early detect patient survival

Projects we were involved with Other funding provided by The New Zealand Breast Concer Foundation

Christchurch Breast Cancer Register Auckland Breast Cancer Register Warkato Breast Cancer Register

esearch

lo Perry, Uggins Institute Euphemia Leung, Auckland University

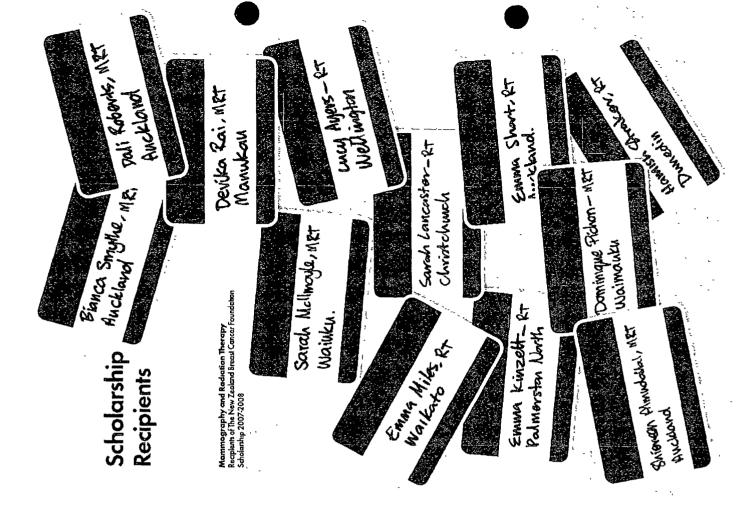
Medical Education and Development Radioin Therapist Conference Sydney June Radioinon Therapist Scholarships Mammography Scholarships Mammography Scholarships Frayel Greats to attend Leuro VI International Breast Concer Conference

community Outreach

VONS Pamper days

was Encore Programme Outward Bound Attendance Grant

Carabyn Weston "Positive Stories on Surviving Breast Cancer" Publication of book, 2,000 copies for distribution to breast cancer chnics, NZBCF library, etc.



Our Passionate People

As pictured (from left):

National Brasst Health Educators Janelle Aiken and Parlich Feld profess support for women and filter findings of buying with breast career and ereume our mposters and filter for filter aroung early detection messages continue to reach the community. They frow I New Zeabind providing in free public breast cancer education seminars and free public breast canners advantages in the community. A key focus of their work is to Simprove penetration of high risk groups

Marketing & Communications Manager Suzanne McNicol has a strategic focus to raise awareness of breast cancer through public education and to manage the breast accessing raises for the eligible population through media communications, public relations, direct marketing and advocacy

Research Analyst Valene Pennet is responsible for garhering quelty evidenced-based information on broast penelt and providing the meaning of these facts to the New Zeoland public including the research community and treatment funders and provides

Executive Assistant Amanda Clark provides support for fundraising, resources for our sponsors and supporters and assists with developing breast cancer awareness materials

Community Events Coordinator, Katle Davis provides odministrative and areafive support to more than 1000 individual community events every year

Sponsackip & Frents Manager Lynete White is responsible for delivering value to our sponsor and supporters whose finding enclose our programmes, and for delivering a schedule of events each year that builds everences of breat enclose is supported by supporting the supporter of supported in the support is our work.

Administrative Services Coordinator Louse Bedwell provides froit of house response to all those who use the services of The Foundation and processes all donations received from our supporters.

Support Services Manager Notale Livermore manages all accounting, human resources and administration for The Foundation's operations and services.

Our Board of Trustees

The New Zealand Breast Cancer Foundation is governed by the following Board of Trustees, who give their time and expertise voluntantly

As pictured (from left):

President/Chair Lisa Cruidshank u an audi partner in Deloitis, an Atember of the Instituto of Directors at New Zeoloma on the subern and adving face on the NZBGF Board of Trustees for the past sx yours. Viza President/Viza Chair Marle-Ann Billens as aboute General Managez of Este Lauder In 1992 Evelyn Lauder of Este Lauder Changer of Este Lauder Changes made o commannent to the tight against broader cancer and launchad the first Phik Ribbon Breats Cancer Awareness Campaign of Evée Lauder countsars across the United States The New Zeelband Breast Cancer Poundation was established in 1994 with the launch of this first cannual October Prick Ribbon Breast Cancer American Campaign.

Colleen Cavanagh is a trade mark specialest lawyar and also advises on reletated intellectual property law. She is a alway Zeoland Registered Palent Attorney and a Follow of the New Zeoland Institute of Palent Attorneys.

Patricia Wright has over 20 years of charitable experence goiging not for port in againstance and is a current Truleo of the Searthy Foundation as well as the New Zealand Breast Canzer Fundation. Dr Belinde Scott MBCHB, FRACS has worked in public and private practise as a General Surgeon over the last I years, As Chen of the Medical Advisory Committee she specits frequently to the mode, also or advochanal events and takes parity and specific at meetings on breast comort both internationally and in New Zeoland.

Athloe Lyon is the Char of the Pink Ribbon Bequest Society Committee in addition to her service on the Board of Trustees

Dr. Ronald Kay MBCHB, FRACS has been a Trustee of the New Zealand Breat Cancer Foundation for 15 years and drared The Foundation's Medical Advisory Committee for first sur years. Ron has also been very active in clinical trial groups and worldwide networking to help the Foundation to fulfill its charactele purpose

Kevin Malloy is a highly experienced media and brand stratingtis who has held CEO and Board position is or inhermation media companies, MedavVest and SMG, both of vivions are ranked #! in the world in their sectors Kevin brings practical support as well as strategic advice to The Foundation through his employer, StorCam who provide free media planning and buying services to the NZBC.

Executive Trustee Heather Shother leads the organization and is responsible for setting strategy in conjunction with the Trustees and Medical Advisory Committee, and for managed by a searction of the strategy of the expension and delivery of The Foundation's programmes.

Patron, Dame Catherine Tazard GCMG, DBE, QSO (not pictured). Petron, Mrs Rosemary Horton QSM, QSO





Statements Financial

| Statement of Financial Performance For the year ended 31 March 2009 | | | |
|--|------|--------------------|------------|
| | Nate | 2009 | 2008 \$ |
| Operating revenue | - | 3,310,917 | 2,682,768 |
| Expenses | | | |
| Cost of sales | | 249,197 | 149,464 |
| Education and awareness (excluding salaries) Orther manages community | • | /42,976 500.807 | 411,307 |
| Pahent register funding grants | - | 218,850 | 139,094 |
| Other grants Recognitionality | | 100,000 | 101,962 |
| Other administration and fundraising expenses | | 539,567 | 148,682 |
| Salanes and wages Denmachton | | 16,671 | 10,600 |
| Amortisation | | 1,556 | |
| कार का विक्रवान of asset | | 109 | |
| | | 3,211,526 | 1,969,914 |
| Surplus from aperations | | 168'66 | 712,854 |
| Interest income | - | 206,187 | 163,020 |
| Net surplus for the year | | 305,578 | 875,874 |

Statement of Movements in Funds For the year ended 31 March 2009

|--|

The Notes to the Financial Statements (pages 22 to 28) form an integral part of these Financial Statements.

Statement of Financial Position As at 31 March 2009

| | Note | 2009 \$ | 2008 \$ |
|-------------------------------|------|------------|------------|
| Comment Assets | | | |
| Dank and oneh | | 1.870.934 | 1.196.756 |
| Bearing Library | | 207.280 | |
| National | | 306.966 | 552 |
| respecyments A | | 20.093 | 39.651 |
| You describe | | 1.810.898 | 1.877.880 |
| | m | 147.235 | 47,296 |
| | | 4,363,406 | 3,162,135 |
| Non-Current Assets | | | |
| Property, plant and equipment | 7 | 39,917 | 37,489 |
| paranaible assets | v) | 14,565 | - |
| | | 54,482 | 37,489 |
| Total Assets | | 4,417,888 | 3,199,624 |
| Current Liabilities | | | |
| Payables | | 442,919 | 51,948 |
| Income recoved in advance | | 521,715 | |
| Total Lizabilities | | 964,634 | 51,948 |
| | | | |
| Net Assets | | 3,453,254 | 3,147,676 |
| Funds | | | |
| Retained surplus | | | 3,147,676 |
| Total Funds | | 3,453,254 | 3,147,676 |

Approval by Irustees

The Trustees are pleased to prosont the financial statements of the New Zealand Breast Concer Foundation for the year ended 31 March 2009 on pages 20 to 28

Kisa Bruinshana

H Shotter Executive Trustes

L Cruickshank President For and on behalf of the Trustees

The Notes to the Financial Statements (pages 22 to 28) form an integral part of these Financial Statements.

Carlton - DFK - DFK

AUDIT REPORT

TO THE READERS OF THE FINANCIAL REPORT OF

THE NEW ZEALAND BREAST CANCER FOUNDATION

We have audiced the financial statements on pages 20 to 28. The financial report provides information about the past financial performance of the New Zealand Steast Cancer Foundation and its financial position as as 31. March 2009. This information is sancel in accordance with the eccounting policies ast our on pages 23 and 31.

BOARD OF TRUSTEES RESPONSIBILITIES
The Bard is responsible for the preparation of a financial report which gives a rule and fair view of the financial pathological of the New Zealand Breast Caneer Foundation as at 31 March 2009 and of the results of its operations for the year.

AUDITORS RESPONSIBILITIES It is our repointibility to express an mid-pendant opizion on the Eunockal report prescuird by the Brand and report our opinion to you.

BASIS OF OPENION An audi includes examining, on a test base, evidence relevant to the annun's and disclosures in the financial statements, It also includes assessing

- · the significant estimates and judgments made by the Board in the proparation of the financial report, and
- Whether the accounting policies are appropriate to the Foundation's circumstances, consistently applied and adequately disclosed

We conducted our audit in accordance with New Zealand auditing standards. We planted and parthrated our audit to as no obtain all the information and explanations which we considered reseasers. We detained sufficient evidence to give restorable assumes that the financial standards are free from material masslements, whether caused by final or error. In firming our opinion we also evaluated the overall adequacy of the presentation of information in the financial report.

Other than in our expanity as auditor we have no relationship with or interests in the New Zealand Breast Cancer Foundation

QUALIFIED OPPLYON

Uncommon with other organisations of a shaller type, control over became prior to it being reconders in limited and there are no practical suids procedures to determine the effects of this limited control

in this respect alone we have not obtained all the information and explanations that we have required

in our opinion, subject to the luminol commol over income, the financial scarmous famy, reiber the financial position of the Foundation as st 31 March 2009 and the results of its operations for the vear eached on that

Our audit was completed on 21 September 2009 and our qualified opinion is expressed as su that dates



-:

Statement of Accounting Policies

For the year ended 31 March 2009

The New Zealand Breast Cancer Foundation is a charable organisation incorporated under the Chaniable Trush Act 1957 and regatered with the Chantles Commission. The Foundation was formed to reduce breast cancer morbidity and mortality in New Zealand. The fixandal statements of the New Zealand Breast Cancer Foundation have been prepared in accordance with generally accepted accounting practice and the Trust Dead.

1. Basis for Preparation

The financial statements have been prepared on the historical cost basis. The reporting currency is New Zealand dollars.

Specific Accounting Policies

The speaks accounting policies used in the preparation of the financial statements are as follows

2.1 Property, Plant and Equipment

Property, plant and equipment is recorded on the historical cost bosis.

Provision is made for any permanent impairment in the value of property, plant and equipment

All terms of property, plant and equipment are deprecated on a diminishing value basis at rales which will write off their cost less estimated resodual value over their expected useful lives.

2.2 Inventories

All inventories are valued at the lower of cost and net realisable value. Cost is calculated on the weighted average bosts.

