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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning 12-01-2010 , and ending 11-30-2011

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Name of foundation
LEVI STRAUSS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
1155 BATTERY STREET LEVI PLAZA

Room/suite

City or town, state, and ZIP code
SAN FRANCISCO, CA 941111230

A Employer identification number
94-6064702

B Telephone number (see page 10 of the instructions)
(415) 501-6579

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 61,457,895

J Accounting method ☐ Cash ☒ Accrual

☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	1,257,465			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	63	63		
	4 Dividends and interest from securities.	2,946,939	2,946,939		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	288,998			
	b Gross sales price for all assets on line 6a <u>8,316,583</u>				
	7 Capital gain net income (from Part IV, line 2)		288,998		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	2,109	0		
	12 Total. Add lines 1 through 11	4,495,574	3,236,000		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach schedule).				
	c Other professional fees (attach schedule)	35,886	0		35,886
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	132,720	0		160
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,000	0		2,000
	22 Printing and publications				
	23 Other expenses (attach schedule).	155,418	0		155,418
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	326,024	0		193,464
	25 Contributions, gifts, grants paid	8,008,489			8,433,418
	26 Total expenses and disbursements. Add lines 24 and 25	8,334,513	0		8,626,882
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,838,939			
	b Net investment income (if negative, enter -0-)		3,236,000		
	c Adjusted net income (if negative, enter -0-)				

Part II

Balance Sheets

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

Assets	1	Cash—non-interest-bearing	2,167,677	817,197	817,197
	2	Savings and temporary cash investments	147,664	198,145	198,145
	3	Accounts receivable ▶ <u>52,723</u>			
		Less allowance for doubtful accounts ▶ _____	114,513	52,723	52,723
	4	Pledges receivable ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable		1,242,465	1,242,465
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	47,892		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	0	41,000	41,000
	c	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 schedule)	65,440,794	59,106,365	59,106,365	
14	Land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____				
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	67,918,540	61,457,895	61,457,895	
Liabilities	17	Accounts payable and accrued expenses		1,502	
	18	Grants payable	6,036,735	4,626,271	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	6,036,735	4,627,773	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	61,881,805	56,830,122	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	61,881,805	56,830,122	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	67,918,540	61,457,895	

Part III

Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1	61,881,805
2	Enter amount from Part I, line 27a	2	-3,838,939
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	58,042,866
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,212,744
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	56,830,122

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a REALIZED GAIN ON SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 8,316,583		8,027,585	288,998	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			288,998	
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	288,998
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }			3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	6,217,731	58,051,180	0 107108
2008	10,077,169	67,002,608	0 150400
2007	9,805,172	77,141,295	0 127107
2006	10,467,159	70,770,272	0 147903
2005	9,794,560	69,638,987	0 140648

2 Total of line 1, column (d).	2	0 673166
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 134633
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	65,703,187
5 Multiply line 4 by line 3.	5	8,845,817
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	32,360
7 Add lines 5 and 6.	7	8,878,177
8 Enter qualifying distributions from Part XII, line 4.	8	8,626,882

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	64,720	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0	
3		Add lines 1 and 2.		3	64,720	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	64,720	
6		Credits/Payments				
a		2010 estimated tax payments and 2009 overpayment credited to 2010	6a	119,500		
b		Exempt foreign organizations—tax withheld at source	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c			
d		Backup withholding erroneously withheld	6d			
7		Total credits and payments Add lines 6a through 6d.		7	119,500	
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8		
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	54,780	
11		Enter the amount of line 10 to be Credited to 2011 estimated tax	54,780	Refunded	11	0

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		Yes	No
		1a		No
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)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) CA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ LEVISTRAUSS.COM/RESPONSIBILITY/FOUNDATION	13	Yes	
14	The books are in care of ▶ LEVI STRAUSS FOUNDATION Telephone no ▶ (415) 501-6579 Located at ▶ 1155 BATTERY STREET SAN FRANCISCO CA ZIP+4 ▶ 941111230			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.).	3b		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).

☒ Yes ☐ No

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

☐ Yes ☒ No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here.

☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☒ Yes ☐ No

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

6a

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

☐ Yes ☒ No

b

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

☐ Yes ☒ No

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

7a

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

☐ Yes ☒ No

b

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

5b

No

6b

No

7b

Part VIII

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

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

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MERLE LAWRENCE	SENIOR MANAGER	145,568	50,949	0
1155 BATTERY ST SAN FRANCISCO,CA 94111	40 00			
JASON MCBRIARTY	CONTROLLER	130,050	45,518	0
1155 BATTERY ST SAN FRANCISCO,CA 94111	18 00			
MIGUEL BUSTOS	MANAGER	114,294	40,003	0
1155 BATTERY ST SAN FRANCISCO,CA 94111	40 00			
BRANDEE BUTLER	MANAGER	112,750	39,463	0
1155 BATTERY ST SAN FRANCISCO,CA 94111	40 00			
Total number of other employees paid over \$50,000.				0

Part VIII

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0
2	
3	
4	

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	0

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	65,727,026
b	Average of monthly cash balances.	1b	976,717
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	66,703,743
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	66,703,743
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	1,000,556
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	65,703,187
6	Minimum investment return. Enter 5% of line 5.	6	3,285,159

Part XI

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

1	Minimum investment return from Part X, line 6.	1	3,285,159
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	64,720
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	64,720
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	3,220,439
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,220,439
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	3,220,439

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	8,626,882
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	8,626,882
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	8,626,882
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1		Distributable amount for 2010 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2010			
a		Enter amount for 2009 only.			
b		Total for prior years 20____, 20____, 20____			
3		Excess distributions carryover, if any, to 2010			
a		From 2005.			
b		From 2006.			
c		From 2007.			
d		From 2008.			
e		From 2009.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2010 from Part XII, 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)			
c		Treated as distributions out of corpus (Election required—see page 26 of the instructions).			
d		Applied to 2010 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2010 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
c		Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d		Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions.			
e		Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			
f		Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).			
8		Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).			
9		Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.			
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.			

Part XIVPrivate Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

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

b

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

c

Any submission deadlines

d

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

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	8,433,418
b Approved for future payment See Additional Data Table				
Total			3b	2,232,500

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2010)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

(1)

Cash.

(2)

Other assets.

b

Other transactions

(1)

Sales of assets to a noncharitable exempt organization.

(2)

Purchases of assets from a noncharitable exempt organization.

(3)

Rental of facilities, equipment, or other assets.

(4)

Reimbursement arrangements.

(5)

Loans or loan guarantees.

(6)

Performance of services or membership or fundraising solicitations.

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Yes

No

(a)

Line No

(b)

Amount involved

(c)

Name of noncharitable exempt organization

(d)

Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes

No

b

If "Yes," complete the following schedule

(a)

Name of organization

(b)

Type of organization

(c)

Description of relationship

Sign Here

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

Signature of officer or trustee

2012-10-15

Date

Title

Paid Preparer's Use Only

Preparer's Signature

ROBERT A DOCILI

Firm's name

HOOD & STRONG LLP

100 FIRST STREET 14TH FLOOR

Firm's address

SAN FRANCISCO, CA 94105

Date

Check if self-employed

PTIN

Firm's EIN

Phone no

(415) 781-0793

Form 990-PF (2010)

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of organization LEVI STRAUSS FOUNDATION	Employer identification number 94-6064702
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule—

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization LEVI STRAUSS FOUNDATION	Employer identification number 94-6064702
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Part I Contributors (see Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>1</u>	LEVI STRAUSS CO 1155 BATTERY STREET SAN FRANCISCO, CA 94111 	\$ 1,242,465	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>2</u>	PETER HAAS JR 1155 BATTERY STREET SAN FRANCISCO, CA 94111 	\$ 15,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization LEVI STRAUSS FOUNDATION	Employer identification number 94-6064702
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Part II Noncash Property (see Instructions)			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—		\$	

Name of organization LEVI STRAUSS FOUNDATION	Employer identification number 94-6064702
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Part III

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

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

Additional Data

Software ID:

Software Version:

