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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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation Educational Foundation of America		A Employer identification number 13-3424750
Number and street (or P O box number if mail is not delivered to street address) 501 Silverside Road, Suite 123		B Telephone number (see instructions) (800) 839-1754
City or town, state, and ZIP code Wilmington DE 19809		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 140,829,253		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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 instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		2,226,108	2,226,108		
5 a Gross rents		8,112	8,112		
b Net rental income or (loss) -147,079					
6 a Net gain or (loss) from sale of assets not on line 10		4,844,432			
b Gross sales price for all assets on line 6a 53,223,216					
7 Capital gain net income (from Part IV, line 2)			4,844,137		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		1,474,722	1,507,366		
12 Total. Add lines 1 through 11		8,553,374	8,585,723		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages		337,881	34,640		303,241
15 Pension plans, employee benefits		88,406	12,207		76,199
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		48,000			48,000
c Other professional fees (attach schedule)		1,569,192	788,518		780,674
17 Interest		831	831		
18 Taxes (attach schedule) (see instructions)		73,143			143
19 Depreciation (attach schedule) and depletion					
20 Occupancy		65,095			65,095
21 Travel, conferences, and meetings		191,411			191,411
22 Printing and publications		4,467			4,467
23 Other expenses (attach schedule)		1,039,154	942,032		87,283
24 Total operating and administrative expenses. Add lines 13 through 23		3,417,580	1,778,228		1,556,513
25 Contributions, gifts, grants paid		10,038,395			10,038,395
26 Total expenses and disbursements. Add lines 24 and 25		13,455,975	1,778,228		11,594,908
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-4,902,601			
b Net investment income (if negative, enter -0-)			6,807,495		
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)716
4/16/12

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	140,457		
	2 Savings and temporary cash investments	4,022,455	6,856,557	6,856,557
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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			
	10 a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	75,323,018	67,429,189	69,455,293
	c Investments—corporate bonds (attach schedule)	14,660,752	6,314,437	6,266,527
	11 Investments—land, buildings, and equipment basis	5,900,000		
Liabilities	Less accumulated depreciation (attach schedule)		5,900,000	3,600,000
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	48,070,948	56,340,470	54,650,876
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)	5,900,000		
	15 Other assets (describe)	78,049		
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	148,195,679	142,840,653	140,829,253
	17 Accounts payable and accrued expenses	262,459	12,714	
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)	289,030		
	23 Total liabilities (add lines 17 through 22)	551,489	12,714	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	147,644,190	142,827,939	
	30 Total net assets or fund balances (see instructions)	147,644,190	142,827,939	
	31 Total liabilities and net assets/fund balances (see instructions)	148,195,679	142,840,653	

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	147,644,190
2	Enter amount from Part I, line 27a	2	-4,902,601
3	Other increases not included in line 2 (itemize) See Attached Statement	3	86,350
4	Add lines 1, 2, and 3	4	142,827,939
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	142,827,939

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Passthrough K1 Capital Gain			
b Publicly Traded Securities			
c Securities Litigation Income			
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			654,126
b 53,154,258		49,033,205	4,121,053
c 68,958			68,958
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			654,126
b			4,121,053
c			68,958
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	4,844,137
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 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.

See Attachment

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 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))
2010	10,810,635	157,285,900	0.068732
2009	9,486,378	149,069,033	0.063637
2008	12,169,342	195,499,004	0.062248
2007	15,460,227	249,856,730	0.061876
2006	14,483,874	234,329,069	0.061810

2 Total of line 1, column (d)	2	0.318303
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	0.063661
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	150,700,917
5 Multiply line 4 by line 3	5	9,593,771
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	68,075
7 Add lines 5 and 6	7	9,661,846
8 Enter qualifying distributions from Part XII, line 4 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.	8	11,594,908

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

1 a 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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2011 estimated tax payments and 2010 overpayment credited to 2011

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

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

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be Credited to 2012 estimated tax **49,577** Refunded **0**

Part VII-A Statements Regarding Activities

1 a 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?

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)?