2.3. Taxation

The Foundahon has been granted charatable states under the Incame Tax Act 1976, and is exempt from income tax on moome derived in trust for charatable purpases

2.4. Goods and Services Tax

The financial stokments have been prepared using GST exclusive figures with the exception of receivables and payables which are stated GST inclusive

2.3. Operating Leases

Operating lease rentals are recognised eventy over the expected period of benefit to the charitable trust

Statement of Accounting Policies (cont'd) For the year ended 31 March 2009

2.6. Differential Reporting

;;;;

The chantable trust qualifies for differential reporting exemptions as it does not have public accountability, and is not "large" as defined in the Framework for Differental Reporting

Accordingly, it has taken advantage of all differential reporting exemptions allowed under the Framework for Differential Reporting with the axcoption of

FRS-19 Accounting for Goods and Services Tax

2.7. Changes in Accounting Policies

There have been no changes in accounting policies during the year

2.8 Revenue

Revenue from general fundraising events and donations are recognised on receipt. Revenue from selfing goods is recognised when the risks and rewards of ownership are transferred. Revenue from interest is recognised on a time proportionate basis that takes into account the effective yield.

Rovanue from sponsorships are recognised when The Foundation has fulfilled its obligations and earned the sponsorship revenues. Revenue from baquests are recognised when The Foundation controls the benefits associated with the baquest Grants that are subject to restrictions are recognised when they are received by The Foundation. Grants that are subject to conditions are recognised as revenue as the conditions are recognised as revenue as the conditions are triffled. Restructions are binding teams, imposed by an external party, that tims or direct the purpasses for which a grant may be used, but do not specify that the receptent has to return the grant to the donor if the grant is not used as specified. Restrictions on the use of assets are disclosed in the notes.

Conditions are binding terms, imposed by an external party, that requre the grant to be used by the recipient as specified, or the grant must be returned to the donor

2.9 Donated Goods and Services

Danated goods and services are included or the fair value to The Foundation where this can be quantified. The value of services provided by volunteers has not been recognised in these financial statements.

2.10 Comparatives

Comparative figures included in the financial statements relate to the financial year ended 31 March 2008. When a necessary fisse figures have been redostlifted on a bads consistent with current disclosure for the year ended 31 March 2009.

Notes to the Financial Statements For the year ended 31 March 2009

2003 2003

2009 5

| Total Revenue | | |
|--|-----------|-----------|
| ion Femilia control in | 200 000 | 200.000 |
| Other dongton and sponsorship receipts | 1,690,590 | 1,203,362 |
| Pink ribban sales | 812,204 | 738.821 |
| Other pink product sales | 246,590 | 196,247 |
| Entertainment Book sales | 102,505 | 41.016 |
| Events | 248,362 | 155,733 |
| Lottary revenues | | 138,401 |
| Bequests | 10,666 | 9,188 |
| Total operating revenue | 3,310,917 | 2,682,768 |
| Interest | 206,187 | 163,020 |
| Total ravanue | 3.517.104 | 2 845 788 |

Surplus for the Year
 The surplus for the year has been arrived at other charging the following expenses from operations:

| | Rent Audh fres | 61,938 6,300 | 37,896 3,000 |
|---|-------------------------------|-----------------|-----------------|
| - | Inventories Finished goods | 147,235 | 47,296 |
| - | Property, Plant and Equipment | | |

| Office Equipment: | , | |
|-------------------------------------|-----------|----------|
| Atcost | 152,414 | 134,434 |
| Acamulated depregation | (112,658) | (97,290) |
| | 39,756 | 37,144 |
| Event Equipment: | | |
| Alcost | 1,710 | 1,710 |
| Accumulated deprecation | (1,549) | (1,365) |
| | 191 | 345 |
| | | |
| Total property, plant and equipment | 39,917 | 37,489 |
| | | |
| | | |

Depredation rates are as follows:

11 4 - 48.0% DV 12 0 - 26 4% DV 48.0 - 60.0% DV Office Equipment: Furniture & Fitings Event Equipment

Ç

2008 15,000 1,127 (56) 1,065 Acamulated amortisation Accumulated amortisation Total intangible assets 5. Intengible Assets Software Website

A cost

Amortisation rate is as follows: Software.

Grant and Lease Commitments ď

The Foundation has continued to commit to grants in support of the Breast Cancer Patient Registurs for Auckland, Walkate and Christchurch during the 2009 financed year Breast Cancer Patient Register Grants:

217,250 [88,250] 129,000 129,000 (83,000) 44,000 90,000 Commemons of funds Less. Payments made Additional funds committed in 2009 Auckland

Commercing 1 October 2006 to 30 September 2009, The Foundation has committed \$142,000 (excl GST) in support of the Auckland Breast Concer Patient Register. Additional funds of \$44,000 were committed to the Auckland Patient Register on 26 March 2009

176,000 (50,845) 125,155 125,155 (58,630) 13,475 80,000 Less. Payments made Additional funds committed in 2009 Waikato Commitment of funds

Commenang 1 July 2007 to 30 June 2010, The Foundation has committed \$175,000 (excl GST) in support of the Weikarb Breast Cancer Patient Register. Additional funds of \$13,475 were committed to the Weikarb Patient Register on 26 March 2009

139,740 rul 139,740 (77,220) 15,480 78,000 Commitment of funds Less. Payments made Additional funds committed Christchurch

li was unanimously agreed at the Trustees Meeting on 3 April 2008, to cammit The Foundation to lund the Christdurch Breast Cancer Register for the sum of \$139,740 (excl GST) to be paid over a two year penad Additional funds at \$15,480 were committed to the Christdurch Patient Register on 26 March 2009

;

| v ŋ | Jnif 280,000 nil | 280,000 ml |
|------------|---|---------------------|
| | u District Hoaith Board Digital Mammography (| Lass, reyments made |

The Foundation has committed \$280,000 in the year to 31 March 2010 in support of the CMDHB Digital Manmography Unit

| Commitment of funds Commitment of funds (120,000) ni Ass Poyments mode A57,500 ni |
|---|
|---|

Commentants in 2009, The Foundation has committed \$577,500 over three years in support of the 'Sweet Laviso' programme of services run by the Lavise Perkns, Foundation

| Pink Pulotos | | | | |
|---------------------|---------|---|----|--|
| Commitment of funds | 120,000 | | Ē | |
| Less. Payments made | ·Z | , | 72 | |
| | 120.000 | | 2 | |

The Foundation has committed \$120,000 in the year to 31 March 2010 in support of the Fink Plates programme in order to provide greater certainly for communities, the organisation was given advance notce of grants awarded for the yearto 31 March 2010. For comparative purposes, \$18,500 was awarded to the programme in the year to 31 March 2009.

| Dragon Boats | | |
|---------------------|--------|------|
| Commitment of funds | 35,000 | 꼍 |
| Loss, Payments made | TE . | 12 |
| - | 35,000 | Jie. |

The Foundation has commuted \$35,000 in the year to 31 March 2010 in support of the Breas Cancer Survivor Dragon Boat achieves In order to provide greater certainty for communities, the organisation was given achorice notice of grains awarded for the year to 31 March 2010. For comparative purposes, \$19,710 was awarded in the year to 31 March 2009 (2008-\$10,000)

| . YWCA Encore | | |
|---------------------|--------|----|
| Commitment of funds | 45,000 | Ē |
| Less: Payments made | ·= | -E |
| | 45,000 | 15 |

The Foundation has committed \$45,000 in the year to 31 March 2010 in support of the Encare programme. In order to provide greater entainth far communities, the organisation was given advance notice of grants evarded for the year to 31 March 2010. For comparative purposes, \$18,667 was awarded to the programme in the year to 31 March 2009 (2008 \$21,305).

| 50,000 nil | ભી | 000'05 . |
|----------------------------------|------------|----------|
| ch Scholarships nant of funds | ments made | |

The Foundation has awarded a \$50,000 research schokrahip to E Leung in the year to 31 March 2010 For comparative purposes, various Radiation Therapy schokarships were awarded to the total of \$29,800 m the year to 31 March 2009 (2008, \$56,565).

2009 \$

\$ 2008

Plant and Equipment Lease Commitments: Commitments in respect of non-carcallable operating lease for folding and inserting machine are

2,577 5,047 7,624 Current Non-Current

| | 32,770 117,426 150,196 |
|--|------------------------------|
| Clonbern Road Lease Commitments: Commitments in respect of the operating lacts of offices at Clonbern Road are: | Current nul Non-Current nul |

| ~ | Z | 150,196 |
|--|--------------------|---------|
| Faken Street Lease Commitments: Commitments in respect of non-concallable operating lease of offices at Fakon Street are: | Fakon Street are: | |
| Current Non-Current | 166,881 809,969 | 2 27 |

There have been no guarantees given during the period and there are no other captal commitments at 31 March. 2009 (2008 mil)

ĸ

Related Parties

The New Zealand Breast Cancer Foundation has used the accounting services of Delotte in which Uso Cruicishank, a Instee, it a Parties, it a Parties, it a Parties, it a Parties, it a Parties, is a Parties, is a Parties, is a Parties. Bell Gully has provided by got services to The Foundation in which Jane Holzand, a Instee during the year, is a Parties. Both firms have provided these services predominantly on pro-bono terms

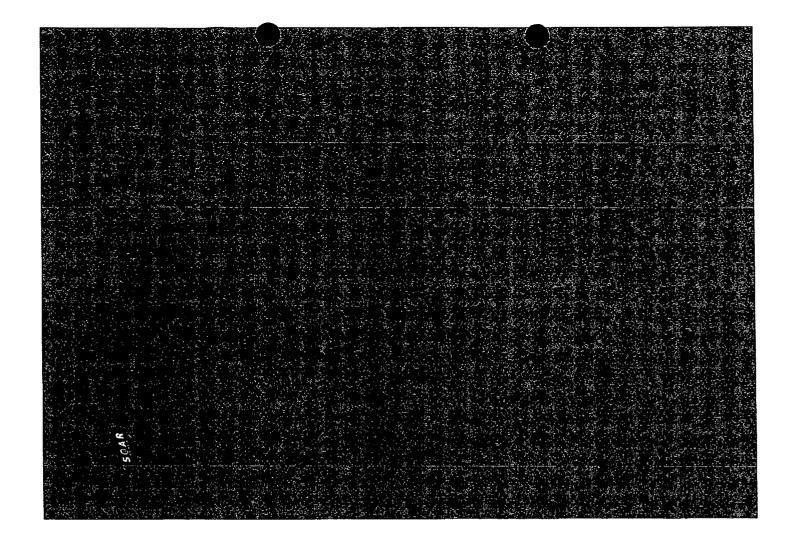
P Wright, a Trustee, provided project management services during the year in an executive capacity. Total project management fees paid to CPJ Group for these services were \$73,071, of which \$12,179 was outstanding at \$1 March 2009.