EIN: 94-6064702

Name: LEVI STRAUSS FOUNDATION

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ROBERT D HAAS	PRESIDENT 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
JENNIFER HAAS	VICE PRESIDENT 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
TANIA ALVES	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
JOHN ANDERSON	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
DAN GEBALLE	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
DOROTA GUTKOWSKA	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
PETER HAAS JR	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
JEFF HARLOWE	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
AMY LEONARD	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
BABUR RAFIQ	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
MICHAEL KOBORI	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
DANIEL LURIE	BOARD MEMBER 1 00	0	0	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				
DANIEL LEE	EXECUTIVE DIRECTOR 40 00	185,000	64,750	0
1155 BATTERY ST SAN FRANCISCO,CA 94111				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
A FAMILY FOR EVERY CHILD 880 BELTLINE ROAD SPRINGFIELD,OR 97477	NONE	PUBLIC CHARITY	CHARITABLE	5,500
ACLU FOUNDATION OF NORTHERN CALIFORNIA 39 DRUMM STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	100,000
ACTION FOR HEALTH INITIATIVES (ACHIEVE) INC 162-A SCT FUENTEBELLA EXT BRGY QUEZON CITY 1103 RP	NONE	PUBLIC CHARITY	CHARITABLE	95,500
ACUMEN FUND 76 NINTH AVENUE SUITE 315 NEW YORK,NY 10011	NONE	PUBLIC CHARITY	CHARITABLE	10,000
AGUILAS 2095 HARRISON STREET SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	CHARITABLE	50,000
AIDS CARE CHINA ROOM 601 UNIT 1 BUILDING 3YAO LONG KUNMING 650223 CH	NONE	PUBLIC CHARITY	CHARITABLE	50,000
AIDS FOUNDATION OF CHICAGO 200 W JACKSON BLVD 2200 CHICAGO,IL 60606	NONE	PUBLIC CHARITY	CHARITABLE	100,000
AIDS HEALTHCARE FOUNDATION 6255 W SUNSET BLVD 21ST FLOOR LOS ANGELES,CA 90028	NONE	PUBLIC CHARITY	CHARITABLE	10,000
AIDS LEGAL NETWORK (ALN) 6F DANE STREET WAVERLEY BUSINESS CAPE TOWN 7700 SF	NONE	PUBLIC CHARITY	CHARITABLE	75,000
AIDS PROJECT LOS ANGELES 611 SOUTH KINGSLEY DRIVE LOS ANGELES,CA 90005	NONE	PUBLIC CHARITY	CHARITABLE	50,000
AIDS UNITED 1424 K ST NW STE 200 WASHINGTON,DC 200052411	NONE	PUBLIC CHARITY	CHARITABLE	200,000
ALVARADO ES 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	2,500
AMERICAN CANCER SOCIETY 2350 OAKMONT WAY SUITE 200 EUGENE,OR 97401	NONE	PUBLIC CHARITY	CHARITABLE	2,000
AMERICAN DIABETES ASSOCIATION PO BOX 40476 EUGENE,OR 97404	NONE	PUBLIC CHARITY	CHARITABLE	2,000
AMERICAN NATIONAL RED CROSS - INTERNATIONAL RESPONSE FUND PO BOX 37295 WASHINGTON,DC 20013	NONE	PUBLIC CHARITY	CHARITABLE	41,926
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN RED CROSS 431 18TH STREET NW WASHINGTON,DC 200060000	NONE	PUBLIC CHARITY	CHARITABLE	120,000
AMFAR THE FOUNDATION FOR AIDS RESEARCH 120 WALL STREET 13TH FLOOR NEW YORK,NY 10005	NONE	PUBLIC CHARITY	CHARITABLE	50,000
ASIA CATALYST 39 WEST 32ND STREET SUITE 1602 NEW YORK,NY 10001	NONE	PUBLIC CHARITY	CHARITABLE	125,000
ASIA PACIFIC NETWORK OF PEOPLE LIVING WITH AIDS 5122 34 FLOOR RUAM RUDEE BLDG III BANGKOK 10330 RP	NONE	PUBLIC CHARITY	CHARITABLE	50,000
ASIAN & PACIFIC ISLANDER WELLNESS CENTER 730 POLK STREET 4TH FLOOR SAN FRANCISCO,CA 94109	NONE	PUBLIC CHARITY	CHARITABLE	50,000
ASIAN AMERICANS PACIFIC ISLANDERS IN PHILANTHROPY 211 SUTTER STREET SUITE 600 SAN FRANCISCO,CA 94108	NONE	PUBLIC CHARITY	CHARITABLE	7,000
ASIAN LAW CAUCUS INC 55 COLUMBUS AVE SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	114,000
ASSOCIACION DOMINICANA PARA EL DESARROLLO DE LA MUJER CALLE ORTEGA Y GASSET 48 ENSACHE SANTO DOMINGO 809 DR	NONE	PUBLIC CHARITY	CHARITABLE	175,000
ASSOCIATION MARIA ELENA CUADRA MOVEMENT OF WOMEN WORKERS AND UNEMPLOYED WOM FROM THE NATIONAL ASSEMBLY TRAFFIC MANAGUA 3604 NU	NONE	PUBLIC CHARITY	CHARITABLE	50,000
ASTRAEA LESBIAN FOUNDATION FOR JUSTICE 116 E 16 ST 7TH FLOOR NEW YORK,NY 10003	NONE	PUBLIC CHARITY	CHARITABLE	40,000
AUSTRALIAN RED CROSS 155 PELHAM STREET CARLTON VICTORIA 3053 AS	NONE	PUBLIC CHARITY	CHARITABLE	20,000
BAGS OF LOVE 3910-A W 1ST AVENUE EUGENE,OR 97402	NONE	PUBLIC CHARITY	CHARITABLE	4,500
BENTON COUNTY SUNSHINE SCHOOL 3400 WOODS LANE ROGERS,AR 72756	NONE	PUBLIC CHARITY	CHARITABLE	4,500
BETH KANTE 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	6,500
BLACK ROCK ARTS FOUNDATION 995 MARKET ST 9TH FLOOR SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	CHARITABLE	15,000
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BOYS & GIRLS CLUBS OF EMERALD VALLEY 1545 WEST 22ND AVENUE EUGENE,OR 97405	NONE	PUBLIC CHARITY	CHARITABLE	4,500
BSR CHINACTI ROOM 1013 WEST BUILDING TIME SQUARE GUANGZHOU 510620 CH	NONE	PUBLIC CHARITY	CHARITABLE	56,000
BUSINESS FOR SOCIAL RESPONSIBILITY 88 KEARNY STREET 12TH FLOOR SAN FRANCISCO,CA 94108	NONE	PUBLIC CHARITY	CHARITABLE	110,000
CANADIAN HIVAIDS LEGAL NETWORK (CHALN) 1240 BAY STREET SUITE 600 TORONTO M5R 2A7 CA	NONE	PUBLIC CHARITY	CHARITABLE	80,000
CANADIAN WORKING GROUP ON HIV AND REHABILITATION 600-1240 BAY STREET TORONTO M5R 2A7 CA	NONE	PUBLIC CHARITY	CHARITABLE	40,000
CASA OF LANE COUNTY 174 DEADMOND FERRY ROAD SPRINGFIELD,OR 97477	NONE	PUBLIC CHARITY	CHARITABLE	4,500
CASCADES RAPTOR CENTER 32275 FOX HOLLOW RAOD EUGENE,OR 97405	NONE	PUBLIC CHARITY	CHARITABLE	3,500
CATHOLIC RELIEF SERVICES 228 W LEXINGTON ST BALTIMORE,MD 21201	NONE	PUBLIC CHARITY	CHARITABLE	75,000
CHARLOTTE MAXWELL COMPLEMENTARY CLINIC 610 16TH ST SUITE 426 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	CHARITABLE	1,500
CHAUTAUQUA FOUNDATION INC PO BOX 28 CHAUTAUQUA,NY 147220028	NONE	PUBLIC CHARITY	CHARITABLE	25,000
CHILDREN'S HARBOR 1 OUR CHILDRENS HIGHWAY ALEXANDER CITY,AL 35010	NONE	PUBLIC CHARITY	CHARITABLE	3,500
CHINESE FOR AFFIRMATIVE ACTION 16 WALTER U LUM PLACE SAN FRANCISCO,CA 941081801	NONE	PUBLIC CHARITY	CHARITABLE	100,000
CHRONICLE SEASON OF SHARING FUND 901 MISSION ST SAN FRANCISCO,CA 941032905	NONE	PUBLIC CHARITY	CHARITABLE	50,000
CITY OF MIRAMAR 2300 CIVIC CENTER PLACE MIRAMAR,FL 33025	NONE	PUBLIC CHARITY	CHARITABLE	3,500
COLECTIVO SOL AC CERRADA CUAUHNOCHTLI 11 PUEBLO TLALPAN 14040 MX	NONE	PUBLIC CHARITY	CHARITABLE	80,000
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
COMMON COUNSEL FOUNDATION 405 FOURTEENTH STREET STE 809 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	CHARITABLE	20,000
COMMUNITY INITIATIVES 354 PINE ST STE 700 SAN FRANCISCO,CA 941043229	NONE	PUBLIC CHARITY	CHARITABLE	100,000
COMPASS FAMILY SERVICES 49 POWELL ST FL 3 SAN FRANCISCO,CA 941022853	NONE	PUBLIC CHARITY	CHARITABLE	5,000
COOPERATIVE FOR ASSISTANCE AND RELIEF EVERYWHERE INC - CARE 151 ELLIS STREET NE ATLANTA,GA 303030000	NONE	PUBLIC CHARITY	CHARITABLE	115,000
COPPER'S DREAM ANIMAL RESCUE 863A HAYES STREET SAN FRANCISCO,CA 94117	NONE	PUBLIC CHARITY	CHARITABLE	2,000
CORPORATION FOR ENTERPRISE DEVELOPMENT 1200 G STREET NW SUITE 400 WASHINGTON,DC 20005	NONE	PUBLIC CHARITY	CHARITABLE	100,000
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202	NONE	PUBLIC CHARITY	CHARITABLE	10,000
COUNCIL ON THE ENVIRONMENT 51 CHAMBERS STREET ROOM 228 NEW YORK,NY 10007	NONE	PUBLIC CHARITY	CHARITABLE	4,500
DEEP ASHRAM RAJIV JAGAR ATUL KATARIA MARG OLD GURGAON IN	NONE	PUBLIC CHARITY	CHARITABLE	2,500
DELIVERING INNOVATION IN SUPPORTIVE HOUSING 232 EDDY STREET SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	CHARITABLE	2,500
DORRIS RANCH LIVING HISTORY SCHOOL 205 DORRIS STREET SPRINGFIELD,OR 97477	NONE	PUBLIC CHARITY	CHARITABLE	2,000
EARNED ASSETS RESOURCE NETWORK 235 MONTGOMERY ST SUITE 470 SAN FRANCISCO,CA 941042902	NONE	PUBLIC CHARITY	CHARITABLE	115,000
EDGEWOOD CENTER FOR CHILDREN AND FAMILIES 1801 VICENTE STREET SAN FRANCISCO,CA 94116	NONE	PUBLIC CHARITY	CHARITABLE	16,000
EMERGING PRACTITIONERS IN PHILANTHROPY 10 EAST 34TH STREET 10TH FLOOR NEW YORK,NY 10016	NONE	PUBLIC CHARITY	CHARITABLE	100,000