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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation **\$** _____ (2) On foundation managers **\$** _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers **\$** _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8 a Enter the states to which the foundation reports or with which it is registered (see instructions)

CT, NY

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

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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.efaw.org	13	X	
14	The books are in care of Foundation Source Telephone no (800) 839-1754 Located at 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 19809			
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 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here		☐
1b			X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		☐
1c			X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ 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 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 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 2011 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 2011)		☐
3b		N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		X

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 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 instructions)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b** X**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?
If "Yes," to 6b, file Form 8870**6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**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 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 ATTACHMENT				

2 Compensation of five highest-paid employees (other than those included on line 1—see 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
Donna Berlanda 501 Silverside Rd, Ste 123, Wilmington, DE 19809	Program Officer 40 00	77,657	8,286	
Patricia Dressel 501 Silverside Rd, Ste 123, Wilmington, DE 19809	Grant Admin 40 00	51,991	10,661	
Kristine Saccone 501 Silverside Rd, Ste 123, Wilmington, DE 19809	Program Officer 40 00	61,297	6,980	
Mildred Simonetti 501 Silverside Rd, Ste 123, Wilmington, DE 19809	Admin Asst 40 00	69,810	4,058	
	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 instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Gunn Godfrey & Allison 35 Church Lane, Westport, CT 06880	Administrative Services	510,000
Interpersonal Frequency, LLC 154 Grand St., New York, NY 10013	Program Consulting	203,257
Transamerica Investment Management 11111 Santa Monica Blvd., Los Angeles, CA 90025	Investment Management Services	159,580
Wentworth, Hauser & Violich 301 Battery Street, Suite 400, San Francisco, CA 94111	Investment Management Services	156,506
Cardinal Investment Advisors 150 North Wacker Dr, Suite 2660, Chicago, IL 60606	Investment Management Services	123,623
Total number of others receiving over \$50,000 for professional services		4

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see 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 instructions.	
3	
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	89,547,537
b	Average of monthly cash balances	1b	6,998,354
c	Fair market value of all other assets (see instructions)	1c	56,449,964
d	Total (add lines 1a, b, and c)	1d	152,995,855
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	152,995,855
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,294,938
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	150,700,917
6	Minimum investment return. Enter 5% of line 5	6	7,535,046

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

1	Minimum investment return from Part X, line 6	1	7,535,046
2a	Tax on investment income for 2011 from Part VI, line 5	2a	68,075
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	68,075
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	7,466,971
4	Recoveries of amounts treated as qualifying distributions	4	4,150
5	Add lines 3 and 4	5	7,471,121
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	7,471,121

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	11,594,908
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,594,908
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 instructions)	5	68,075
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	11,526,833

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				7,471,121
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	3,137,285			
b From 2007	3,636,204	See Attachment		
c From 2008	2,422,312			
d From 2009	2,032,926			
e From 2010	3,000,970			
f Total of lines 3a through e	14,229,697			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 11,594,908				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				7,471,121
e Remaining amount distributed out of corpus	4,123,787			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	18,353,484			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	3,137,285			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	15,216,199			
10 Analysis of line 9:				
a Excess from 2007	3,636,204			
b Excess from 2008	2,422,312			
c Excess from 2009	2,032,926			
d Excess from 2010	3,000,970			
e Excess from 2011	4,123,787			

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 Attachment	N/A	Public	See attachment	10,038,395
Total			3a	10,038,395
b Approved for future payment				
Total			3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	2,226,108	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property			16	-147,079	
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory	525990	295	18	4,844,137	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a K-1 Pass-Through Income/Loss	525990	-32,947	14	1,494,782	
b	Foreign Tax Refund			01	7,629	
c	Currency Gain			14	5,258	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		-32,652		8,430,835	0
13	Total. Add line 12, columns (b), (d), and (e)				13	8,398,183

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

[illegible]

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

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

[illegible]

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

- 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) is based on all information of which preparer has any knowledge.

Spencer Huse
Signature of officer or trustee

Data

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

Preparer's signature

Date _____

PTIN

Jeffrey D. Haskell

Jeffrey D. Haskell

11/14/2012

Check ☐ if self-employed

P01345770

Firm's name ► Foundation Source

Firm's EIN ► 51-0398347

Firm's address ► 55 Walls Drive, Fairfield, CT 06824

Phone no (800) 839-1754

Form 990-PF, Part I, Line 11 - Other Income

		TOTAL:			1,474,722	1,507,366	0
	Description	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income			
1	ALTERNATIVE INV INSTITUTIONAL LP K-1 Pass-Through Share of Partnership Income	1,075,803	1,075,803	0			
2	COP SPV K-1 Pass-Through Share of Partnership Income	8,355	8,355	0			
3	GENERATION IM ASIA FUND LP K-1 Pass-Through Share of Partnership Loss	-31,420	-31,420	0			
4	GENERATION IM GLOBAL EQ FD LLC K-1 Pass-Through Share of Partnership Income	293,778	293,778	0			
5	NORTH SKY CLEANTECH VENTURES LP K-1 Pass-Through Share of Partnership Income	26,096	58,740	0			
6	Currency Gains	5,258	5,258	0			
7	Foreign Tax Refund	7,629	7,629	0			
8	GENERATION IM CLIMATE SOLUTIONS FD K-1 Pass-Through Share of Partnership Income	89,223	89,223	0			
9							
10							