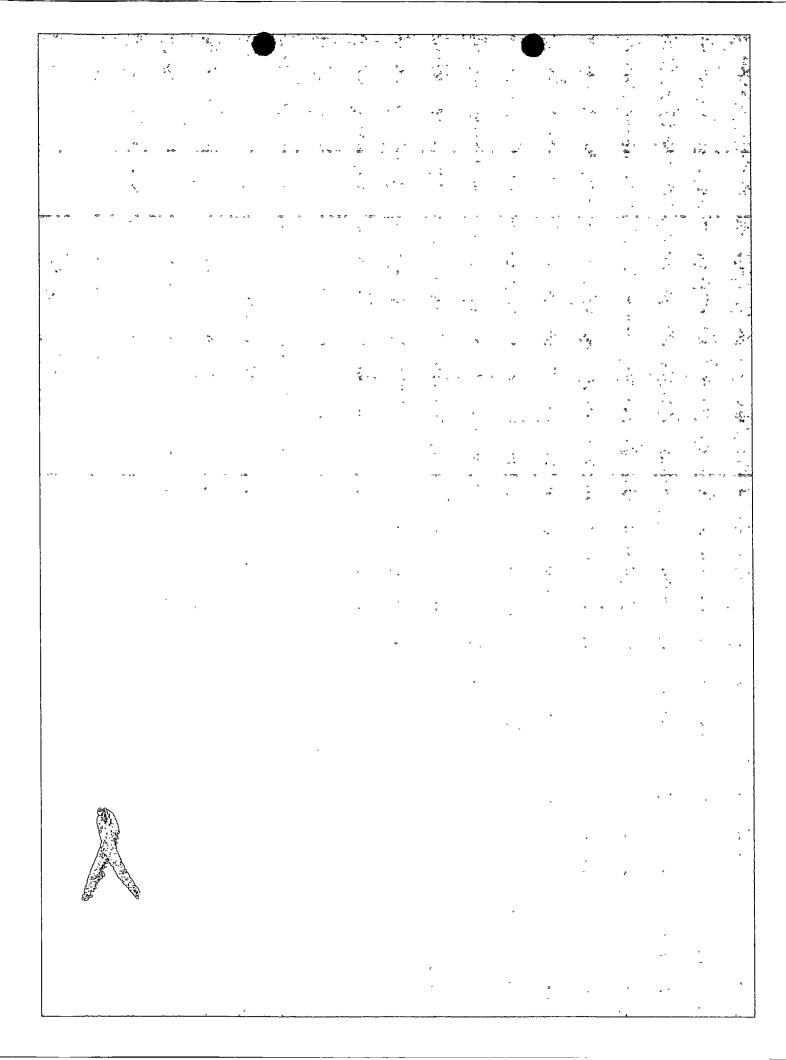
8. Subsequent Events

There have been no significant events subsequent to balance date (2008 mil)

9. Contingent Liabilities

There were no contingent liabilities or assets as at 31 March 2009





FEDERAL FOOTNOTES

STATEMENT A
PART VII-B, QUESTION 5(A)(4)
STATUS OF GRANTEE

THE ROBERTSON FOUNDATION MADE GRANTS DURING THE FISCAL YEAR ENDING NOVEMBER 30, 2011 TO HARROW SCHOOL OF UK. BASED ON THE FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT (SEE ATTACHED), THE ROBERTSON FOUNDATION HAS MADE A GOOD FAITH DETERMINATION THAT HARROW SCHOOL IS THE EQUIVALENT OF A PUBLIC CHARITY DESCRIBED IN SECTION 501(C)(3) AND 509(A) OF THE CODE.

FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT OF OFFICER

| The u | ndersign | ed, to assis | t grantmaking fo | oundations in the United States of America determine |
|---------|------------|--------------|---|---|
| wheth | er | HARROW | ScHooL | (the "Grantee") is the |
| equiva | alent of a | public cha | arity described in | n section 509(a)(1), (2) or (3) of the United States |
| Intern | al Rever | ue Code o | r a private opera | ting foundation described in section 4942(j)(3) of the |
| Code, | makes t | he followir | ng statement: | |
| 1. | Office | . I am the | Director of the official title] A MEMBER | OF THE SENIOR MANAGEMENTTEAM |
| 2. | INDER | ition and p | ourposes. The (GRANTED BY G | Grantee was created by [identify statute, charter, or other puech elizabeth I of in [year] 1572, and is |
| operat | ed exclu | sively for | the following pu | rpose or purposes [check applicable box or boxes]: |
| | | charitable | | |
| | | religious | | |
| | | scientific | | |
| | | literary | | |
| | V | education | al | |
| | | fostering | national or inter | national amateur sports competition |
| | | preventio | n of cruelty to cl | hildren or animals |
| 3. | Progr | ams and a | ctivities. The | activities of the Grantee have included and will include |
| [descri | • | - | uture activities and | |
| | | | | UK'S LEADING INDEPENDENT (PRIVATE) SCHOOLS, ONE OF |
| | | | | ALISING IN PROVIDING A HIGH QUALITY BOALDING |
| | | | | WE ARE A SECONDALY SCHOOL EDUCATING ROYS |
| | | | | HEM LIFE SKILLS AND A CADEMIC QUALIFICATIONS |
| | | | | ING UNIVERSITIES IN THE UK, THE USA |
| ANO | AROU | IND THE | WORLD. | |

- 4. Governing documents. Copies of the charter, bylaws, and other documents pursuant to which the Grantee is governed are attached.
- 5. No improper private benefits. The laws and customs applicable to the Grantee do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than: (a) pursuant to the conduct of the Grantee's charitable activities; (b) as payment of reasonable compensation for services rendered; or (c) as payment representing the fair market value of property which the Grantee has purchased.
- 6. No proprietary interest in Grantee. The Grantee has no shareholders or members who have a proprietary interest in its income or assets.
- 7. **Distribution of assets on dissolution.** In the event that the Grantee were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be distributed to another not-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality for a public purpose. A copy of the relevant statutory law or provisions in the governing instruments controlling the distribution of the organization's assets on liquidation is attached.
- 8. Limits on activities. The laws and customs applicable to the Grantee do not permit the organization, other than as an insubstantial part of its activities, to (a) engage in activities that are not for religious, charitable, scientific, literary, or educational purposes; or (b) attempt to influence legislation, by propaganda or otherwise.
- 9. No candidate campaign activity. The laws and customs applicable to the Grantee do not permit the organization directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

| 10. | Contr | ol by other organizations. The Grantee is [choose one]: |
|-----|----------|---|
| | N | not controlled by or operated in connection with, any other organization |
| | | controlled by or operated in connection with another organization or organizations |
| | as fol | lows [describe]: |
| | | |
| | | |
| | | |
| | | |
| 11. | Quali | fication as publicly supported organization. The Grantee is [check one of the following]: |
| | | a school (that is, an educational organization which normally maintains a regular |
| | facul | ty and curriculum and normally has a regularly enrolled body of pupils or students in |
| | atten | dance at the place where its educational activities are regularly carried on and that |
| | has a | dopted and operates pursuant to a racially nondiscriminatory policy as to students, |
| | and h | as completed IRS Form 5578). |
| | | a hospital (that is, an organization whose principal purpose or function is the |
| | provi | ding of medical or hospital care). |
| | | a church (that is, a church, synagogue, or mosque). |
| | | none of the above, but it satisfies a public support test as demonstrated by the |
| | attac | hed Schedule of Financial Support for the four most recently completed taxable |
| | years | |
| 12. | Anth | norization. The [governing body; e.g., board of directors] |
| | 1144 | of the Grantee has authorized me to make this Declaration and affirms its |
| con | itents. | have |
| | | |
| 13. | | ing representations. The representations made in this Declaration are binding on |
| tne | Grantee. | |

I declare that the foregoing is true and correct of my own knowledge.

| Isignature | of dec | larantl |
|-------------------|--------|---------|

DATE: 07 DECEMBER 2010

Please attach the following if available/applicable:

- o Governing documents
- o Relevant statutory law or governing document provisions relating to dissolution
- o Form 5578 (if organization is a school)

Schedule of Financial Support

| | Year <u>2006</u> | Year 2007 | Year <u>2008</u> | Year <u>2009</u> | Total for four <u>years</u> |
|---|---------------------|--------------|---------------------|---------------------|--------------------------------|
| (A) Gifts, grants, and contributions received: | ··· | | | | · |
| (B) Membership fees received: | | | | | |
| (C) Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's exempt purposes: | | | | , | |
| (D) Gross income from interest, dividends, rents, and royalties; | | ···- | | | |
| (E) Net income from business activities that are unrelated to the organization's exempt purposes: | | | | | |
| (F) The value of services or facilities furnished by a governmental unit without charge: | | | | | |
| (G) The total of lines (A) through (F): | | | | | |
| (H) Line (G) minus line (C): | | ··· | | | |
| (I) Two percent of line (H): | | | | | |
| (J) Please attach a schedule of contributions for each do than the amount on line (I) (a major donor), and showing contributions exceeded the amount on line (I) (excess co | the amou | int by whicl | | | |
| (K) The sum of all major donors' excess contributions is: | | | | | |
| (L) The four-year total for line (H), minus the four-year totals of lines (D), (E), and (K) (the amount of public support) is: | | | | | ··· |
| (M) Line (L) divided by the four-year total for line (H) (the percentage of the organization's support that is public support) is: | | | | | |
| | | | | | |

FEDERAL FOOTNOTES

STATEMENT A
PART VII-B, QUESTION 5(A)(4)
STATUS OF GRANTEE

THE ROBERTSON FOUNDATION MADE GRANTS DURING THE FISCAL YEAR ENDING NOVEMBER 30, 2011 TO THE UNIVERSITY OF GHANA. BASED ON THE FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT (SEE ATTACHED), THE ROBERTSON FOUNDATION HAS MADE A GOOD FAITH DETERMINATION THAT THE UNIVERSITY OF GHANA IS THE EQUIVALENT OF A PUBLIC CHARITY DESCRIBED IN SECTION 501(C)(3) AND 509(A) OF THE CODE.

FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT OF OFFICER

The undersigned, to assist grantmaking foundations in the United States of America determine whether THE UNIVERSITY OF GHANA (the "Grantee") is the equivalent of a public charity described in section 509(a)(1), (2) or (3) of the United States Internal Revenue Code or a private operating foundation described in section 4942(j)(3) of the Code, makes the following statement:

| 1. | Office | . I am the [official title] VICE-CHANCELLOR of the Grantee. |
|------------|-----------|--|
| 2. | Forma | ation and purposes. The Grantee was created by [identify statute, charter, or other |
| docume | ent] THE | UNIVERSITY OF GHANA ACT 1961, (ACT 79) in [year] 1961, and is operated |
| exclus | sively fo | r the following purpose or purposes [check applicable box or boxes]: |
| | | charitable |
| | | religious |
| | | scientific |
| | | literary |
| | ∛ | educational |
| | | fostering national or international amateur sports competition |
| | | prevention of cruelty to children or animals |
| 3. [descri | | ams and activities. The activities of the Grantee have included and will include current, and future activities and operations]:TEACHING AND RESEARCH TO |
| SUPP | ORT SO | OCIO-ECONOMIC POLICY FOR DEVELOPMENT IN GHANA AND AFRICA |
| | | |
| 4. | Gove | rning documents. Copies of the charter, bylaws, and other documents pursuant to |

which the Grantee is governed are attached.

- 5. No improper private benefits. The laws and customs applicable to the Grantee do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than: (a) pursuant to the conduct of the Grantee's charitable activities; (b) as payment of reasonable compensation for services rendered; or (c) as payment representing the fair market value of property which the Grantee has purchased.
- **6. No proprietary interest in Grantee.** The Grantee has no shareholders or members who have a proprietary interest in its income or assets.
- 7. **Distribution of assets on dissolution.** In the event that the Grantee were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be distributed to another not-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality for a public purpose. A copy of the relevant statutory law or provisions in the governing instruments controlling the distribution of the organization's assets on liquidation is attached.
- 8. Limits on activities. The laws and customs applicable to the Grantee do not permit the organization, other than as an insubstantial part of its activities, to (a) engage in activities that are not for religious, charitable, scientific, literary, or educational purposes; or (b) attempt to influence legislation, by propaganda or otherwise.
- 9. No candidate campaign activity. The laws and customs applicable to the Grantee do not permit the organization directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

| 10. | Conti | ol by other organizations. The Grantee is [choose one]: |
|-----|-------------------------|--|
| | $\overline{\mathbf{Y}}$ | not controlled by or operated in connection with, any other organization |
| | | controlled by or operated in connection with another organization or organizations |
| | as fo | llows [describe]: |
| | | |

- 11. Qualification as publicly supported organization. The Grantee is [check one of the following]:
- a school (that is, an educational organization which normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on and that has adopted and operates pursuant to a racially nondiscriminatory policy as to students, and has completed IRS Form 5578).
- a hospital (that is, an organization whose principal purpose or function is the providing of medical or hospital care).
- a church (that is, a church, synagogue, or mosque).
- none of the above, but it satisfies a public support test as demonstrated by the attached Schedule of Financial Support for the four most recently completed taxable years.
- 12. Authorization. The [governing body; e.g., board of directors] UNIVERSITY COUNCIL of the Grantee has authorized me to make this Declaration and affirms its contents.
- 13. Binding representations. The representations made in this Declaration are binding on the Grantee.