EQUAL RIGHTS ADVOCATES INC 179 HOWARD ST 300 SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	CHARITABLE	100,000
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
EURYDICE GALKA PHOTOGRAPHY 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	27,000
FAIR FINANCE 18 ASHWIN STREET LONDON E8 2FE UK	NONE	PUBLIC CHARITY	CHARITABLE	80,000
FII - NATIONAL 1203 PRESERVATION PARK WAY STE 100 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	CHARITABLE	80,000
FLORENCE CRITTENTON SERVICES 840 BRODERICK STREET SAN FRANCISCO,CA 94115	NONE	PUBLIC CHARITY	CHARITABLE	6,000
FOOD FOR LANE COUNTY 770 BAILEY HILL RD EUGENE,OR 97402	NONE	PUBLIC CHARITY	CHARITABLE	4,500
FORT WORTH AREA HABITAT FOR HUMANITY 3345 S JONES ST FORT WORTH,TX 76110	NONE	PUBLIC CHARITY	CHARITABLE	3,500
FORUM DA ONG AIDS DO ESTADO DE SAO PAULO AVENIDA SAO JOAO 324 SALA 701 SAO PAULO 01036-000 BR	NONE	PUBLIC CHARITY	CHARITABLE	20,000
FOUNDATION CENTER 312 SUTTER STREET 606 SAN FRANCISCO,CA 94108	NONE	PUBLIC CHARITY	CHARITABLE	5,000
FRANCISCO MIDDLE 2190 POWELL ST SAN FRANCISCO,CA 94133	NONE	PUBLIC CHARITY	CHARITABLE	6,000
FUNDACION FONDO CENTROAMERICANO DE MUJERES DE LA ROTONDA EL GUEGUENSE 4 MANAGUA 0 NU	NONE	PUBLIC CHARITY	CHARITABLE	50,000
FUNDACION EDUCACION PARA EMPREDEDORES AC AV INSURGENTES SUR NO 826 PISO 7 MEXICO CITY 3100 MX	NONE	PUBLIC CHARITY	CHARITABLE	60,000
FUNDACION HUESPED PASAJE PELUFFO 3932 BUENOS AIRES C1202ABB AR	NONE	PUBLIC CHARITY	CHARITABLE	75,000
FUNDACJA CENTRUM ORGANIZACJI POZYCZKOWYCH KOSZYKOWA 60/62 M52 WARSAW 00-673 PL	NONE	PUBLIC CHARITY	CHARITABLE	4,000
FUNDERS FOR LESBIAN AND GAY ISSUES 116 E 16TH ST FL 7 NEW YORK,NY 100032159	NONE	PUBLIC CHARITY	CHARITABLE	15,000
FUTURES WITHOUT VIOLENCE 100 MONTGOMERY STREET THE PRESIDIO SAN FRANCISCO,CA 94129	NONE	PUBLIC CHARITY	CHARITABLE	2,500
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
G V MONTGOMERY MEDICAL CENTER 1500 EAST WOODROW WILSON AVENUE JACKSON, MS 39216	NONE	PUBLIC CHARITY	CHARITABLE	2,000
GIV - GRUPO DE INCENTIVO A VIDA RUA CAPITAO CAVALCANTI 145 SAO PAULO 01417-000 BR	NONE	PUBLIC CHARITY	CHARITABLE	20,000
GIVE TO COLOMBIA 6705 RED ROAD SUITE 502 CORAL GABLES, FL 33143	NONE	PUBLIC CHARITY	CHARITABLE	150,000
GLOBAL FUND FOR WOMEN INC 222 SUTTER ST STE 500 SAN FRANCISCO, CA 941084456	NONE	PUBLIC CHARITY	CHARITABLE	50,000
GOD'S LOVE WE DELIVER 166 AVENUE OF THE AMERICAS NEW YORK, NY 10013	NONE	PUBLIC CHARITY	CHARITABLE	4,500
GOLDEN GATE NATIONAL PARKS CONSERVANCY FORT MASON BUILDINGS 201 3RD FL SAN FRANCISCO, CA 94123	NONE	PUBLIC CHARITY	CHARITABLE	10,000
GRANTMAKERS WITHOUT BORDERS 1009 GENERAL KENNEDY AVENUE 2 SAN FRANCISCO, CA 94129	NONE	PUBLIC CHARITY	CHARITABLE	3,000
GREENHILL HUMANE SOCIETY SPCA 88530 GREEN HILL ROAD EUGENE, OR 97402	NONE	PUBLIC CHARITY	CHARITABLE	3,500
GRUPO PELA VIDDA RUA GENERAL JARDIM 566 SAO PAULO 01223-010 BR	NONE	PUBLIC CHARITY	CHARITABLE	40,000
GUY LEE ELEMENTARY 755 HARLOW ROAD SPRINGFIELD, OR 97477	NONE	PUBLIC CHARITY	CHARITABLE	4,500
HABITAT FOR HUMANITY GREATER SAN FRANCISCO 645 HARRISON ST STE 201 SAN FRANCISCO, CA 941073624	NONE	PUBLIC CHARITY	CHARITABLE	10,000
HABITAT FOR HUMANITY OF SALINE COUNTY ARKANSAS 404 WEST WALNUT STREET BENTON, AR 72015	NONE	PUBLIC CHARITY	CHARITABLE	4,500
HAYES VALLEY FARM 450 LAGUNA STREET SAN FRANCISCO, CA 94102	NONE	PUBLIC CHARITY	CHARITABLE	1,500
HESPERIAN HEALTH GUIDES 1919 ADDISON ST STE 304 BERKELEY, CA 947041143	NONE	PUBLIC CHARITY	CHARITABLE	55,000
HOMELESS PRENATAL PROGRAM INC 2500 18TH STREET SAN FRANCISCO, CA 94110	NONE	PUBLIC CHARITY	CHARITABLE	2,500
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
HORIZONS FOUNDATION 550 MONTGOMERY STREET SUITE 700 SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	30,000
HUMAN RIGHTS WATCH INC 350 FIFTH AVENUE 34TH FLOOR NEW YORK,NY 101183299	NONE	PUBLIC CHARITY	CHARITABLE	80,000
HUNG HUA TUNG HSIN 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	2,500
INSIGHT CENTER FOR COMMUNITY ECONOMIC DEVELOPMENT 2201 BROADWAY STE 815 OAKLAND,CA 946123024	NONE	PUBLIC CHARITY	CHARITABLE	50,000
INSTITUTO 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	300
INTERCAMBIOS ASOCIACION CIVIL CORRIENTES 2548 2DO D BUENOS AIRES 1046 AR	NONE	PUBLIC CHARITY	CHARITABLE	40,000
INTERCHURCH ORGANIZATION 475 RIVERSIDE DRIVE NEW YORK,NY 10115	NONE	PUBLIC CHARITY	CHARITABLE	1,000
INTERNATIONAL ASSOCIATION FOR COMMUNITY DEVELOPMENT THE STABLES FALKLAND ESTATE FALKLAND KY157AF FK	NONE	PUBLIC CHARITY	CHARITABLE	55,000
INTERNATIONAL HIVAIDS ALLIANCE PREECE HOUSE DAVIGDOR ROAD HOVE BN3 1RE UK	NONE	PUBLIC CHARITY	CHARITABLE	160,000
INTERNATIONAL LABOUR OFFICE 4 ROUTE DES MORILLONS GENEVA 1211 SZ	NONE	PUBLIC CHARITY	CHARITABLE	100,000
INTERNATIONAL TEXTILE GROUP 804 GREEN VALLEY RD 300 GREENSBORO,NC 27408	NONE	PUBLIC CHARITY	CHARITABLE	43,907
JAPAN PACIFIC RESOURCE NETWORK (JPRN) 310 8TH ST STE 305A OAKLAND,CA 946076526	NONE	PUBLIC CHARITY	CHARITABLE	50,000
JUMA VENTURES 131 STEUART STREET SUITE 201 SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	CHARITABLE	100,000
KIMOCCHI INC 1715 BUCHANAN STREET SAN FRANCISCO,CA 94115	NONE	PUBLIC CHARITY	CHARITABLE	4,000
KOROBCHEEVSKAYA BOARDING SCHOOL KOLOMNA DISTRICT DER KOROBCHEEVO MOSCOW RS	NONE	PUBLIC CHARITY	CHARITABLE	3,500
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
KOVNO COMMUNICATIONS INC 2600 TENTH STREET - 628 BERKELEY,CA 94710	NONE	PUBLIC CHARITY	CHARITABLE	75,000
LA CASA DE LAS MADRES 1663 MISSION STREET SUITE 225 SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	CHARITABLE	6,000
LA COCINA 2948 FOLSOM STREET SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	CHARITABLE	2,500
LAMBDA LEGAL DEFENSE AND EDUCATION FUND 120 WALL STREET SUITE 1500 NEWYORK,NY 10005	NONE	PUBLIC CHARITY	CHARITABLE	25,000
LARKIN STREET YOUTH SERVICES 701 SUTTER STREET SUITE 2 SAN FRANCISCO,CA 94109	NONE	PUBLIC CHARITY	CHARITABLE	5,000
LAWYERS COLLECTIVE 63 JALARAM JYOT JANMABHOOMI MARG MUMBAI 400001 IN	NONE	PUBLIC CHARITY	CHARITABLE	150,000
LAWYERS' COMMITTEE FOR CIVIL RIGHTS 130 STEUART ST STE 400 SAN FRANCISCO,CA 941051243	NONE	PUBLIC CHARITY	CHARITABLE	100,000
LEADER SPRI 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	500
LEMBAGA BANTUAN HUKUM MASYARAKAT TEBET TIMUR DALAM IIIB NO 10 JAKARTA 12820 ID	NONE	PUBLIC CHARITY	CHARITABLE	25,000
LETRA S SIDA CULTURA Y VIDA COTIDIANA AC CANARIAS 45 MEXICO CITY 3660 MX	NONE	PUBLIC CHARITY	CHARITABLE	30,000
LICEUM OGOLNOKSZTALCACE IM MARSZALKA STANISLAVA MALACHOWSKIEGO UL MALACHOWSKIEGO 1 PLOCK 09-400 PL	NONE	PUBLIC CHARITY	CHARITABLE	3,000
LITERACY FOR ENVIRONMENTAL JUSTICE 1329 EVANS ST SAN FRANCISCO,CA 94124	NONE	PUBLIC CHARITY	CHARITABLE	5,000
MADISON COUNTY HABITAT FOR HUMANITY 400 PRATT AVENUE NW HUNTSVILLE,AL 35801	NONE	PUBLIC CHARITY	CHARITABLE	2,000
MAITRI COMPASSIONATE CARE 401 DUBOCE AVENUE SAN FRANCISCO,CA 94117	NONE	PUBLIC CHARITY	CHARITABLE	3,000
MANAGEMENT ASSISTANCE GROUP 1155 F STREET NW SUITE 1050 WASHINGTON,DC 20004	NONE	PUBLIC CHARITY	CHARITABLE	20,000
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MERCADO GLOBAL INC 291 WHITNEY AVE SUITE 101 NEW HAVEN,CT 06511	NONE	PUBLIC CHARITY	CHARITABLE	220,000
MILO FOUNDATION PO BOX 6625 ALBANY,CA 94706	NONE	PUBLIC CHARITY	CHARITABLE	1,500
MISSION ASSET FUND 1470 VALENCIA STREET SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	CHARITABLE	50,000
MISSION ECONOMIC DEVELOPMENT AGENCY 2301 MISSION STREET SUITE 303 SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	CHARITABLE	50,000
MONITOR 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	4,500
MOTHERS AGAINST DRUNK DRIVING LANE COUNTY 1310 COBURG RD SUITE 10 EUGENE,OR 97401	NONE	PUBLIC CHARITY	CHARITABLE	4,500
MOUNT PISGAH ARBORETUM 34901 FRANK PARRISH RD EUGENE,OR 97405	NONE	PUBLIC CHARITY	CHARITABLE	4,500