Form 990-PF, Part I, Line 16b - Accounting Fees

		TOTAL:		48,000	0	0	0	48,000
		Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose		
1		Audit Services and Annual Report	48,000	0	0	48,000		
2								
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 16c - Other Professional Fees

TOTAL:		1,569,192	788,518	0	780,674
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	Investment Management Services	788,518	788,518	0	0
2	Grant Consulting Services	270,674	0	0	270,674
3	Administrative Services	510,000	0	0	510,000
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part I, Line 18 - Taxes

		TOTAL:		73,143	0	0	0	143
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose			
1	2011 Excise Tax	73,000	0	0	0			
2	Equipment Property Tax	143	0	0	143			
3								
4								
5								
6								
7								
8								
9								
10								

Form 990-PF, Part I, Line 23 - Other Expenses

TOTAL:		1,039,154	942,032	0	87,283
	Description	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purpose
1	ALTERNATIVE INV INSTITUTIONAL LP K-1 expenses	143,654	143,654	0	0
2	COP SPV K-1 expenses	3,349	3,349	0	0
3	GENERATION IM ASIA FUND LP K-1 expenses	10,850	10,816	0	0
4	GENERATION IM GLOBAL EQ FD LLC K-1 expenses	249,943	240,770	0	0
5	NORTH SKY CLEANTECH VENTURES LP K-1 expenses	295,077	294,445	0	0
6	Shipping and Postage	3,885	0	0	3,885
7	Pecos River Ranch Rental Expenses	108,344	108,344	0	0
8	Office Supplies	5,432	0	0	5,432
9	Telephone	2,599	0	0	2,599
10	Insurance	7,820	0	0	7,820
11	Information Technology	57,840	0	0	57,840
12	Dues and Other Memberships	6,397	0	0	6,397
13	Bank fees	985	985	0	0
14	Miscellaneous Expense	408	0	0	408
15	Payroll Service Fees	2,349	0	0	2,349
16	Research and Development	553	0	0	553
21	GENERATION IM CLIMATE SOLUTIONS FUND K-1 Expenses	139,669	139,669	0	0