I declare that the foregoing is true and correct of my own knowledge.

[signature of declarant]

DATE: 04/10/2007

WICE FRANCISCO

WIVERSITY OF CLARA, BROTH

Schedule of Financial Support

| | Year 2002 | Year 2003 | Year <u>2004</u> | Year 2005 | Total for four years |
|---|----------------|----------------|---------------------|--------------|----------------------|
| (A) Gifts, grants, and contributions received: | 246,645 | 652,075 | 450,135 | 997,207 | 2,346,062 |
| (B) Membership fees received. | | | | | |
| (C) Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's exempt purposes. | <u>135,095</u> | 132,888 | 385,111 | 300,078 | 953,17 <u>3</u> |
| (D) Gross income from interest, dividends, rents, and royalties. | 18,488 | 51,359 | 9,434 | 8,094 | 87,373 |
| (E) Net income from business activities that are unrelated to the organization's exempt purposes. | | | | | |
| (F) The value of services or facilities furnished by a governmental unit without charge: | 147,490 | 214,472 | 195,856 | 274,313 | 832,131 |
| (G) The total of lines (A) through (F). | <u>547,717</u> | 1,050,794 | 1,040,536 | 5 1,579,69 | 2 4,218,739 |
| (H) Line (G) minus line (C): | 412,621 | 917,906 | 655,42 | 5 1,279,61 | 4 3,265,566 |
| (I) Two percent of line (H): | 8,252 42 | 18,358 1 | 2 _13,108. | 50_25,592 | 28 65,311 32 |
| (J) Please attach a schedule of contributions for each d than the amount on line (I) (a major donor), and showing contributions exceeded the amount on line (I) (excess contributions). | g the amou | nt by which | | | |
| (K) The sum of all major donors' excess contributions is | i: <u>967</u> | <u>,421 07</u> | | | |
| (L) The four-year total for line (H), minus the four-year totals of lines (D), (E), and (K) (the amount of public support) is | 2,2 | 10,771 93 | | | |
| (M) Line (L) divided by the four-year total for line (H) (the percentage of the organization's support that is public support) is: | 0.6 | 8 | | | |

2002

| | | T |
|----------------------|--------------|----------------------|
| DONOR | CONTRIBUTION | EXCESS CONTRIBUTIONS |
| | \$ | |
| IDRC | 53,322.21 | 45,069.79 |
| USAID | 58,871.17 | 50,618.75 |
| FORD FOUNDATION | 74,625.00 | 66,372.58 |
| FAO | 39,800.00 | 31,547.58 |
| LUNDS UNIVERSITY | 10,143.60 | 1,891.18 |
| WAGPP | 35,350.00 | 27,097.58 |
| 2003 | | |
| IDRC | 87,210.07 | 68,851.95 |
| USAID | 22,909.93 | 4,551.88 |
| WAGPP | 82,520.00 | 64,161.88 |
| FAO | 50,000.00 | 31,641.88 |
| UNIVERSITY OF BOSTON | 118,066.86 | 99,708.66 |
| MACRO INTERNATIONAL | 149,593.79 | 131,253.67 |
| 2004 | | |
| FORD FOUNDATION | 25,000.00 | 11,891.50 |
| IDRC | 43,974.36 | 30,865.86 |
| MACRO INTERNATIONAL | 82,656.47 | 69,547,97 |
| NEPAD | 80,000.00 | 66,891.50 |
| PRIPODE | 21,499.44 | 8,390.94 |
| IFPRI | 21,975.00 | 8,866.50 |

FEDERAL FOOTNOTES

STATEMENT A
PART VII-B, QUESTION 5(A)(4)
STATUS OF GRANTEE

THE ROBERTSON FOUNDATION MADE GRANTS DURING THE FISCAL YEAR ENDING NOVEMBER 30, 2011 TO THE HAWKE'S BAY HELICOPTER RESCUE TRUST OF NEW ZEALAND. BASED ON THE FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT (SEE ATTACHED), THE ROBERTSON FOUNDATION HAS MADE A GOOD FAITH DETERMINATION THAT THE HAWKE'S BAY HELICOPTER RESCUE TRUST OF NEW ZEALAND IS THE EQUIVALENT OF A PUBLIC CHARITY DESCRIBED IN SECTION 501(C)(3) AND 509(A) OF THE CODE.



Certificate of Registration

Hawkes Bay Helicopter Rescue Trust

Registration number: CC22791

This is to certify that Hawkes Bay Helicopter Rescue Trust was registered as a charitable entity under the Charities Act 2005 on 10 April 2008.

Mand

Chair Charities Commission

Chief Executive Charities Commission

FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT OF OFFICER

The undersigned, to assist grantmaking foundations in the United States of America determine whether Hawke's Bay Helicopter Rescue Trust (the "Grantee") is the equivalent of a public charity described in section 509(a)(1), (2) or (3) of the United States Internal Revenue Code or a private operating foundation described in section 4942(j)(3) of the Code, makes the following statement.

| 1. Office. I am the [official title] Chairman of the Gra |
|--|
|--|

| 2. | Formation and purposes. | The Grantee was created by | [identify statute, charter, or other |
|--------|----------------------------------|-------------------------------|--------------------------------------|
| docume | nt] Trust Deed in [year] 1992 | , and is operated exclusively | for the following purpose or |
| purpos | es [check applicable box or boxe | sl: | |

| \square | charitable |
|-----------|--|
| | religious |
| | scientific |
| | literary |
| 0 | educational |
| | fostering national or international amateur sports competition |
| П | prevention of cruelty to children or animals |

3. Programs and activities. The activities of the Grantee have included and will include [describe past, current, and future activities and operations]:

The Hawke's Bay Helicopter Rescue Trust was established to provide a 24/7 rescue helicopter service to the Hawke's Bay region. The service is free to those who require urgent medical transportation.



In 2010 the Rescue Helicopter Service performed over 310 missions in the Hawke's Bay region; 140 emergency rescue missions and 170 emergency inter-hospital transfers to tertiary care hospital.

The Hawke's Bay Helicopter Rescue Trust is a charitable, not for profit organisation.

4. Governing documents. Copies of the charter, bylaws, and other documents pursuant to which the Grantee is governed are attached.

Copy of Charity Rules are attached

- 5. No improper private benefits. The laws and customs applicable to the Grantee do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than: (a) pursuant to the conduct of the Grantee's charitable activities; (b) as payment of reasonable compensation for services rendered; or (c) as payment representing the fair market value of property which the Grantee has purchased.
- 6. No proprietary interest in Grantee. The Grantee has no shareholders or members who have a proprietary interest in its income or assets.
- 7. **Distribution of assets on dissolution.** In the event that the Grantee were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be distributed to another not-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality for a public purpose. A copy of the relevant statutory law or provisions in the governing instruments controlling the distribution of the organization's assets on liquidation is attached.

Please refer to Charity Rules point 25

8. Limits on activities. The laws and customs applicable to the Grantee do not permit the organization, other than as an insubstantial part of its activities, to (a) engage in activities that are not for religious, charitable, scientific, literary, or educational purposes; or (b) attempt to influence legislation, by propaganda or otherwise.

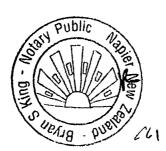
-2-

9. No candidate campaign activity. The laws and customs applicable to the Grantee do not permit the organization directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.



| Cont | rol by other organizations. The Grantee is [choose one]: |
|-----------|---|
| \square | not controlled by or operated in connection with, any other organization |
| | controlled by or operated in connection with another organization or organizations |
| as fo | llows [describe]: |
| | |
| | |
| | |
| Qual | ification as publicly supported organization. The Grantee is [check one of the following] |
| | a school (that is, an educational organization which normally maintains a regular |
| facul | ty and curriculum and normally has a regularly enrolled body of pupils or students ir |
| atten | dance at the place where its educational activities are regularly carried on and that |
| has a | dopted and operates pursuant to a racially nondiscriminatory policy as to students, |
| and l | nas completed IRS Form 5578). |
| | a hospital (that is, an organization whose principal purpose or function is the |
| provi | iding of medical or hospital care). |
| | a church (that is, a church, synagogue, or mosque). |
| Ø | none of the above, but it satisfies a public support test as demonstrated by the |
| attac | hed Schedule of Financial Support for the five most recently completed taxable |
| years | s. |

- 12. Authorization. The [governing body, e.g., board of directors] Board of Trustees of the Grantee has authorized me to make this Declaration and affirms its contents.
- 13. Binding representations. The representations made in this Declaration are binding on the Grantee.



I declare that the foregoing is true and correct of my own knowledge.

[signature of declarant]

DATE: 22 No 12 mbs. 2011

Attachments:

- Governing documents
- Relevant statutory law or governing document provisions relating to dissolution
- Form 5578 (if organization is a school)
- Schedule of Financial Support

Sworn - Nopier, New Zeeland ofter the deponent was duly whenthird by me

BRYAN STUART KING

NOTARY PUBLIC
HAVING PERPETUAL APPOINTMENT
NAPIER, NEW ZEALAND

Schedule of Financial Support

| | Year <u>2006</u> | Year <u>2007</u> | Year <u>2008</u> | Year 2009 | Year 2010 | Total for five years |
|---|---------------------|---------------------|---|--------------|--------------|-------------------------|
| (A) Gifts, grants, and contributions received | | | · | | | |
| (B) Membership fees received: | | | | | | |
| (C) Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's exempt purposes: | | | <u>. </u> | | | |
| (D) Gross income from interest, dividends, rents, and royalties: | | | | · | | |
| (E) Net income from business activities that are unrelated to the organization's exempt purposes: | | | | | | |
| (F) The value of services or facilities furnished by a governmental unit without charge: | | | | | | |
| (G) The total of lines (A) through (F) | | | | ····· | · | |
| (H) Line (G) minus line (C) | | | | | | |
| I) Two percent of line (H). | | | | | | |
| (J) Please attach a schedule of contributions for each do than the amount on line (I) (a major donor), and showing contributions exceeded the amount on line (I) (excess co | the am | ount by v | | | | |
| K) The sum of all major donors' excess contributions is: | | | | · | · | |
| (L) The four-year total for line (H), minus the five-year otals of lines (D), (E), and (K) (the amount of oublic support) is | | | | | | |
| (M) Line (L) divided by the five-year total for line (H) the percentage of the organization's support that is bublic support) is: | | | | | | |