MUTTVILLE PO BOX 410207 SAN FRANCISCO,CA 94141	NONE	PUBLIC CHARITY	CHARITABLE	1,500
NATIONAL AIDS MEMORIAL GROVE A PROJECT OF TIDES CENTER 870 MARKET STREET SUITE 965 SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	CHARITABLE	10,000
NATIONAL ASSOCIATION OF PEOPLE LIVING WITH HIVAIDS UNIT G5 NO 1 ERSKINEVILLE ROAD SYDNEY 2042 AS	NONE	PUBLIC CHARITY	CHARITABLE	75,000
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET SUITE 370 SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	CHARITABLE	5,000
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET NW WASHINGTON,DC 20005	NONE	PUBLIC CHARITY	CHARITABLE	25,000
NATIONAL COUNCIL OF LA RAZA 1126 16TH ST NW WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	CHARITABLE	20,000
NATIONAL LATINO AIDS ACTION NETWORK - NLAAN 24 W 25TH ST FL 9 NEW YORK,NY 100102725	NONE	PUBLIC CHARITY	CHARITABLE	25,000
NATIVE AMERICAN AIDS PROJECT 1540 MARKET STREET 130 SAN FRANCISCO,CA 94102	NONE	PUBLIC CHARITY	CHARITABLE	2,000
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NEIGHBORHOOD PARK COUNCIL PO BOX 170160 SAN FRANCISCO,CA 94117	NONE	PUBLIC CHARITY	CHARITABLE	2,500
NEW AMERICA FOUNDATION 1899 L STREET NW SUITE 400 WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	CHARITABLE	50,000
NEXTSTEP RECYCLING 2101 W 10TH AVENUE EUGENE,OR 97402	NONE	PUBLIC CHARITY	CHARITABLE	4,500
NOAH OLD AGE HOMES 19 REGENT STREET WOODSTOCK CAPE TOWN 7925 SF	NONE	PUBLIC CHARITY	CHARITABLE	1,250
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET - 3RD FLOOR SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	CHARITABLE	20,000
OREGON SUPPORTED LIVING PROGRAM 1250 CHARNELTON STREET EUGENE,OR 97401	NONE	PUBLIC CHARITY	CHARITABLE	4,500
OXFAM AMERICA INC 226 CAUSEWAY STREET 5TH FLOOR BOSTON,MA 02114	NONE	PUBLIC CHARITY	CHARITABLE	20,000
PENINSULA HUMANE SOCIETY & SPCA 12 AIRPORT BOULEVARD SAN MATEO,CA 94401	NONE	PUBLIC CHARITY	CHARITABLE	1,500
PETS ARE WONDERFUL SUPPORT 3170 23RD STREET SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	CHARITABLE	2,500
PHILANTHROPY NEW YORK 79 FIFTH AVENUE FOURTH FLOOR NEW YORK,NY 100033034	NONE	PUBLIC CHARITY	CHARITABLE	20,000
POPULAR EDUCATION RESEARCH GROUP 606 SHAW STREET TORONTO M6G 3L6 CA	NONE	PUBLIC CHARITY	CHARITABLE	50,000
POPULATION COUNCIL INC 1 DAG HAMMARSKJOLD PLAZA NEW YORK,NY 10017	NONE	PUBLIC CHARITY	CHARITABLE	50,000
POSITIVE BEING 1170 S VANE NESS AVE 1 SAN FRANCISCO,CA 94110	NONE	PUBLIC CHARITY	CHARITABLE	1,500
POSITIVE LIVING ASSOCIATION CUMHURIYET CADDESI SUBESI ISTANBUL TU	NONE	PUBLIC CHARITY	CHARITABLE	2,500
PRESIDIO COMMUNITY YMCA 63 FUNSTON AVENUE SAN FRANCISCO,CA 94129	NONE	PUBLIC CHARITY	CHARITABLE	2,500
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
PROJECT CONCERN 5151 MURPHY CANYON RD SUITE 320 SAN DIEGO,CA 92123	NONE	PUBLIC CHARITY	CHARITABLE	4,500
PROJECT OPEN HAND 730 POLK STREET SAN FRANCISCO,CA 94109	NONE	PUBLIC CHARITY	CHARITABLE	5,000
PROTEUS FUND 15 RESEARCH DRIVE SUITE B AMHERST,MA 01002	NONE	PUBLIC CHARITY	CHARITABLE	10,000
RAPHAEL HOUSE OF SAN FRANCISCO INC 1065 SUTTER ST SAN FRANCISCO,CA 941095817	NONE	PUBLIC CHARITY	CHARITABLE	17,000
RC DURR YMCA 5874 VETERANS WAY BURLINGTON,KY 41005	NONE	PUBLIC CHARITY	CHARITABLE	2,000
RELIEF NURSERY INC 1720 WEST 25TH AVENUE EUGENE,OR 97405	NONE	PUBLIC CHARITY	CHARITABLE	4,500
RESEAU FINANCEMENT ALTERNATIF CHAUSSEE DALSEMBERG 303-309 BRUXELLES 1190 BE	NONE	PUBLIC CHARITY	CHARITABLE	56,000
ROCKWOOD LEADERSHIP INSTITUTE 426 17TH STREET SUITE 400 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	CHARITABLE	100,000
SAN FRANCISCO AIDS FOUNDATION 1035 MARKET STREET SUITE 400 SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	CHARITABLE	140,000
SAN FRANCISCO COMMUNITY LAND TRUST 55A COLUMBUS AVE BASEMENT SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	25,000
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO,CA 94107	NONE	PUBLIC CHARITY	CHARITABLE	1,001
SAN FRANCISCO SENIOR CENTER 890 BEACH STREET SAN FRANCISCO,CA 94109	NONE	PUBLIC CHARITY	CHARITABLE	2,000
SAN FRANCISCO PARKS ALLIANCE 501 STANYAN STREET SAN FRANCISCO,CA 94117	NONE	PUBLIC CHARITY	CHARITABLE	5,000
SANCHEZ SCHOOL 325 SANCHEZ STREET SAN FRANCISCO,CA 94114	NONE	PUBLIC CHARITY	CHARITABLE	2,500
SECTION27 INCORPROATING THE AIDS LAW PROJECT UNIT 6/002 6TH FLOOR BRAAMFONTEIN BRAAMFONTEIN 2001 SF	NONE	PUBLIC CHARITY	CHARITABLE	50,000
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SHANTI PROJECT INC 730 POLK STREET 3 SAN FRANCISCO,CA 94109	NONE	PUBLIC CHARITY	CHARITABLE	7,000
SOCIEDAD MEXICANA PRO DERECHOS DE LA MUJER AC TAMAULIPAS 66 CONDESA CUAUHTEMOC DISTRITO FEDERAL 6140 MX	NONE	PUBLIC CHARITY	CHARITABLE	102,000
SPRINGFIELD PUBLIC SCHOOLS 525 MILL STREET SPRINGFIELD,OR 97477	NONE	PUBLIC CHARITY	CHARITABLE	4,500
SPRINGFIELDEUGENE HABITAT FOR HUMANITY 1210 OAK PATCH ROAD EUGENE,OR 97402	NONE	PUBLIC CHARITY	CHARITABLE	4,500
STERN GROVE FESTIVAL ASSOCIATION 832 FOLSOM STREET SUITE 1000 SAN FRANCISCO,CA 94107	NONE	PUBLIC CHARITY	CHARITABLE	30,000
STICHTING MAMA CASH PO BOX 15686 AMSTERDAM 1001ND NL	NONE	PUBLIC CHARITY	CHARITABLE	140,000
STOP AIDS PROJECT 2128 15TH STREET SAN FRANCISCO,CA 94114	NONE	PUBLIC CHARITY	CHARITABLE	1,500
STREET TIMES 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	2,000
SUSAN G KOMEN FOR THE CURE SAN FRANCISCO 26 OFARRELL STREET SAN FRANCISCO,CA 94108	NONE	PUBLIC CHARITY	CHARITABLE	4,500
THAI NETWORK OF PEOPLE LIVING WITH HIVAIDS (TNP) 494 SOI NAKHONTHAI 11 LADPRAO 101 BANGKOK 10240 TH	NONE	PUBLIC CHARITY	CHARITABLE	5,000
THE ANDREY RYLKOV FOUNDATION FOR HEALTH & SOCIAL JUSTICE 17-82 MARSHALA BIRYUZOVA MOSCOW 123060 RS	NONE	PUBLIC CHARITY	CHARITABLE	60,000
THE ASIA FOUNDATION 465 CALIFORNIA STREET 9TH FLOOR SAN FRANCISCO,CA 94104	NONE	PUBLIC CHARITY	CHARITABLE	100,000
THE COALITION OF ASIA PACIFIC REGIONAL NETWORKS ON HIVAIDS SATHARANASUKWISIT BLDG 8TH FL 420/1 BANGKOK 10400 TH	NONE	PUBLIC CHARITY	CHARITABLE	20,000
THE RED TAB FOUNDATION 1155 BATTERY STREET LS 3 SAN FRANCISCO,CA 94111	BROTHER/SISTER ORG	PUBLIC CHARITY	CHARITABLE	102,500
THE RUNNYMEDE TRUST 7 PLOUGH YARD SHOREDITCH LONDON EC2A 3LP UK	NONE	PUBLIC CHARITY	CHARITABLE	100,000
Total ▶ 3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE TIDES CENTER 10 EAST 34TH STREET NEW YORK,NY 10016	NONE	PUBLIC CHARITY	CHARITABLE	90,000
THE TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO,CA 94104	NONE	PUBLIC CHARITY	CHARITABLE	335,833
THEATRE RHINOCEROS 1360 MISSION STREET 200 SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	CHARITABLE	25,000
THREE TREASURES FARMS PO BOX 1072 CRESWELL,OR 97426	NONE	PUBLIC CHARITY	CHARITABLE	4,500
UNITED NATIONS FOUNDATION 1800 MASSACHUSETTS AVE NW SUITE 400 WASHINGTON,DC 200360000	NONE	PUBLIC CHARITY	CHARITABLE	10,000
UNITED WAY WORLDWIDE 701 N FAIRFAX ST ALEXANDRIA,VA 223142058	NONE	PUBLIC CHARITY	CHARITABLE	100,000
UNIVERSITY OF CALIFORNIA BERKELEY 200 CALIFORNIA HALL 1500 UNIVERSITY OF CALIFORNIA BERKELEY,CA 947201500	NONE	PUBLIC CHARITY	CHARITABLE	625,000
URGENT ACTION FUND FOR WOMEN'S HUMAN RIGHTS 333 VALENCIA STREET SUITE 250 SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	CHARITABLE	40,000
VERITE INC 44 BELCHERTOWN ROAD AMHERST,MA 01002	NONE	PUBLIC CHARITY	CHARITABLE	50,000
WASHINGTON UNIVERSITY 1 BROOKINGS DRIVE ST LOUIS,MO 63130	NONE	PUBLIC CHARITY	CHARITABLE	50,000
WELLINGTON BOWER 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	78,450
WOMEN ORGANIZED TO RESPOND TO LIFE THREATENING DISEASES 449 15TH ST SUITE 303 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	CHARITABLE	70,000
WOMEN'S ACTION TO GAIN ECONOMIC SECURITY 1904 FRANKLIN ST SUITE 801 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	CHARITABLE	75,000
WONDER DOG RESCUE PO BOX 40121 SAN FRANCISCO,CA 94140	NONE	PUBLIC CHARITY	CHARITABLE	3,500
YAYASAN SINAR HARAPAN UMAT 1155 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	1,751
Total  3a				8,433,418