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					67,429,189	69,455,293
	Description	Shares	Book Value End of Year	FMV End of Year		
1	AARON'S INC. (AAN)	11,507	204,017	307,007		
2	ABB LTD. (ABB)	12,650	238,200	238,200		
3	ACCENTURE PLC (ACN)	5,595	300,187	297,822		
4	ACI WORLDWIDE INC (ACIW)	8,200	242,781	234,848		
5	ACXIOM CORPORATION (ACXM)	9,700	141,091	118,437		
6	ADESA INC (KAR - OLD)	18,500	246,127	249,750		
7	AEGON N V ORD AMER REG (AEG)	34,021	474,715	136,764		
8	AFCE (AFCE)	6,300	47,608	92,610		
9	AFFILIATED MANAGERS GROUP (AMG)	2,950	181,545	283,053		
10	AGRIUM INC. (AGU)	13,425	652,613	900,952		
11	AIR PRODS & CHEM INC. (APD)	3,125	259,574	266,219		
12	AKZO NOBEL NV-ADR (AKZOY)	1,900	106,888	91,770		
13	ALBEMARLE CP (ALB)	1,200	61,596	61,812		
14	ALCATEL LUCENT (ALU)	16,570	45,899	25,849		
15	ALLSCRIPTS HEALTHCARE SOLUTIONS (MDRX)	22,450	442,493	425,203		
16	AMAZON COM (AMZN)	4,368	333,287	756,101		
17	AMERICA MOVIL SA (AMX)	4,390	102,539	99,214		
18	AMERICAN EAGLES OUTFITTERS INC. (AEO)	10,200	146,795	155,958		
19	AMERICAN EXPRESS CO (AXP)	7,865	211,254	370,992		
20	AMERICAN PUBLIC EDUCATION, INC. (APEI)	1,800	66,050	77,904		
21	AMERICAN TOWER REIT INC (AMT)	7,095	232,923	425,771		
22	APPLE INC (AAPL)	2,264	258,109	916,920		
23	ARM HOLDINGS PLC (ARMH)	6,991	184,702	193,441		
24	ASCENA RETAIL GROUP, INC. (ASNA)	4,200	106,903	124,824		
25	ASTELLAS PHARMA INC (ALPMY)	3,030	97,496	122,321		
26	ASTRAZENECA (AZN)	3,150	145,951	145,814		
27	ATLAS AIR WORLDWIDE HOLDINGS (AAWW)	9,400	312,767	361,242		
28	AXA ADS (AXAHY)	3,675	120,726	47,261		
29	BAKER HUGHES INTL (BHI)	9,725	431,359	473,024		
30	BANCO DO BRASIL S A SPONSORED ADR (BDORY)	4,950	91,763	62,370		
31	BANCO SANTANDER BRASIL (BSBR)	6,840	53,025	55,678		
32	BANK OF AMERICA CORP (BAC)	19,820	300,759	110,199		
33	BARCLAYS PLC ADR (BCS)	5,100	55,007	56,049		
34	BASF AG SPONS ADR (BASFY)	5,750	358,048	400,948		
35	BERKSHIRE HATHAWAY INC. CLASS B (BRK-B)	11,148	671,973	850,592		
36	BOING WIRELESS, INC (WIFI)	10,600	88,710	91,160		
37	BORG WARNER INC. (BWA)	7,804	293,759	497,427		
38	BOTTOMLINE TECHNOLOGIES, INC. (EPAY)	4,100	94,560	94,997		
39	BRASIL TELECOM SA ADR (101) (10553M101)	5,491	173,735	97,685		
40	BRASIL TELECOM SA ADR (200) (10553M200)	3,115	50,463	19,313		
41	BRINKS CO (BCO)	7,400	182,554	198,912		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

	Description	Shares	Book Value End of Year	FMV End of Year
TOTAL: 67,429,189 69,455,293				
42	BROADRIDGE FINANCIAL SOLUTIONS (BR)	7,800	150,685	175,890
43	BROOKFIELD ASSET MANAGEMENT CL A (BAM)	4,300	135,534	118,164
44	CANADIAN NATL RAILWAY CO (CNI)	19,955	776,510	1,567,664
45	CANADIAN PACIFIC RAILWAY LTD (CP)	10,250	561,067	693,618
46	CANON INC. (CAJ)	2,310	73,551	101,732
47	CAPITALSOURCE INC (CSE)	39,700	240,918	265,990
48	CARMAX INC (KMX)	14,065	224,724	428,701
49	CARREFOUR S.A. (CRRFY)	34,730	240,110	155,590
50	CASH AMER INTL INC (CSH)	5,650	173,610	263,460
51	CATERPILLAR INC. (CAT)	4,289	403,283	388,583
52	CBIZ, INC. (CBZ)	37,500	263,350	229,125
53	CELGENE CORP (CELG)	5,744	349,499	388,294
54	CEMEX SA DE CV A ADS (CX)	16,768	169,093	90,380
55	CITRIX SYSTEMS INC (CTXS)	8,272	663,763	502,276
56	CME GROUP, INC (CME)	955	242,479	232,705
57	CNH GLOBAL NV (CNH)	6,675	303,209	240,233
58	CONVERGYS CP (CVG)	20,880	279,700	266,638
59	COOPER INDUSTRIES PLC (CBE)	7,400	363,630	400,710
60	CORE LABRATORIES (CLB)	9,197	676,807	1,047,998
61	COVANCE INC (CVD)	5,059	294,036	231,297
62	CROWN CASTLE INTL (CCI)	4,910	194,295	219,968
63	CYS INVESTMENTS INC. (CYS)	24,300	315,345	319,302
64	DAI NIPPON PRINTING LTD JAPANS SPONSORED ADR (DNPLY)	8,630	130,789	81,640
65	DAIICHI SANKYO CO LTD SPONSORED ADR LEVEL 1 (DSNKY)	4,370	93,054	85,477
66	DEUTSCHE BANK AG (DB)	995	53,851	37,671
67	DEUTSCHE POST AG (DPSGY)	6,850	126,922	105,627
68	DEUTSCHE TELE AG ADS (DTEGY)	12,060	184,762	138,087
69	DIAGEO PLC ADS (DEO)	7,000	540,103	611,940
70	DIGITAL GENERATION INC (DGIT)	10,600	307,326	126,352
71	DOLAN MEDIA COMPANY (DM)	25,000	240,464	213,000
72	ECOLAB INC (ECL)	5,904	313,125	341,310
73	ENI S.P.A. (E)	7,660	355,438	316,128
74	ENSCO PLC (ESV)	8,275	492,737	388,263
75	ENTERTAINMENT PROPERTIES TRUST SBI (EPR)	4,900	180,508	214,179
76	ERICSSON L M TEL CO (ERIC)	9,310	103,278	94,310
77	EURO DOLLAR INVESTMENT (EURO)	1,436	1,944	1,864
78	EXPRESS SCRIPTS HOLDING CO (ESRX)	10,105	517,677	451,592
79	FEDEX CORPORATION COMMON STOCK (FDX)	6,979	621,125	582,816
80	FINNING INTL INC (FINGF)	1,075	29,638	23,274
81	FIRST PAC CO LTD SPON ADR (FPAFY)	23,860	64,539	122,402
82	FIRSTCITY LIQUIDATING TR (FCLQTR)	32,350	830,705	1,618