Please refer to the attached spreadsheet



| ١ | 20 |
|---|----|
|---|----|

| September 19 Control of the Control | Vear/2007 | Vesr 2008 | Ver 2009 | Vest 2010] | Year, 20116 | Total of Ave years | ** ** ** ** ** ** ** * | 2 |
|---|-----------|-----------|-------------|------------|-------------|--------------------|---|---------|
| | | | | | | | Year 2011 Capital Grants were higher than normal due to | |
| | | | | | | | the capital medical fit out of the BK117 rescue helicopter | |
| (A) Gifts, grants and contributions received | 15,790 | 25,240 | 29,065 | 125,790 | 548,947 | 744,832 | upgrade | |
| (B) Membership fees received | 859,263 | 767,579 | 931,770 | 831,680 | 1,148,540 | 4,538,832 | Fundraising Income recevied from donors, sponsors | |
| (C) Gross receipt from admissions, merchandise sold or services | | | | | | | | |
| performed, or furnishing of facilities in any activity that is not a business | | | | | | | | |
| unrelated to the organization's exempt purposes. | 613,558 | 629,265 | 743.271 | 790,923 | 1,017,207 | 3,794,224 | 3,794,224 Helicopter revenue from service provided for missions | |
| (D) Gross income from interest, dividends, rents, and royalties | 72,102 | 50,130 | 59'062 | 34,391 | 23,868 | 209,556 | Interest | |
| (E) Net income from businesses activities that are unrelated to the | | | | | | | The Rescue Helicopter is a dedicated service so therefore | |
| organizations's exempt purposes | , | , | 1 | , | • | • | does not perform unrelated work | |
| (F) The value of services or facilities furnished by a governmental unit | | | | | | | | > |
| without charge | AN | AN | NA | ΑN | NA | NA | | ðs — |
| (G) The tatal of lines (A) through (F) | 1,560,713 | 1,472,214 | 1,733,171 | 1,782,784 | 2,738,562 | 9,287,444 | | |
| (H) Line (G) minus line (C) | 947,155 | 842,949 | 989,900 | 198,166 | 1,721,355 | 5,493,220 | | (|
| (I) Two percent of line (H) | 18,943 | 16,859 | 19,798 | 19,837 | 34,427 | 109,864 | | |
| | | | | | | | | |
| (1) Please attach a schedule of contributions of each gond whose support | | | | | | | | |
| for the five-year penod was greater than the amount of line (I) (a major | | | | | | | | |
| donor), and showing the amount by which each major donor's total | | | | | | | | _// |
| contributions exceeded the amount on line (I) (excess contributions) | 230,000 | 230,000 | 230,000 | 250,000 | 250,000 | 1,190,000 | Please refer to the second tab on the spreadstreet doc | |
| (K) The sum of all major donors' excess contributions is | 211,057 | 213,141 | 210,202 | 230,163 | 215,573 | 1,080,136 | | Mal |
| (L) The four-year total for line (H), minus the five-year totals of lines (D), (E) | | | | | | | 100 | 10 |
| and (k) (the amount of public support) is. | | | | | | 3,256,373 | 770 | . • • |
| (M) Line (L) divided by the five-year total for line (H) (the percentage of | | | | | | | Id | В |
| the organization's support that is public support) is | | | | | | 59% | | יוו |
| Please note the Hawke's Bay Helicopter Rescue Trust financial year is 1st Apr-31st Mar | | : | : - - | | | | Wing - Moderate | ans |
| | | | | | | | | |

Please note the Mawke's Bay Helicopter Rescue Trust financial year is 1st Apr-31st Mar

Ų

W7 3

| Major donor schedule | Year 2007 | Year 2008 | Vear 2009 | Vear 2010 | Vear 2011 |
|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| (J) Please attach a schedule of contributions of each donor whose support for | | | | | |
| me new-year period was greater than the amount of line (I) (a major donor), and | | | | | |
| showing the amount by which each major donor's total contributions exceeded Principal Sponsor. | Principal Sponsor: | Principal Sponsor: | Principal Sponsor. | Principal Sponsor. | Principal Sponsor: Lowe |
| the amount on line (I) (excess contributions). | Lowe Corporation \$150 000 | Lowe Corporation \$150,000 | Lowe Corporation \$150,000 | Lawe Corporation \$150,000 | Corporation \$150,000 |
| | Associate Sponsons: | Acsociate Sponsors: | Associate Sponsors | Associate Sponsors: | Associate Sponsors |
| | Pan Pac Forest Products \$40,000 | Pan Pac Forest Products \$40,000 | Pan Pac Forest Products \$40,000 | Pan Pac Forest Products \$50,000 | Pan Pac Forest Products \$50,000 |
| | Unison \$40,000 | Unison \$40,000 | Unison \$40,000 | Unison \$50 000 | Unison \$50,000 n.t |

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FEDERAL FOOTNOTES

STATEMENT A
PART VII-B, QUESTION 5(A)(4)
STATUS OF GRANTEE

THE ROBERTSON FOUNDATION MADE GRANTS DURING THE FISCAL YEAR ENDING NOVEMBER 30, 2011 TO WAKATIPU TRAILS TRUST OF NEW ZEALAND. BASED ON THE FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT (SEE ATTACHED), THE ROBERTSON FOUNDATION HAS MADE A GOOD FAITH DETERMINATION THAT THE WAKATIPU TRAILS TRUST OF NEW ZEALAND IS THE EQUIVALENT OF A PUBLIC CHARITY DESCRIBED IN SECTION 501(C)(3) AND 509(A) OF THE CODE.



CERTIFICATE OF INCORPORATION

WAKATIPU TRAILS TRUST 1839916

WAKATIPU TRAILS TRUST is incorporated under the Charitable Trusts Act 1957 this 6th day of July 2006.

Neville Harris Registrar of Incorporated Societies

Neville Hams

(.__



FOREIGN PUBLIC CHARITY EQUIVALENCE AFFIDAVIT OF OFFICER

| i ne uno | aersign | ed, to assist grantmaking foundations in the United States of America determ | iine |
|-----------|------------|---|---------|
| whether | rW | akatipu Trails Trust | (the |
| "Grante | ee") is t | he equivalent of a public charity described in section 509(a)(1), (2) or (3) of | the |
| United | States I | Internal Revenue Code or a private operating foundation described in section | l |
| 4942(j) | (3) of tl | he Code, makes the following statement: | |
| 1. | Office. | I am the [official title] Chief Executive Officer | of the |
| Grantee | Э. | | |
| 2. | Forma | ition and purposes. The Grantee was created by [identify statute, charter, or other | er |
| documen | nt] under | the New Zealand Charitable Trusts Act 1957 on the 6th day of July 2006, and is opera | ted |
| exclusi | vely for | r the following purpose or purposes [check applicable box or boxes]: | |
| X | charita | ble | |
| | ۵ | religious | |
| | ū | scientific | |
| | | literary | |
| | | educational | |
| | | fostering national or international amateur sports competition | |
| | | prevention of cruelty to children or animals | |
| 3. | Progra | ams and activities. The activities of the Grantee have included and will in | include |
| [describe | e past, cı | arrent, and future activities and operations]:_the facilitation and funding of linked | cycling |
| walkin | g and h | orse riding trails throughout the lower Wakatipu/Queenstown basin, New Z | Zealand |
| which | are | e open to the public. | |

- 4. Governing documents. Copies of the charter, bylaws, and other documents pursuant to which the Grantee is governed are attached.
- 5. No improper private benefits. The laws and customs applicable to the Grantee do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than: (a) pursuant to the conduct of the Grantee's charitable activities; (b) as payment of reasonable compensation for services rendered; or (c) as payment representing the fair market value of property which the Grantee has purchased. The Trust does not contemplate other situations that aren't covered by Section (a), (b) and (c) above.
- 6. No proprietary interest in Grantee. The Grantee has no shareholders or members who have a proprietary interest in its income or assets.
- 7. **Distribution of assets on dissolution.** In the event that the Grantee were to be liquidated or dissolved, under the laws and customs applicable, or under the governing instruments, all its assets would be distributed to another not-for-profit organization for charitable, religious, scientific, literary, or educational purposes, or to a government instrumentality for a public purpose. A copy of the relevant statutory law or provisions in the governing instruments controlling the distribution of the organization's assets on liquidation is attached.
- 8. Limits on activities. The laws and customs applicable to the Grantee do not permit the organization, other than as an insubstantial part of its activities, to (a) engage in activities that are not for religious, charitable, scientific, literary, or educational purposes; or (b) attempt to influence legislation, by propaganda or otherwise.

| 9. | No candidate campaign activity. The laws and customs applicable to the Grantee do |
|--------|--|
| not pe | ermit the organization directly or indirectly to participate or intervene in any political |
| camp | aign on behalf of, or in opposition to, any candidate for public office. |
| 10. | Control by other organizations. The Grantee is [choose one]: |
| X | not controlled by or operated in connection with, any other organization |
| | controlled by or operated in connection with another organization or organizations as follows [describe]: |
| | |
| 11. | Qualification as publicly supported organization. The Grantee is [check one of the following]: |
| | a school (that is, an educational organization which normally maintains a regular |
| | faculty and curriculum and normally has a regularly enrolled body of pupils or students in |
| | attendance at the place where its educational activities are regularly carried on and that |
| | has adopted and operates pursuant to a racially nondiscriminatory policy as to students, and has completed IRS Form 5578). |
| | a hospital (that is, an organization whose principal purpose or function is the |
| | providing of medical or hospital care). |
| | a church (that is, a church, synagogue, or mosque). |
| X | none of the above, but it satisfies a public support test as demonstrated by the attached |
| Sche | dule of Financial Support for the four most recently completed taxable years. |
| 12. | Authorization. The [governing body; e.g., board of directors] Trustees |
| | of the Grantee has authorized me to make this Declaration and affirms its |
| conte | лио. |

| 13. | Binding representations. | The representations made in this D | eclaration are binding on |
|---------|--------------------------|------------------------------------|---------------------------|
| the Gra | antee. | | |

I declare that the foregoing is true and correct of my own knowledge.

K.P. Land

| [signatur | e of declarant | | |
|-----------|----------------|--|--|
| DATE: _ | 01/11/2011_ | | |

Attachments:

- Governing documents
- Relevant statutory law or governing document provisions relating to dissolution
- Form 5578 (if organization is a school)
- Schedule of Financial Support

Schedule of Financial Support

| | Year 2006 | Year 2007 | Year 2008 | Year 2009 | Year <u>2010</u> | | for five ars |
|---|--------------|--------------|--------------|--------------|---------------------|--------|-----------------|
| (A) Gifts, grants, and contributions received: | 52,507 | 7 191,57 | 1 215,99 | 7 214,92 | 27 327,3 | 319 | 1,002,321 |
| (B) Membership fees received: | 4,670 | 13,54 | 8 9,26 | 0 14,99 | 3 4,3 | 372 | 46,843 |
| (C) Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is not a business unrelated to the organization's exempt purposes: | - | | - | - 3,0 | 00 4 | 198 | 3,498 |
| (D) Gross income from interest, dividends, rents, and royalties. | 9,95 | 4 21,95 | 54 26,28 | 36 16,5 | 74 8,4 | 117 | 83,185 |
| (E) Net income from business activities that are unrelated to the organization's exempt purposes. | | | | | | | |
| (F) The value of services or facilities furnished by a governmental unit without charge. | - | | - | - | - | - | |
| (G) The total of lines (A) through (F) | 67,13 | 31 227,0 | 073 251, | 543 249, | 494 340 | 0,606 | 1,135,847 |
| (H) Line (G) minus line (C): | 67,13 | 31 227,0 | 073 251 | ,543 246 | ,494 34 | 40,108 | 1,132,349 |
| (I) Two percent of line (H) TOTAL, not per year. | | | | | | | 22,647 |
| (J) Please attach a schedule of contributions for each donor whose support for the four-year period was greater than the amount on line (I) (a major donor), and showing the amount by which each major donor's total contributions exceeded the amount on line (I) (excess contributions). | | | | | | | |
| (K) The sum of all major donors' excess contributions is | . \$621 — | ,248 | | | | | |
| (L) The five-year total for line (H), minus the five-year totals of lines (D), (E), and (K) (the amount of public support) is: | \$427,9 | 16 | | | | | |
| (M) Line (L) divided by the five-year total for line (H) (the percentage of the organization's support that is public support) is | | 37.79% | 1 | | | | |

CLIVE RAYMOND GEDDES JOHN STRATTON DAVIES CHRISTOPHER EDEN

Settlor

Those persons whose names and descriptions are set forth in the Schedule attached hereto

Trustees

WAKATIPU TRAILS TRUST

MACALISTER TODD PHILLIPS BODKINS Solicitors Queenstown PO Box 653 Phone (03) 442 8110 Fax (03) 442 8116 DX ZP95001 DATED this //M

day of

September

2002

PARTIES:

SETTLOR

CLIVE RAYMOND GEDDES, Mayor of Queenstown for the time being,

JOHN STRATTON DAVIES, of Queenstown, Company Director and CHRISTOPHER EDEN, Wakatipu Area Manager of the Department of

Conservation for the time being

TRUSTEES

Those persons whose names and descriptions are set forth in the Schedule attached hereto (who with successive Trustees for the time being of the

Trust Fund are referred to as "the Trustees")

The Settlor with a general intention of charity desires to create a charitable trust to be known as WAKATIPU TRAILS TRUST ("the Trust") and concurrently has paid to the Trustees the sum of ONE HUNDRED DOLLARS (\$100.00).