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ZERODIVIDE 255 CALIFORNIA STREET SUITE 800 SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	105,500
Total				3a 8,433,418

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
ACTION FOR HEALTH INITIATIVES (ACHIEVE)INC162-A SCT FUENTEBELLA EXT BRGY SACRED HEART QUEZON CITY 1103 RP	NONE	PUBLIC CHARITY	CHARITABLE	50,000
AIDS CARE CHINAROOM 601 UNIT 1 BUILDING 3YAO LONG KANGCHENG166 LIN YU ROAD KUNMING 650223 CH	NONE	PUBLIC CHARITY	CHARITABLE	50,000
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTHERN CALIFORNIA39 DRUMM ST SAN FRANCISCO,CA 941114805	NONE	PUBLIC CHARITY	CHARITABLE	175,000
APPAREL LESOTHO ALLIANCE TO FIGHT AIDSLESOTHO CHAMBER OF COMMERCE INDUSTRIES BUILDING ORPEN RD MASERU 100 LT	NONE	PUBLIC CHARITY	CHARITABLE	150,000
ASIA CATALYST39 WEST 32ND STREET SUITE 1602 NEWYORK,NY 10001	NONE	PUBLIC CHARITY	CHARITABLE	150,000
ASIAN LAW CAUCUS INC55 COLUMBUS AVE SAN FRANCISCO,CA 94111	NONE	PUBLIC CHARITY	CHARITABLE	75,000
ASOCIACION CAF ASSOCIATION FOR SELF FINANCED COMMUNITIES MESTRANCA 28 BARCELONA 8003 SP	NONE	PUBLIC CHARITY	CHARITABLE	100,000
ASTRAEA LESBIAN FOUNDATION FOR JUSTICE116 E 16TH ST FL 7 NEWYORK,NY 10003	NONE	PUBLIC CHARITY	CHARITABLE	20,000
BETTER COTTON INITIATIVE22 RUE DES ASTERS GENEVA CH-1202 SZ	NONE	PUBLIC CHARITY	CHARITABLE	100,000
CENTRE FOR PROMOTION OF QUALITY OF LIFE140 STREET NO 7 TRUNG SON AREA HO CHI MINH CITY 848 VM	NONE	PUBLIC CHARITY	CHARITABLE	50,000
CHANGE ASSOCIATESHOUSE 4/1 ROAD 69 GULSHAN DHAKA 1212 BG	NONE	PUBLIC CHARITY	CHARITABLE	50,000
CHINESE FOR AFFIRMATIVE ACTION17 WALTER U LUM PLACE SAN FRANCISCO,CA 941081801	NONE	PUBLIC CHARITY	CHARITABLE	175,000
COLECTIVO SOL ACCERRADA CUAUHNOCOTLI 11 PUEBLO QUIETO TLALPAN 14040 MX	NONE	PUBLIC CHARITY	CHARITABLE	100,000
COOPERATIVE FOR ASSISTANCE AND RELIEF EVERYWHERE INC - CARE151 ELLIS STREET NE ATLANTA,GA 303030000	NONE	PUBLIC CHARITY	CHARITABLE	85,000
EMERGING PRACTITIONERS IN PHILANTHROPY10 EAST 34TH STREET 10TH FLOOR NEWYORK,NY 10016	NONE	PUBLIC CHARITY	CHARITABLE	25,000
Total ▶ 3b				2,232,500