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:			67,429,189	69,455,293
	Description	Shares	Book Value End of Year	FMV End of Year		
83	FLEXTRONICS INTERNATIONAL (FLEX)	14,400	81,862	81,504		
84	FOSTER WHEELER AG (FWLT)	5,225	146,896	100,007		
85	FRANCE TELECOM ADS (FTE)	10,830	247,241	169,598		
86	FRANKLIN RES INC (BEN)	5,215	500,785	500,953		
87	FUJIFILM HOLDINGS (FUJIY)	6,550	205,292	152,353		
88	GENERAL MOTORS (GM)	8,968	309,015	181,781		
89	GLAXOSMITHKLINE PLC (GSK)	3,410	181,622	155,598		
90	GLOBAL CASH ACS HLDG (GCA)	33,400	290,407	148,630		
91	GLOBAL PAYMENTS INC (GPN)	5,000	231,766	236,900		
92	GOLDMAN SACHS GROUP (GS)	2,365	356,749	213,867		
93	GOOGLE INC CL A (GOOG)	3,082	1,526,120	1,990,663		
94	GOVERNMENT PROPERTIES INCOME REIT (GOV)	9,000	214,884	202,950		
95	GRAINGER W W INC. (GWW)	2,103	314,574	393,661		
96	GROUPE DANONE ADS (DANOY)	14,225	187,823	179,804		
97	H LUNDBECK A/S UNSPON/ADR (HLUKY)	5,550	91,791	104,174		
98	HATTERAS FINL CPRP (HTS)	6,500	184,387	171,405		
99	HELEN OF TROY LIMITED - COMMON STOCK (HELE)	4,900	131,132	150,430		
100	HERCULES TECHNOLOGY GROWTH (HTGC)	23,300	225,404	219,952		
101	HONDA MOTOR CO LTD (HMC)	4,360	151,883	133,198		
102	HSBC HLDGS PLC ADS (HBC)	2,480	126,629	94,488		
103	IAC/INTERACTIVE CORP (IACI)	11,100	337,152	472,860		
104	INGERSOL-RAND PLC (IR)	7,550	316,761	230,049		
105	INTERDIGITAL COMMUNICATIONS CORP (IDCC)	4,900	229,570	213,493		
106	INTERNATIONAL BUSINESS MACHINES (IBM)	1,485	45,877	273,062		
107	INTESA SANPAOLO S/ADR (ISNPY.PK)	7,120	158,023	70,773		
108	INTUITIVE SURGICAL, INC. (ISRG)	801	238,853	370,871		
109	ITALCEMENTI FABRICHERIUNITE SPA ADR (ITALY)	11,450	127,308	65,380		
110	J SAINSBURY PLC S/ADR NEW (JSAIY)	9,070	200,251	169,156		
111	J2 GLOBAL INC (JCOM)	14,040	327,932	395,086		
112	JOHNSON & JOHNSON (JNJ)	4,433	284,094	290,716		
113	JOHNSON CONTROLS INC. (JCI)	17,193	334,128	537,453		
114	KAMAN CORPORATION (KAMN)	13,300	353,490	363,356		
115	KENNAME TAL INC (KMT)	6,474	286,621	236,430		
116	KINDER MORGAN INC (KMI)	22,293	653,503	717,166		
117	KINGFISHER PLC (KGFHY)	11,390	89,913	87,589		
118	KOHL'S CORP (KSS)	3,906	210,241	192,761		
119	KONINKLIJKE AHOLD (AHONY)	13,406	154,909	180,311		
120	KRAFT FOODS INC (KFT)	12,304	263,947	459,677		
121	LAS VEGAS SANDS CORP (LVS)	12,898	557,113	551,132		
122	LIMITED BRANDS INC (LTD)	8,300	329,350	334,905		
123	LITTELFUSE, INC (LFUS)	1,300	56,969	55,874		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:					67,429,189	69,455,293