THIS DEED RECORDS that the Settlor by way of charitable gift DIRECTS and the Trustees ACKNOWLEDGE AND DECLARE that the Trustees stand possessed of the sum of ONE HUNDRED DOLLARS (\$100.00) and all other monies investments and other property in future paid, transferred, purchased or agreed to be paid, transferred or purchased to or held by the Trustees together with income arising from it ("the Trust Fund") to be held upon the trusts and with the powers declared in this Deed.

1. APPLICATION OF INCOME AND CAPITAL

1.1. The Trustees must hold the Trust Fund and the income arising from it UPON TRUST to pay, apply or appropriate the income and any accumulations of income and if the Trustees at any time or from time to time so decide to pay apply or appropriate (in specie or otherwise) the whole or any part of the capital of the Trust Fund to or for all or any one or more (to the exclusion of the others) of the trust objects set out in this Deed as the Trustees in their discretion determine in writing from time to time.

2. TRUST OBJECTS

- 2.1. To promote plan, fund, develop and establish to a strategy approved by the Queenstown-Lakes District Council and the Department of Conservation Otago Conservancy and maintain (while it remains the responsibility of the Trust) a functional and high quality interconnected network of trails for walking, hiking, cycling, mountain biking, horse riding, roller skating and any similar non motorised recreational leisure activities in the Queenstown Lakes District (hereinafter called "the Trails") whenever such trails will contribute to the social, cultural, environmental or economic well being of residents or visitors to the District.
- 2.2. To establish, implement and manage a system for the purposes of seeking, raising, accepting, receiving, accumulating, investing, and managing funds for the purposes of the Trust generally including but not in any way limiting those purposes, for the planning, development, maintenance and operation of the Trails.
- 2.3. To seek, accept and receive by public subscription or appeal, by raffles and other fund raising activities and by both public and private donations, subsidies, grants, endowments, gifts, legacies, loans and bequests either in money or in kind or partly in money and partly in kind for all or any of the purposes and objects of the Trust and to carry out any specified trust attaching or relating to the same to the intent that donations grants etcetera made to the Trust may be made for the benefit of the general purposes of the Trust or may be made for some purposes within the general objects of the Trust specified in particular cases by the donor or donors, and lender or lenders.
- 2.4. To implement and carry out a management programme under which the Trustees shall:
 - (a) Enhance community involvement in all aspects of the work of the Trust.
 - (b) Consult closely with landowners and entitles concerned with land that may be involved with the Trails and obtain access and management agreements to any proposal, design, plan or other arrangement connected with or a part of the Trails.
 - (c) Upon implementation of the management programme for the Trails to operate and manage the same for the benefit of the residents and visitors of the Queenstown Lakes District and where appropriate enter into any contracts to meet this object;

- (d) To gauge community demand and where appropriate develop the Trails further to provide for further community walking, hiking, cycling, mountain biking, horse riding, roller skating and other similar non-motorised recreational leisure activities.
- 2.5. To enter into such business arrangements and Agreements as the Trustees in their discretion think fit and apply the income to or for all or anyone or more (to the exclusion of the others) of the trust objects set out in this Deed as the Trustees in their discretion shall determine from time to time.
- 2.6. To carry on any other charitable object which may seem to the Trustees capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to advance the objects of the Trust or any of them.
- 2.7. To apply for and obtain (if granted) approval of the Trust from the Commissioner of Inland Revenue as a Charitable Society within Section 56A of the Income Tax Act 1976.
- 2.8. To apply for incorporation of the Trust under Part II of the Charitable Trusts Act 1957 under the name "Wakatipu Trails Trust" or such other name as the Trustees by written resolution may determine or which is approved by the Registrar of Incorporated Societies and upon such incorporation the powers and discretions hereby conferred upon the Trustees shall be conferred and the within Trusts shall devolve upon them as a Trustees
- 2.9. To accept from the Council, the Department of Conservation Otago Conservancy or any other land owner any powers, duties or authorisations that may be delegated to the Trustees for the purposes of this Trust.

3. ADDITIONS TO TRUST PROPERTY

3.1. The Trustees shall be at liberty to receive and accept from any person, firm, company, society, institution or any other body of persons any gifts of moneys investments and other property to become part of the Trust Fund and to be held upon the trusts and with the powers declared in this Deed.

4. APPLICATION OF TRUST FUND

4.1. The Trustees shall hold the Trust fund in perpetuity or until the Trust is sooner wound up in accordance with Clause 20 hereof on the following Trusts:

- (a) To pay out of the income of the Trust Fund all costs and charges involved in raising the Trust Fund and administration expenses of the Trust Fund notwithstanding that some of these expenses may be of a capital nature;
- (b) To accumulate income arising from the Trust Fund and to invest such monies in accordance with the provisions of this Deed;
- (c) To apply in accordance with the recommendations of the Trustees the income and the capital of the Trust Fund for the benefit of the objects of the Trust.

PROVIDED THAT no part of the income or capital of the Trust Fund may be applied or used for any purpose not being a charitable purpose.

4.2. The Trustees shall not be obliged to spend the whole of the income accruing in any year but may, to the extent lawfully permitted, accumulate income to a future year or years and may set aside from such income a reserve to meet fluctuations in future years and any other contingencies.

5. TRUSTEES OF THE TRUST

- 5.1. There shall be no fewer than 6 nor more than 12 Trustees and the Trustees at the date of this Deed shall have been appointed by the Settlor and comprise at least one (1) Trustee who is a sitting Councillor of the Queenstown-Lakes District Council. The Council may decide from time to time to change the person who represents it as a Trustee.
- 5.2. The Mayor of the Queenstown Lakes District Council for the time being, John Stratton Davies and the Wakatipu Area Manager of the Department of Conservation for the time being may by a majority vote appoint further Trustees of the Trust provided that prior to any such appointment expressions of interest for new Trustees shall have been called for and advertised.
- 5.3. The Trustees may by a majority vote of the Trustees for the time being appoint any person or persons as advisory trustee of the Trust <u>PROVIDED THAT</u> such advisory trustee or trustees shall have no voting power in respect of any decision or resolution of the Trustees. Any such advisory trustee or trustees shall be appointed for such period as the Trustees shall determine and may be discharged from their position as advisory trustee or trustees at any time by a majority vote of the Trustees for the time being of the Trust.

- 5.4. Any Trustee may resign from the Trust by written notice addressed to the secretary of the Trust for the time being (if any) and in the event of there being no such secretary by notice in writing addressed to the Settlor.
- 5.5. If any Trustee shall die, resign or become insane or incapable or shall be convicted of any offence which the other Trustees decides disqualifies him or her from remaining a Trustee or shall refuse to act or shall be absent from three consecutive meetings of the Trustees without reasonable cause or without leave of absence granted by the Trustees he or she shall ipso facto cease to be a Trustee.

6. ASSOCIATE MEMBERSHIP

6.1. Associate membership of the Trust may at the discretion of the Trustees be offered to any person or body (whether incorporated or not) and such person so appointed shall be known as an Associate member.

7. OBJECTS OF ASSOCIATE MEMBERSHIP

- 7.1. The primary object of Associate Membership is to encourage public participation in and assistance to the Trust and the Trustees to meet and achieve its goals.
- 7.2. Associate members may also be called upon to assist in the funding of the undertakings of the Trust and all joining fees and annual subscriptions and other funds raised by the Associate members shall be applied by the Trustees to the objects of the Trust.
- 7.3. Nothing in these rules shall give an Associate member any rights in relation to the Trust and the Trustees other than to assist and advise as and when required and to enable participation by that Associate member in the activities of the Trust.

8. ACCOUNTS

8.1. The Trustees shall ensure proper books of account are kept which contain full true and complete accounts of the affairs and transactions relating to the Trust Fund and the income arising from it.

- 8.2. The books of account shall be kept at the offices of the Queenstown-Lakes District Council or at such other place or places as the Trustees think fit and shall always be open to the inspection of any of the Trustees.
- 8.3. At each Annual General Meeting an auditor who shall not be a member of the Trust shall be appointed by a majority of the Trustees to audit the accounts of the Trust (the "Audited Accounts")
- 8.4. At the end of the next month in which the Annual General meeting is held the Audited Accounts are to be presented to the Queenstown-Lakes District Council and the Regional Conservator for the time being of the Department of Conservation, Otago Conservancy for approval.

9. **REPORTING**

9.1 In carrying out the within Trust the Trustees shall report to the Queenstown-Lakes District Council and the Regional Conservator for the time being of the Department of Conservation, Otago Conservancy at intervals of no less frequency than every six months as to the activities of the Trustees and progress in fulfilling the objects of the within Trusts.

10. PATRONS

10.1. The Trustees may from time to time appoint, renew the appointment of, or remove a person or persons of their choice as Patron or Patrons of the Trust. Any person so appointed shall have no powers or duties in relation to the Trust but shall be a person whose personal distinction and support of the Trust is likely to advance the Trust objects.

11. FUNCTIONS, POWERS AND DUTIES OF THE TRUSTEES

- 11.1. The functions, powers and duties of the Trustees shall be:
 - (a) To control, administer and manage the property, funds and affairs of the Trust and to liase with Associate members and seek their support to attain the objects of the Trust.
 - (b) To carry out effect and perform the objects of the Trust according to law and as provided in and by the Charitable Trusts Act 1957 or any statutory modification, variation or re-enactment thereof and in accordance with this Deed.

- (c) To appoint officers, assistants, and other staff whether honorary or otherwise and upon such terms and conditions as the Trustees shall think fit and at such reasonable and fair remuneration for services performed from time to time to remove and replace any person so appointed.
- (d) To develop and maintain a relationship with the Queenstown Lakes District Council, the Department of Conservation, Otago Conservancy and any land owner such that those bodies are aware of the opportunities for walkways and to integrate those needs within their own management and development of their assets and services.
- (e) To initiate or undertake any statutory process or power which will contribute to the enhancement of trails in the District.
- (f) Engage or employ any Trustee to provide services and carry on activities for the Trust, and to remunerate all reasonable expenses incurred by the Trustees in the execution of their duties as Trustees.
- (g) To establish and expand working committees and support groups intended and constituted to advance the Trust objects and in particular Associate membership and to decide upon the appointment, renewal of appointment, and removal of persons as members of such committees and groups.
- (h) To develop any property by the expenditure of monies forming part of the Trust Fund in any manner the Trustees in their discretion think fit.
- (i) To borrow monies on mortgage, bank overdraft or otherwise for any reason upon such security by way of mortgage or otherwise and on such terms and subject on such conditions as the Trustees think fit.
- (j) To promote or form any company or join in so doing for the purpose of its acquiring any property which, or any interest in which, forms part of the Trust Fund or income of it or in acquiring the property of any company in which the Trustees hold shares notices stock or debentures and to sell or concur in selling any property in exchange for share notes stock debentures or other interests in any company upon such terms and conditions as the Trustees think fit.