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
EQUAL RIGHTS ADVOCATES INC 180 HOWARD ST 300 SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	CHARITABLE	155,000
EUROPEAN AIDS TREATMENT GROUPPLACE RAYMOND BLYCKAERTS 13 BRUSSELS 1050 BE	NONE	PUBLIC CHARITY	CHARITABLE	60,000
EUROPEAN FOUNDATION CENTRE 78 AVENUE DE LA TOISON DOR BRUSSELS 1060 BE	NONE	PUBLIC CHARITY	CHARITABLE	12,500
FII - NATIONAL1203 PRESERVATION PARK WAY STE 100 OAKLAND,CA 94612	NONE	PUBLIC CHARITY	CHARITABLE	50,000
FOUNDATION CENTER312 SUTTER STREET 606 SAN FRANCISCO,CA 94108	NONE	PUBLIC CHARITY	CHARITABLE	5,000
HESPERIAN HEALTH GUIDES1919 ADDISON ST STE 304 BERKELEY,CA 947041143	NONE	PUBLIC CHARITY	CHARITABLE	25,000
HISPANICS IN PHILANTHROPY55 SECOND STREET SUITE 1500 SAN FRANCISCO,CA 94105	NONE	PUBLIC CHARITY	CHARITABLE	10,000
INSIGHT CENTER FOR COMMUNITY ECONOMIC DEVELOPMENT2201 BROADWAY STE 815 OAKLAND,CA 946123024	NONE	PUBLIC CHARITY	CHARITABLE	50,000
INVESTIGACIONES Y ESTUDIOS SUPERIORES SCAV UNIVERSIDAD ANAHUAC NO 46 HUIXQUILUCAN 52786 MX	NONE	PUBLIC CHARITY	CHARITABLE	80,000
KOVNO COMMUNICATIONS INC 2600 TENTH STREET - 628 BERKELEY,CA 94710	NONE	PUBLIC CHARITY	CHARITABLE	20,000
LAWYERS COLLECTIVE63 JALARAM JYOT JANMABHOOMI MARG MUMBAI 400001 IN	NONE	PUBLIC CHARITY	CHARITABLE	50,000
LAWYERS' COMMITTEE FOR CIVIL RIGHTS131 STEUART ST STE 400 SAN FRANCISCO,CA 941051243	NONE	PUBLIC CHARITY	CHARITABLE	75,000
LEMBAGA BANTUAN HUKUM MASYARAKATTEBET TIMUR DALAM IIIB NO 10 JAKARTA 12820 ID	NONE	PUBLIC CHARITY	CHARITABLE	25,000
LETRA S SIDA CULTURA Y VIDA COTIDIANA ACCANARIAS 45 MEXICO CITY 3660 MX	NONE	PUBLIC CHARITY	CHARITABLE	20,000
NATIONAL AIDS TRUSTNEW CITY CLOISTERS 196 OLD STREET LONDON EC1V 9FR UK	NONE	PUBLIC CHARITY	CHARITABLE	80,000
Total  3b				2,232,500

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
b <i>Approved for future payment</i>				
NATIONAL COUNCIL OF LA RAZA 1126 16TH ST NW WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	CHARITABLE	20,000
STICHTING MAMA CASHPO BOX 15686 AMSTERDAM 1001ND NL	NONE	PUBLIC CHARITY	CHARITABLE	20,000
THE ASIA FOUNDATION465 CALIFORNIA STREET 9TH FLOOR SAN FRANCISCO,CA 94104	NONE	PUBLIC CHARITY	CHARITABLE	100,000
URGENT ACTION FUND FOR WOMEN'S HUMAN RIGHTS333 VALENCIA STREET SUITE 250 SAN FRANCISCO,CA 94103	NONE	PUBLIC CHARITY	CHARITABLE	20,000
Total			▶ 3b	2,232,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2010 Expenditure Responsibility Statement

Name: LEVI STRAUSS FOUNDATION
EIN: 94-6064702

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
FOUNDATION GRANT FOR PLOCK (FUNDUSZ GRANTOWY DLA PLOCKA)	MISJONARSKA 22 PLOCK 09-402 PL	2011-12-16	50,000	GENERAL SUPPORT TO PROMOTE COMMUNITY DEVELOPMENT THROUGH A PUBLIC-PRIVATE PARTNERSHIP IN PLOCK, POLAND	50,000		DUE 1/31/2013		N/A
CHANGE ASSOCIATES HOUSE	4/1 ROAD 69 GULSHAN BG	2011-10-01	50,000	TO REFINE AND IMPLEMENT A RIGOROUS STANDARDIZED ASSESSMENT TOOL TO IDENTIFY THE NEEDS OF FACTORY WORKINGS IN CHITTAGON, BANGLADESH FOR THE "IMPROVING WORKER WELL-BEING" INITIATIVE	50,000		DUE 6/1/2013		N/A
AIDS CARE CHINA	ROOM 601 UNIT 1 BUILDING 3 YAO LONG KUNMING 650223 CH	2011-10-18	100,000	TO PROVIDE RENEWED SUPPORT FOR CRITICAL HIV/AIDS SERVICES FOR MIGRANT WORKERS IN GUANGDONG PROVINCE AND BUILD CAPACITY AMONG PEOPLE LIVING WITH HIV/AIDS IN CHINA TO ADVOCATE FOR POLICY AND SOCIAL CHANGE	100,000	NONE	RECEIVED	2011-11-30	ALL FUNDS WERE USED FOR GRANT PURPOSE
COLECTIVO SOL AC	CERRADA CUAUHNOCHTLI 11 PUEBLO QUIE TLALPAN 14040 MX	2011-10-18	100,000	TO ADDRESS HIV/AIDS STIGMA AND DISCRIMINATION IN HEALTH CARE, LAW ENFORCEMENT, AND LEGAL SETTINGS IN MEXICO CITY, PUEBLA, AND AGUASCALIENTES, MEXICO	100,000		DUE 1/1/2013		N/A
PROYECTO DE DERECHOS ECONOMICOS SOCIALES Y CULTURALES ZAMORA	169 DESPACHO B2 COL CONDESA CIUDAD DE MEXICO DF MX	2011-04-27	60,000	TO PROVIDE LEGAL ASSISTANCE, SUPPORT FOR HUMAN RIGHTS DEFENDERS, AND ADVOCACY TRAINING FOR ORGANIZATIONS ADDRESSING THE NEEDS OF APPAREL WORKERS IN MEXICO	60,000		DUE 3/1/2013		N/A
TREATMENT ACTION CAMPAIGN	3RD FLOOR WESTMINSTER HOUSE 122 LON CAPE TOWN 8001 SF	2011-03-09	100,000	GENERAL SUPPORT FOR ADVOCACY TO INCREASE ACCESS TO HIV/AIDS TREATMENT IN SOUTH AFRICA	100,000		DUE 11/1/2014		N/A
THE ANDREY RYLKOV FOUNDATION FOR HEALTH AND SOCIAL JUSTICE	17-82 MARSHALA BIRYUZOVA MOSCOW 123060 RS	2011-08-29	60,000	TO COMBAT HIV/AIDS STIGMA AND DISCRIMINATION IN RUSSIA BY BUILDING THE CAPACITY OF LOCAL ORGANIZATIONS IN MEDIA AND HUMAN RIGHTS ADVOCACY	60,000		DUE 12/15/2012		N/A
ASOCIACION DOMINICANA PARA EL DESAROLLO DE LA MUJER	HERIBERTO PIETER 8 ENS NACO SANTO DOMINGO DR	2011-09-28	150,000	TO PROVIDE TECHNICAL ASSISTANCE TO 1,600 DISPLACED WORKERS IN THE SANTIAGO REGION OF THE DOMINICAN REPUBLIC TO FIND EMPLOYMENT, LEARN NEW TECHNICAL SKILLS OR START A SMALL BUSINESS	150,000		DUE 1/1/12 AND 12/1/10		N/A
SECTION27 INCORPORATING THE AIDS LAW PROJECT	6TH FLOOR BRAAMFONTEIN CENTRE 23 JO BRAAMFONTEIN SF	2011-02-21	100,000	GENERAL SUPPORT FOR LEGAL ADVOCACY TO ADDRESS ISSUES OF HIV/AIDS, HEALTH AND HUMAN RIGHTS IN SOUTH AFRICA	100,000	NONE	3/28/11, 6/22/12	2012-06-22	ALL FUNDS WERE USED FOR GRANT PURPOSE
ASIA PACIFIC NETWORK OF PEOPLE LIVING WITH HIVAIDS (APN)	51/2 34 FL RUAM RUDEE BLDG III BANGKOK TH	2011-07-11	100,000	TO SUPPORT THE "COALITION OF ASIA PACIFIC REGIONAL NETWORKS ON HIV/AIDS (7 SISTERS)" TO ADDRESS STIGMA AND DISCRIMINATION AND ADVANCE POLICY AND SOCIAL CHANGE	100,000	NONE	10/1/10, 5/1/11, 10/1/11, DUE 6/1/12	2011-10-16	ALL FUNDS WERE USED FOR GRANT PURPOSE
AIDS LEGAL NETWORK (ALN)	6F DANE STREET WAYERLEY BUSINESS PA CAPE TOWN SF	2011-08-04	150,000	TO SUPPORT ADVOCACY TO CREATE RESPONSIVE COMMUNITIES, INCREASE LEGAL LITERACY, AND ENABLE SUPPORTIVE SOCIAL AND LEGAL ENVIRONMENTS FOR HIV/AIDS WORK IN SOUTH AFRICA	150,000	NONE	12/12/10, 6/12/11, 7/1/11, 12/13/11, DUE 8/1/12	2011-12-13	ALL FUNDS WERE USED FOR GRANT PURPOSE
FUNDACIN HUSPED	PASAJE PELUFFO 3932 BUENOS AIRES AR	2011-02-21	75,000	TO SUPPORT HUMAN RIGHTS ADVOCACY AND LEGAL AID TO REDUCE HIV/AIDS STIGMA AND DISCRIMINATION IN ARGENTINA	75,000	NONE	7/27/2012	2012-07-27	ALL FUNDS WERE USED FOR GRANT PURPOSE
POPULAR EDUCATION RESEARCH GROUP	606 SHAW STREET TORONTO CA	2011-01-27	75,000	TO PROMOTE FAIR LABOR PRACTICES AND RESPECT FOR LABOR RIGHTS THROUGH NGO CAPACITY BUILDING AND STRATEGIC COLLABORATION IN MEXICO AND CENTRAL AMERICA	75,000	NONE	8/29/11, 7/22/12	2011-08-29	ALL FUNDS WERE USED FOR GRANT PURPOSE
NATIONAL ASSOCIATION OF PEOPLE LIVING WITH HIVAIDS	UNIT G5 NO 1 ERSKINEVILLE ROAD NEWT SYDNEY AS	2010-12-14	50,000	TO IMPROVE ACCESS TO SOCIAL JUSTICE, LAWS AND POLICIES, AND THE HUMAN RIGHTS OF PEOPLE LIVING WITH HIV/AIDS IN AUSTRALIA BY UNDERSTANDING AND COMBATING HIV/AIDS-RELATED STIGMA	50,000	NONE	7/1/11, DUE 1/31/12	2011-07-04	ALL FUNDS WERE USED FOR GRANT PURPOSE