- (k) Generally to use maintain manage repair improve and develop any real or personal property which, or any interest in which, for the time being forms part of the Trust Fund in such manner as the Trustees think fit and for that purpose to pay and apply such of the capital and income of the Trust Fund as the Trustees think fit.
- (I) To employ and pay any person, firm, company or corporation to do any act of whatever nature relating to this Trust including the receipt and payment of money without being liable for loss incurred.
- (m) To open an account at any time or times in any name or names either on their own behalf or jointly with another or others at any Bank or Banks and to overdraw any such account with or without giving security and in addition to the powers conferred by section 81 of the Trustee Act 1956 (or any Act for the time being in force amending or passes substitution for the same) to make arrangements with any Bank for any two or more of the following namely the Trustees and/or any delegate or delegates named in writing by all the Trustees to operate on any account from time to time opened to existing at that Bank.
- (n) To exercise the powers conferred by Section 15(2) of the Trustee Act 1956 (or any Act for the time being in force amending or passed in substitution for the same) for setting up a depreciation or replacement fund.
- (o) To grant an option or options (whether incidental to or independent of any sale lease exchange or other disposition) for such period or periods as the Trustees in each case deem fit to purchase lease or exchange any real or personal property or any part or parts thereof or any interest in the same or any value whatsoever at a price or prices determined at the time of the granting of the option or options or at such later date or dates as the Trustees in their discretion think so.
- (p) To purchase, acquire, take hold, exercise, sell, transfer or dispose of options in respect of shares, notes, stock, debentures or other securities on such terms and subject to such conditions as the Trustees in their discretion think fit.
- (q) To insure against loss or damage by fire, earthquake or otherwise any building or other insurable property to any amount not exceeding its full insurable or replacement

value and also to insure against any risk, liability or loss and to pay the premiums for any such insurance out of either income or capital as the Trustees think fit.

- (r) To enter into contracts of any nature for the purpose of protecting, maintaining or enhancing the value of all or any assets acquired or held by the Trustees as part of the Trust Fund or which the Trustees have the right to acquire or hold, or for the purpose of producing business income for the furtherance of the objects of the Trust.
- (s) To adopt such means as the Trustees may from time to time determine for the purpose of marketing the Trust and its property, raising money and obtaining property for the furtherance of any object of the Trust, and to accept contributions, collections, donations, legacies, devises, gifts, grants and subsidies.
- (t) To invest subject to the terms of any trust or grant or endowment any money held by or on behalf of the Trust in any securities in which funds may be invested by the Settlor provided that all trust funds must be invested by trustees in accordance with the Trustee Act 1956 and pending disbursement of any money held by or on behalf of the Trust to deposit the same subject as aforesaid so as to yield interest in such manner as the Trustees may approve.
- (u) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (v) To enter into any arrangement with any government or authorities supreme municipal local or otherwise that may seem conducive to the Trust's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Board may think it desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (w) To obtain any provision, order or Act of Parliament or town planning ordinance, classification, designation or by-law for enabling the Trust to carry out any of its objects or for any other purpose which in the opinion of the Trustees is directly or indirectly conducive to the carrying out of the objects of the Trust and to oppose any proceedings, applications, classifications, designations, orders, Acts, ordinances or

by-laws which may seem to the Trustees to be likely directly or indirectly to prejudice or injure the interests, objects and purposes of the Trust.

- (x) To promote any other society trust, association or institution for the purpose of acquiring or taking over all or any other the property rights and liabilities of the Trust or for any other purpose which may seem directly or indirectly calculated to benefit the Trust and to further or more effectively carry out its objects provided that the objects and purposes of such society, trusts, association or institution are wholly charitable.
- (y) To co-operate with any other society, trust or institution whether incorporated or not whose objects are altogether or in part similar to those of this Trust and to procure from or communicate to such society, trust or institution such information as may be likely to forward the objects of this Trust.
- (z) To agree and settle accounts with all persons, companies or other bodies liable to account to the Trust and to compromise all questions relating to the Trust property and to grant effectual receipts, discharges and releases.
- (aa) To purchase, take on lease or in exchange or hire on otherwise acquire any real or personal property and any rights or privileges which the Trustee shall think necessary or expedient for the purpose of attaining the objects of the Trust or any of them or promoting the interests of the Trust or its members and to sell, exchange, let on hire or lease with or without option or purchase in any manner dispose of any such property rights or privilege.
- (ab) To do all such other things as, not being contrary to law and not prohibited by this Deed, shall or may be necessary or desirable in the opinion of the Trustees for the carrying out and performance of the objects of the Trust.

PROVIDED THAT none of the functions, powers and duties detailed above shall authorise any function, power or action that is not charitable at law.

12. OFFICERS OF THE TRUST

12.1. The Trustees shall by majority vote appoint one of their number to be Chairperson.

- 12.2. The Trustees may from time to time appoint one of their number to be Deputy Chairperson.
- 12.3. The Trustees may from time to time appoint a Secretary whose duties shall be to give notice of all meetings, to keep minutes and records of all meetings of the Trust and of any committees, and perform such other duties as the Trustees may direct and as are normally incidental to the office of Secretary and who may also carry out the duties of Treasurer.
- 12.4. The Trustees may from time to time appoint a Treasurer who shall have the custody of the books of account and other records of the funds of the Trust. It shall be the duty of the Treasurer to see that all statutory and other requirements with reference to the financial matters of the Trust are complied with and that the provisions of this Deed as to such matters are carried out so far as lies in the Treasurer's power, and to perform such other duties as the Trustees may determine and as are normally incidental to the office of a Treasurer.
- 12.5. Neither the Secretary nor the Treasurer need be a Trustee.
- 12.6. The Trustees shall elect an Auditor or Auditors annually.
- 12.7. There shall be nothing to prevent the Trustees from naming one and the same person to hold more than one office except that a person holding office as Auditor shall not be entitled to hold any other office.
- 12.8. Any officer shall be appointed and may be dismissed by majority vote of the Trustees.
- 13. VARIATION OF THIS DEED
- 13.1. This Deed may be added to, rescinded, or otherwise amended by a unanimous resolution of the Trustees personally present at any meeting of the Trust provided that the notice convening such meeting shall set forth the purpose of such alterations and provided that no alterations shall be made that would change the charitable aim or charitable objects of the Trust.

14. MEETINGS OF TRUSTEES

- 14.1. Meetings of the Trust may be held at any time or place and, subject to any express provisions contained in this Deed, the Trustees may regulate their own procedure in such manner as they think fit.
- 14.2. At every meeting of the Trustees the Chairperson or in his absence the Deputy Chairperson shall preside as Chairperson. If at any meeting the Chairperson or Deputy Chairperson is not present within ten minutes after the time appointed for the holding of such meeting or is unable or unwilling to act as Chairperson the Trustees present shall appoint one of their number to act as Chairperson of that meeting.
- 14.3. No business shall be transacted at any meeting unless a quorum of the Trustees is present at the time when the meeting proceeds to business. A quorum shall consist of a majority of the number of current Trustees.
- 14.4. At all meetings of the Trustees full minutes shall be kept and shall be signed by the Chairperson of the meeting of which they are a record or of the meeting at which the minutes are read and confirmed, and every such minute purporting to be signed shall be prima facia evidence of the facts stated therein.
- 14.5. Except as otherwise provided in this Deed, every resolution or decision of the Trustees shall be decided by a majority of the votes cast by the members present at the meeting. At any meeting of the Trustees, the Chairperson or other person presiding shall have a deliberate vote, and in the case of an equality of votes shall also have a casting vote.
- 14.6. Seven days notice of any meeting of the trustees shall be given to all Trustees (and if invited Associate Members). Notice may be given verbally, or in writing addressed to each Trustee at the address notified by each Trustee to the Trust for that purpose, or failing such notice, at the last known residence, place or business of such Trustee. Notice given verbally shall be deemed to be received at the time it is given and notice given in writing shall be deemed to be received on the second day after the posting of the notice.
- 14.7. A meeting of the Trustees may be called upon shorter notice than provided for in the previous clause PROVIDED THAT any decision or resolution at any such meeting may only be passed by a majority of the number of Trustees current at the time of such meeting.

15. APPOINTMENT AND FUNCTION OF ASSOCIATE MEMBERS

- 15.1. A person wishing to join the Trust as an Associate member shall be proposed by any Trustee or other Associate member to be seconded by one other Trustee or Associate member, the appropriate nomination form to be completed and signed by the person wishing to join as an Associate member and the nominator. Such form to also include the full name, address and occupation of that person.
- 15.2. Such nomination form when completed shall be considered by the Trustees at the Trustees next ensuing meeting following which that person wishing to become an Associate member shall be notified of his acceptance as an Associate member or the Trustees decision to decline that person as a nominated Associate member.
- 15.3. All Associate members shall be deemed to accept and agree to abide by all and any rules of the Trust from time to time.
- 15.4. Every person joining the Trust as an Associate member shall at that time pay a joining fee as set by the Trustees from time to time and thereafter during the term of that person's membership shall pay an annual subscription at such time and such amount as the Trustees shall determine from time to time.
- 15.5. The Trustees shall hold a meeting with the Associate Members at six monthly intervals.
- 15.6. The Secretary of the Trust shall give at least seven days written notice to the Associate members of the Trust's intention to hold a meeting to which Associate members are invited, which notice shall also state the business of the meeting and the matters to be discussed.
- 15.7. Any Associate member allowing his subscription to fall in arrears by more than one month shall be notified by the Secretary of the Trust and if the subscription is not paid within a further period of fourteen days from the date of notification, that person's membership may at the discretion of the Trustees be terminated.
- 15.8. Service of notice pursuant to Clause 14.6 of these rules shall be deemed sufficient if posted to the address given to the Trust by the Associate member at the time of joining the Trust, or to any other address that such member may have given to the Trust from time to time and notice shall be deemed to have occurred four days following the date of posting such notice.

15.9. Any Associate member may resign from the Trust upon giving the Secretary fourteen days notice in writing of such desire, and that Associate member shall remain liable for all subscriptions and other monies owing to the Trust up to the date that such resignation shall take effect.

16. COMMON SEAL

16.1. The Trustees shall provide a common seal for the Trust which shall be affixed by the authority of the Trustees previously given at a meeting of the Trustees to any document requiring execution by the Trustees. Every affixing shall be performed in the presence of and accompanied by the signatures of two Trustees and shall be sufficient evidence of their authority to affix the Seal. No person dealing with the Trustees shall be bound or concerned to see or enquire as to the authority under which any document is so sealed and in whose presence.

17. NO ASSOCIATED PERSON TO BENEFIT FROM TRUST

- 17.1. Any income benefit, or advantage, shall be applied to the charitable purposes of the Trust.

 The provisions and effect of this clause shall not be amended from the Deed and shall be included and applied into any document which may replace this Deed.
- 17.2. Notwithstanding anything contained in this Deed, no Trustee or person associated with a Trustee shall derive any income, benefit or advantage from the Trust where they can materially influence the payment of the income benefit or advantage, except where that income, benefit or advantage is derived from:
 - (a) Professional services to the Trust rendered in the course of business charged at no greater rate than that paid in an arms length transaction (being the open market value);
 - (b) Interest on money lent to the Trust at no greater rate than current market rates.

18. TRUSTEES' LIABILITY

18.1. The Trustees shall not be liable for (and shall be indemnified out of the Trust Fund for) any loss or liability which they may incur by reason of the exercise, manner of exercise or non exercise of any of the powers, authorities or discretions conferred on them by this Deed or by

law PROVIDED THAT this clause shall not operate to relieve a Trustee from liability for losses which may be incurred by the Trust as a result of the wilful misconduct, dishonesty or neglect of such Trustee.

19. OFFICE

19.1. The office of the Trust shall be the registered office of the Trust and be established at the offices for the time being of the Queenstown Lakes District Council or at such other places as the Trustees shall from time to time determine.

20. WINDING UP OF THE TRUST

20.1. No resolution for dissolving or winding up the Trust shall take effect unless it has been consented to by at least three fourths of the number of Trustees for the time being present at a meeting of the Trust convened for that purpose and unless in the notice convening such meeting due notice shall have been given of the intention to move such a resolution or unless an instrument of dissolution is duly executed by at least three fourths of such Trustees confirmed in either case at a further meeting of the Trust of which due notice has been given, such meeting to be held not earlier than one month from the date on which such resolution or instrument to resolve the Trust was passed on executed and such confirming resolution is passed by a majority of the Trustees present in voting.

The Trust shall be governed by the provisions of winding up contained in Section 24 of the Charitable Trusts Act 1957 and should the Trust be dissolved or wound up as provided in the preceding clause then any moneys or properties remaining after the due settlement of the affairs of the Trust and the payment of all just debts and claims shall be distributed to one or more charitable bodies, within the Queenstown Lakes District, which have been approved by the Queenstown Lakes District Council and by the Inland Revenue Department for the purposes of Inland Revenue acts but in any event all funds be applied for exclusively charitable purposes within New Zealand.

21. INCORPORATION

21.1. The trust shall be incorporated under and in compliance with the Charitable Trust Act 1957.

SCHEDULE

(Schedule of Trustees)

| Name of Member | Occupation | <u>Address</u> |
|-----------------------------------|-----------------------------------|--|
| SIMON HERBERT BEALE | Senior Environmental Scientist | C/- MWH New Zealand Ltd, PO Box 649, Queenstown |
| JOHN GERARD DARBY | Landscape Architect | PO Box 1164, Queenstown |
| SUSAN ELIZABETH BRADLEY | Retaller | Arrowtown Lake Hayes Road, Queenstown |
| CLIFF MAURICE BROAD | Company Director | 21 Panorama Terrace, Queenstown |
| JOHN ROBERT WILSON | Lodge Owner | Arrowtown Lodge, PO Box 59, Arrowtown |
| TONY PETER MOORE | Adventurer | PO Box 734, Queenstown |
| MARGARET HELEN GILLIAN MACLEOD | Architect | Rapid 23, Mooney Road, Queenstown |

| EXECUTED by | ? Mire Gedells. |
|--------------------------------|---|
| CLIVE RAYMOND GEDDES |) ///Me planes. |
| as Settlor in the presence of: | , , , |
| (a) From | |
| & Quenton (C | Co-QLOC). |
| EXECUTED by |) some |
| JOHN STRATTON DAVIES |) () () |
| as Settlor in the presence of: | |
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| of aneenstown | |
| EXECUTED by | |
| CHRISTOPHER EDEN | , |
| as Settlor in the presence of: |) |
| a) Quensh | |
| SIGNED by |) 42 |
| SIMON HERBERT BEALE | Bed |
| as Trustee |) |
| in the presence of: |) |
| | |
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| 1 Rheenton | |
| SIGNED by |) \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ |
| JOHN GERARD DARBY |) |
| as Trustee | \mathcal{O} |
| in the presence of: |) \ |
| | |
| | |
| of Dreenston | • |

| SIGNED by SUSAN ELIZABETH BRADLEY as Trustee in the presence of | Sue Bradery) |
|--|---------------------------------------|
| SIGNED by CLIFF MAURICE BROAD as Trustee in the presence of: SIGNED by JOHN ROBERT WILSON as Trustee | P. M. Froad.) John H. Whin. |
| in the presence of | · · · · · · · · · · · · · · · · · · · |
| SIGNED by TONY PETER MOORE as Trustee in the presence of | |
| SIGNED by MARGARET HELEN GILLIAN MACLEOD as Trustee in the thresenes of: (A) KP1134/c | Gelleaullaeleod. |

WAKATIPU TRAILS TRUST

SUPPLEMENTARY DEED OF TERMS OF TRUST

hereby certify that this is a true copy of the eriginal document.

Solicitor

(

Paul D. Kerridge Solicitor Wanaka

MACALISTER TODD PHILLIPS BODKINS

Barristers, Solicitors, Notaries Queenstown/Alexandra

Ph: (03) 442 8110 - Fax: (03) 442 8116 Email: maildesk@mactodd.co.nz P O Box 653 QUEENSTOWN

WAKATIPU TRAILS TRUST

SUPPLEMENTARY DEED OF TERMS OF TRUST

| DATED at | SHY | this | day of | April | 2003 2002. |
|-----------------|-----|------|--------|-------|---------------|
|-----------------|-----|------|--------|-------|---------------|

PARTIES:

(1) Simon Herbert Beale, John Gerard Darby, Susan Elizabeth Bradley, Cliff Maurice Broad, John Robert Wilson, Tony Peter Moore, and Margaret Helen Gillian MacLeod, (hereinafter, together with such other persons as from time to time who may become Trustees, upon the within Trusts, jointly and severally referred to as "the Trustees")

BACKGROUND

- A By Deed of Trust dated the 1110 day of September 2002 ("Deed of Trust") a Charitable Trust known as Wakatipu Trails Trust ("the Trust") was established on terms set out in the said Deed of Trust.
- B. Clause 13.1 of the Deed of Trust permits the Trustees to make alterations and additions to the Terms and Provisions of the Deed of Trust.
- C. The Trustees wish to record by this Supplementary Deed ("the Supplementary Deed") further terms of the Trust.

FURTHER TERMS OF TRUST:

1. The Trustees after passing a resolution as set out at clause 13.1 of the Deed of Trust at the meeting dated the day of 2002 hereby adopt the Further Terms of Trust as set out in Schedule A hereto to be incorporated and read together with the terms contained in the Deed of Trust.

2. Except insofar as this Supplementary Deed alters, adds to or amends the Deed of Trust, in all other respects the Deed of Trust remains in full force and effect as if this Supplementary Deed had not been recorded.

| SIGNED by SIMON HERBERT BEALE) As Trustee in the presence of: | 1 Bed |
|--|--------------------------------|
| Lee Harris, Queenstom | Reel Planis |
| SIGNED by JOHN GERARD DARBY As Trustee in the presence of: Lisa Will, Queenshown | Hododt. |
| SIGNED by SUSAN ELIZABETH BRADLEY As Trustee in the presence of: Lee Hamis, Queenskun | } Sue Brad Dung Rec (Harris |
| SIGNED by CLIFF MAURICE BROAD) As Trustee in the presence of:) Lee Ham's, Queen tom | C. M. Troad. |
| SIGNED by JOHN ROBERT WILSON) As Trustee in the presence of:) HEE Ham's, Queenstom | John Killiam. Leechanis |
| SIGNED by TONY PETER MOORE As Trustee in the presence of: Liss Will, Wiers kum | Sie . |
| SIGNED by MARGARET HELEN GILLIAN I As Trustee in the presence of: Lee Hann's, Queenstown | MACLEOD) Halled Corporation |
| SIGNED by CHRISTOPHER ANTHONY EDE As Trustee in the presence of: | |
| for men , energe. | |
| | 4 |

SCHEDULE A.

Trustees Term of Office.

- 1. The following clause shall be added as clause 5.6 of the Deed of Trust:
 - 5.6 The term of office of each Trustee shall be three years <u>PROVIDED THAT</u>:
 - 5 6.1 At the expiration of the Trustee's three year term of office the Trustee may seek reappointment as a Trustee in the usual manner according to this Deed of Trust, and
 - 5.6.2 The maximum period any Trustee shall hold office as a Trustee of the Trust shall be three terms of three years.
- 2. The following clause shall be added as clause 22 of the Deed of Trust.

22. Annual Public Meeting.

- 22.1 Within four months after the end of each Financial Year of the Trust the Trustees shall in addition to making available to the public the financial statements publish an annual report on the activities of the Trust and hold a public meeting in the District which shall be the Annual Public Meeting;
- 22.2 The Trustees shall give not less than 14 days notice in a principal newspaper or newspapers circulating in the District of the holding of such Annual Public Meeting and the date, time and place of the meeting;
- 22.3 The business to be conducted at the Annual Public Meeting shall be:

- 22.3.1 the consideration and adoption of the Annual Report of the Trustees and the Annual Financial Statements of the Trust (including the matters referred to in Clause 1 of ScheduleB hereto); and
- 22.3.2 the appointment of the auditors; and
- 22.3.3 such other business (if any) as the Trustee and those attending think fit.
- 22.4 A quorum at the Annual Public Meeting shall be five Trustees.
- 3. The following Schedule shall be added to the Deed of Trust as Schedule B.

SCHEDULE B.

Conduct of Annual Public Meetings

- 1. In addition to the matters set out in Clause 22.3 of the Deed the Trustees shall report to the Electors present at an Annual Public Meeting;
 - (a) A summary of the Trust's investment performance
 - (b) The effect of the Trust's investment performance upon reserving policies
 - (c) A summary of the level of donations made by the Trust
 - (d) A forecast of the ability of the Trust to sustain donations in view of current investments and reserving policies
 - (e) Any proposed or actual divergence from Trust objects or investment policies
 - (f) The contribution of any Co-opted Trustee
- 2. The Annual report of the Trust shall be made available to the Electors at least fourteen days prior to the date set for the Annual Public Meeting.
- 3. Any Elector may attend the Annual Public Meeting and may raise matters for discussion by the Trustees and Electors present at the meeting.
- 4. The Trustees, in accordance with the procedures set down in the Deed, may pass resolutions taken at the Annual Public Meeting.
- 5. Electors shall not vote upon resolutions taken at the Annual Public Meeting.

(Rev January 2012)

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury

OMB No 1545-1709

| nternal Revenue Service 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 unlessou have already been granted an automatic 3-month extension on a previously filed Form 8868 | | | | | | | |
| Electronic fil | ing (e-file) | You can electronically file Form 8 | 3868 if you | a need a 3-month auto | matic extension of time to file (6 | months for | |
| | | | | | sion of time. You can electronically | | |
| 8868 to requ | uest an ext | ension of time to file any of the | forms liste | d in Part I or Part II wi | th the exception of Form 8870, 1 | nformation | |
| | | | | | be sent to the IRS in paper for | | |
| instructions) | For more of | details on the electronic filing of th | is form, vis | it www.irs.gov/efile and | d click on e-file for Charities & Nonp | orofits | |
| Part I Auf | omatic 3- | Month Extension of Time. On | ly submit | original (no copies ne | eeded) | | |
| • | • | file Form 990-T and requesting an | | | · | | |
| Part I only _ | | | | | | ▶∟. | |
| All other corp | orations (in | cluding 1120-C filers), partnerships | , REMICs, | and trusts must use For | m 7004 to request an extension of t | ime | |
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| | Name of ex | empt organization or other filer, see inst | ructions | | Employer identification number (| EIN) or | |
| Type or | | | | | | | |
| print | ROBERTS | SON FOUNDATION | | | X 13-7068398 | | |
| File by the due date for | Number, str | eet, and room or suite no. If a P.O. box | , see instruct | ions | Social security number (SSN) | | |
| filing your | | RK AVENUE, 16TH FLOOR | | | | | |
| return See instructions | City, town o | r post office, state, and ZIP code For a | foreign addr | ess, see instructions | | | |
| ii isti uctionis | NEW YO | RK, NY 10017 | | | | | |
| Enter the Ref | turn code fo | r the return that this application is f | or (file a se | parate application for ea | ach return) | . 04 | |
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| Application | | | Return | Application | | Return | |
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| Form 990-E2 | | | 01 | Form 4720 (| | | |
| Form 990-PF | | | 04 | Form 5227 1 | | | |
| | | or 408(a) trust) | 05 | Form 6069 | Form 6069 | | |
| Form 990-T | ` | | 06 | Form 8870 | | 12 | |
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| The books | are in the | care of ▶ DEBORAH RUTIGL | IANO C/C | ROBERTSON FOUN | NDATION | | |
| Telenhone | e No. ▶ | 212 984-5714 | | FAX No ▶ | | | |
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| estimated tax payments made Include any prior year overpayment allowed as a credit 3b \$ 1,092,982. | | | | | | | |
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