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
FRUM DAS ONG AIDS DO ESTADO DE SO PAULO	AVENIDA SAO JOAO 324 SALA 701 SAO PAULO BR	2011-01-27	40,000	TO SUPPORT CHANGES IN LAWS, POLICIES, AND PRACTICES PROMOTING HUMAN RIGHTS IN THE CONTEXT OF HIV/AIDS THROUGHOUT THE STATE OF SO PAULO, BRAZIL	40,000	NONE	7/18/12, DUE 1/1/13	2012-07-18	ALL FUNDS WERE USED FOR GRANT PURPOSE
CANADIAN WORKING GROUP ON HIV AND REHABILITATION	600-1240 BAY STREET TORONTO CA	2011-01-27	75,000	TO BUILD THE CAPACITY OF PEOPLE LIVING WITH HIV/AIDS IN CANADA TO ADDRESS STIGMA AND DISCRIMINATION IN THE CONTEXT OF THE UNITED NATIONS CONVENTION ON THE RIGHTS OF PERSONS WITH DISABILITIES	75,000	NONE	8/31/11, 10/15/12	2012-10-15	ALL FUNDS WERE USED FOR GRANT PURPOSE
COLECTIVO SOL AC	CERRADA CUAUHNOCHTLI 11 PUEBLO QUIE TLALPAN MX	2011-01-27	80,000	TO ADDRESS HIV/AIDS STIGMA AND DISCRIMINATION IN HEALTH CARE, LAW ENFORCEMENT AND LEGAL SETTINGS IN MEXICO CITY, PUEBLA, AND AGUASCALIENTES, MEXICO	80,000	NONE	7/7/2011	2011-07-07	ALL FUNDS WERE USED FOR GRANT PURPOSE
GIV - GRUPO DE INCENTIVO A VIDA	RUA CAPITAO CAVALCANTI 145 SAO PAULO BR	2011-01-27	40,000	TO SUPPORT ADVOCACY AND LEGAL AID TO ENSURE ACCESS TO TREATMENT AND ADVANCE THE HUMAN RIGHTS OF PEOPLE LIVING WITH HIV/AIDS IN BRAZIL	40,000	NONE	7/13/2012	2012-07-13	ALL FUNDS WERE USED FOR GRANT PURPOSE
INTERCAMBIOS ASOCIACION CIVIL	CORRIENTES 2548 2DO D BUENOS AIRES AR	2011-01-27	75,000	TO SUPPORT HARM REDUCTION POLICIES TO PREVENT THE SPREAD OF HIV/AIDS IN ARGENTINA	75,000	NONE	7/2/12, DUE 1/1/13	2012-07-02	ALL FUNDS WERE USED FOR GRANT PURPOSE
INTERNATIONAL ASSOCIATION FOR COMMUNITY DEVELOPMENT	THE STABLES FALKLAND ESTATE FALKLAND UK	2010-12-14	55,000	TO FACILITATE THE EXPANSION OF THE INDIGO ASSET BUILDING INNOVATION NETWORK IN EUROPE	55,000	NONE	5/17/11, 10/8/12	2012-10-08	ALL FUNDS WERE USED FOR GRANT PURPOSE
FAIR FINANCE	18 ASHWIN STREET LONDON UK	2011-02-22	80,000	TO SUPPORT A PILOT PROGRAM TO PROMOTE SAVINGS AMONG 500 LOW-INCOME CLIENTS OF FAIR FINANCE IN THE UNITED KINGDOM	80,000		DUE 4/1/12		N/A
ACTION FOR HEALTH INITIATIVES (ACHIEVE) INC	162-A SCT FUENTEBELLA EXT BRGY SACR QUEZON CITY RP	2010-12-14	45,500	TO PROVIDE RENEWAL SUPPORT FOR HIV/AIDS POLICY REFORM AND MEDIA TRAINING FOR PEOPLE LIVING WITH HIV/AIDS IN THE PHILIPPINES	45,500	NONE	7/1/11, DUE 1/31/12	2011-07-01	ALL FUNDS WERE USED FOR GRANT PURPOSE
LAWYERS COLLECTIVE	63 JALARAM JYOT JANMABHOOMI MARG FO MUMBAI IN	2011-07-19	100,000	GENERAL SUPPORT FOR HIV/AIDS LEGAL ADVOCACY IN INDIA	100,000	NONE	1/20/12, 10/4/12	2012-10-04	ALL FUNDS WERE USED FOR GRANT PURPOSE
LEMBAGA BANTUAN HUKUM MASYARAKAT	TEBET TIMUR DALAM III B NO 10 JAKARTA ID	2011-11-02	50,000	GENERAL SUPPORT FOR LEGAL AID AND ADVOCACY FOR MARGINALIZED COMMUNITIES AT GREATER RISK OF HIV INFECTION IN INDONESIA	50,000	NONE	5/1/12, 11/1/12, 12/1/13	2012-05-01	ALL FUNDS WERE USED FOR GRANT PURPOSE
THE COALITION OF ASIA PACIFIC REGIONAL NETWORKS ON HIVAIDS (7S)	SATHARANASUKWISIT BLDG 8TH FL FACUL BANGKOK TH	2011-07-11	20,000	TO SUPPORT THE CREATION OF A SOUTH KOREAN NATIONAL NETWORK OF COMMUNITY BASED ORGANIZATIONS FOCUSED ON HIV/AIDS AND HUMAN RIGHTS	20,000	NONE	10/2/11, DUE 10/31/12	2011-10-02	ALL FUNDS WERE USED FOR GRANT PURPOSE
NATIONAL ASSOCIATION OF PEOPLE LIVING WITH HIVAIDS	UNIT G5 NO 1 ERSKINEVILLE ROAD NEWT SYDNEY AS	2011-11-02	50,000	TO SUPPORT ADVOCACY TO REDUCE HIV/AIDS-RELATED STIGMA AND DISCRIMINATION IN AUSTRALIA	50,000		DUE 6/1/12, 1/1/13		N/A
CANADIAN HIVAIDS LEGAL NETWORK (CHALN)	1240 BAY STREET SUITE 600 TORONTO CA	2011-07-11	80,000	GENERAL SUPPORT TO BUILD INTERNATIONAL AND DOMESTIC CAPACITY FOR LEGAL ADVOCACY ON HIV/AIDS-RELATED HUMAN RIGHTS ISSUES	80,000	NONE	2/8/12, 10/9/12	2012-10-09	ALL FUNDS WERE USED FOR GRANT PURPOSE
STICHTING MAMA CASH	PO BOX 15686 AMSTERDAM NL	2011-07-11	60,000	GENERAL SUPPORT - HUMAN RIGHTS LEADERSHIP GRANT	60,000	NONE	6/29/12, DUE 7/1/13, 7/1/14	2012-06-29	ALL FUNDS WERE USED FOR GRANT PURPOSE

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
ACTION FOR HEALTH INITIATIVES (ACHIEVE) INC	162-A SCT FUENTEBELLA EXT BRGY SACR QUEZON CITY RP	2011-10-13	100,000	TO PROVIDE RENEWAL SUPPORT FOR HIV/AIDS-RELATED LEGAL REFORM AND POLICY ADVOCACY IN THE PHILIPPINES	100,000	NONE	4/5/12, 10/10/12, DUE 4/1/13, 11/1/13	2012-10-10	ALL FUNDS WERE USED FOR GRANT PURPOSE
LAWYERS COLLECTIVE	63 JALARAM JYOT JANMABHOOMI MARG FO MUMBAI IN	2011-11-02	100,000	TO SUPPORT THE HUMAN RIGHTS ADVOCACY WORK OF THE UNITED NATIONS SPECIAL RAPPORTEUR ON THE RIGHT TO HEALTH	100,000		DUE 12/1/12, 12/1/13		N/A
STICHTING MAMA CASH	PO BOX 15686 AMSTERDAM NL	2011-11-02	100,000	TO SUPPORT ESTABLISHMENT OF THE RED UMBRELLA FUND TO ADVANCE THE HUMAN RIGHTS AND HEALTH OF SEX WORKERS AROUND THE WORLD	100,000	NONE	5/15/12, DUE 11/1/12	2012-05-15	ALL FUNDS WERE USED FOR GRANT PURPOSE
LETRA S SIDA CULTURA Y VIDA COTIDIANA AC	CANARIAS 45 MEXICO CITY MX	2011-09-28	50,000	TO ADDRESS HIV/AIDS STIGMA AND DISCRIMINATION BY STRENGTHENING HUMAN RIGHTS PROTECTION AND ACCESS TO TREATMENT AMONG VULNERABLE POPULATIONS IN MEXICO CITY	50,000	NONE	6/26/12, DUE 1/1/13	2012-06-26	ALL FUNDS WERE USED FOR GRANT PURPOSE
ASSOCIATION MARIA ELENA CUADRA MOVEMENT OF WOMEN WORKERS AND UNEMPLOYED WOM	FROM THE NATIONAL ASSEMBLY TRAFFIC MANAGUA NU	2011-11-02	50,000	TO SUPPORT TRAINING ON LABOR RIGHTS AND RESPONSIBILITIES, HEALTH AND ASSET BUILDING FOR WOMEN APPAREL WORKERS IN NICARAGUA	50,000	NONE	6/5/12, DUE 1/1/13	2012-06-05	ALL FUNDS WERE USED FOR GRANT PURPOSE
FUNDACIN FONDO CENTROAMERICANO DE MUJERES	DE LA ROTONDA EL GEGENSE 4 CUADRAS MANAGUA NU	2011-11-02	50,000	TO SUPPORT A NETWORK OF WOMENS AND LABOR RIGHTS ADVOCATES--AND A CONVENING FOR HUMAN RIGHTS DEFENDERS--IN CENTRAL AMERICA	50,000	NONE	6/1/12, DUE 1/1/13	2012-06-01	ALL FUNDS WERE USED FOR GRANT PURPOSE
FUNDACION EDUCACION PARA EMPRENDEDORES AC	AV INSURGENTES SUR NO 826 PISO 7 CO MEXICO CITY MX	2011-11-02	60,000	TO SUPPORT TRAINING FOCUSED ON FINANCIAL EDUCATION, TAILORED BANKING PRODUCTS AND SAVINGS PROMOTION AMONG APPAREL WORKERS IN AGUASCALIENTES, MEXICO	60,000		DUE 1/1/13, 8/1/13		N/A
RESEAU FINANCEMENT ALTERNATIF	CH AUSSEE DALSEMBERG 303-309 BRUSSELS BE	2011-06-29	56,000	TO BUILD THE CAPACITY OF LOW-INCOME COMMUNITIES IN BELGIUM TO BUILD AND PROTECT ASSETS THROUGH FINANCIAL EDUCATION AND MATCHED SAVINGS OPPORTUNITIES	56,000	NONE	1/4/12, 6/29/12	2012-06-29	ALL FUNDS WERE USED FOR GRANT PURPOSE
FUNDACJA CENTRUM ORGANIZACJI POZYCZKOWYCH (MICROFINANCE CENTRE FOR CEE AND	UL KOSZYKOWA 60/62 M 52 WARSAW PL	2011-07-11	4,000	TO SUPPORT A WORKSHOP ON ASSET BUILDING AT THE ANNUAL MICROFINANCE CENTER CONFERENCE IN PRAGUE (MAY 2011)	4,000	NONE	8/29/2011	2011-08-29	ALL FUNDS WERE USED FOR GRANT PURPOSE
THE RUNNYMEDE TRUST	7 PLOUGH YARD LONDON UK	2011-01-27	100,000	TO SUPPORT CREATION OF AN ADVOCACY NETWORK ON ETHNICITY, MIGRATION AND ASSET BUILDING IN EUROPE	100,000	NONE	4/30/12, DUE 1/1/12, 1/1/13, 1/1/14	2012-04-30	ALL FUNDS WERE USED FOR GRANT PURPOSE
AUSTRALIAN RED CROSS	155 PELHAM STREET CARLTON VICTORIA AS	2011-02-21	20,000	TO SUPPORT DISASTER RELIEF EFFORTS FOR THE JANUARY 2011 FLOODS IN QUEENSLAND, AUSTRALIA	20,000	NONE	2/21/2011	2011-02-21	ALL FUNDS WERE USED FOR GRANT PURPOSE
POSITIVE LIVING ASSOCIATION	ESKIOSMANLI SOKAK DILAN SITESI NO4/ ISTANBUL TU	2011-03-15	2,500	TO RECOGNIZE LS&CO EMPLOYEES IN TURKEY FOR THEIR PARTICIPATION IN THE "I STAND FOR " WORLD AIDS DAY 2010 CAMPAIGN	2,500	NONE	3/15/2011	2011-03-15	ALL FUNDS WERE USED FOR GRANT PURPOSE
THAI NETWORK OF PEOPLE LIVING WITH HIVAIDS (TNP)	494 SOI NAKHONTHAI 11 LADPRAO 101 R BANGKOK TH	2011-11-09	5,000	TO SUPPORT RELIEF EFFORTS FOR MEMBERS OF THE THAI NETWORK OF PEOPLE LIVING WITH HIV/AIDS WHO HAVE BEEN IMPACTED BY THE 2011 FLOODS	5,000		DUE 12/1/11, 4/30/12		N/A

TY 2010 Investments Corporate Stock Schedule

Name: LEVI STRAUSS FOUNDATION

EIN: 94-6064702

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PRI - COMMUNITY BANK OF THE BAY STOCK	41,000	41,000

TY 2010 Investments - Other Schedule**Name:** LEVI STRAUSS FOUNDATION**EIN:** 94-6064702

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TIFF MULTI-ASSET FUND	FMV	55,126,046	55,126,046
ALTERNATIVE INVESTMENT	FMV	3,980,319	3,980,319
PRI - COMMUNITY BANK OF THE BAY STOCK	FMV	0	0

TY 2010 Other Decreases Schedule

Name: LEVI STRAUSS FOUNDATION

EIN: 94-6064702

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	1,212,744

TY 2010 Other Expenses Schedule**Name:** LEVI STRAUSS FOUNDATION**EIN:** 94-6064702

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK FEES	966	0		966
MEMBERSHIP DUES	500	0		500
MISCELLANEOUS	149,358	0		149,358
SOFTWARE MAINTENANCE	4,594	0		4,594

TY 2010 Other Income Schedule

Name: LEVI STRAUSS FOUNDATION

EIN: 94-6064702

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS	2,109		2,109

TY 2010 Other Professional Fees Schedule

Name: LEVI STRAUSS FOUNDATION

EIN: 94-6064702

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	35,886	0		35,886

TY 2010 Taxes Schedule

Name: LEVI STRAUSS FOUNDATION

EIN: 94-6064702

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2010 FEDERAL EXCISE TAX	132,560	0		0
OTHER TAXES	160	0		160