	Description	Shares	Book Value End of Year	FMV End of Year		
124	LOWES COMPANIES INC. (LOW)	21,243	581,826	539,147		
125	MANULIFE FIN CORP (MFC)	7,050	236,097	74,871		
126	MARKS & SPENCER GRP ADR (MAKSY)	13,307	139,878	126,683		
127	MARRIOTT INTERNATIONAL INC. CL A (MAR)	17,101	581,926	498,836		
128	MASTERCARD INC (MA)	2,999	261,766	1,118,086		
129	MDC PARTNERS INC A (MDC-A)	20,300	229,339	274,456		
130	MEDICL PROP TRST, IN (MPW)	14,000	139,611	138,180		
131	MERCK & CO INC. (MRK)	11,680	346,529	440,336		
132	MICHAEL KORS HOLDINGS LIMITED O (KORS)	6,800	170,238	185,300		
133	MICROSOFT CORPORATION (MSFT)	31,521	818,940	818,285		
134	MILLICON INTL CELLULAR SDR (MIICY)	2,315	176,362	232,841		
135	MITSUBISHI TOKYO FIN (MTU)	21,530	250,529	90,211		
136	MIZUHO FINANCIAL GRO (MFG)	32,420	361,227	86,886		
137	MS&AD INS GROUP ADR (MSADY)	10,970	180,106	99,717		
138	NABORS INDUSTRIES LTD (NBR)	20,075	512,588	348,101		
139	NELNET INC (NNI)	21,100	362,761	516,317		
140	NEXEN INC (NXY)	23,475	447,405	373,487		
141	NIKE INC-CL B (NKE)	5,166	475,337	497,847		
142	NIPPON TELEPHONE ADR (NTT)	8,610	186,137	218,091		
143	NISSAN MOTOR LTD ASR (NSANY)	2,930	41,350	52,095		
144	NOBLE CORPORATION (NE)	14,250	648,375	430,635		
145	NORTHWEST BANCSHARES INC (NWBBI)	18,425	205,335	229,207		
146	OASIS PETROLEUM CORP (OAS)	9,400	270,635	273,446		
147	OCCIDENTAL PETE CORP (OXY)	9,967	733,998	933,908		
148	ORACLE CORP (ORCL)	28,717	921,510	736,591		
149	OWENS CORNING (NEW) (OC)	12,290	339,552	352,969		
150	PACCAR INC (PCAR)	11,567	559,619	433,415		
151	PARTNERRE LTD COM (PRE)	3,475	272,193	223,130		
152	PAX WORLD HIGH YIELD BOND-IN (PXHIX)	395,622	3,109,588	2,836,607		
153	PEPSICO INC (PEP)	6,634	318,667	440,166		
154	PETROLEO BRASILEIRO SA- PETRO (PBR-A)	5,120	182,832	120,269		
155	PFIZER INC (PFE)	19,510	347,299	422,196		
156	PORTUGAL TELECOM SGPS (PT)	11,606	152,160	66,967		
157	POTASH CORPORATION OF SASKATCHEWAN INC (POT)	21,925	911,696	905,064		
158	POUND STERLING (PDSTERL)	4,830	4,830	4,636		
159	PRAXAIR INC. (PX)	4,100	348,922	438,290		
160	PRECISION CASTPARTS (PCP)	4,570	627,241	753,090		
161	PRICELINE.COM INCORPORATED (PCLN)	903	187,729	422,342		
162	PURE CYCLE CORPORATION (PCYO)	95,143	368,177	178,869		
163	QUALCOMM INC (QCOM)	21,455	888,304	1,173,588		
164	R R DONNELLEY & SONS CO (RRD)	16,300	252,587	235,209		

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

TOTAL:				67,429,189	FMV
	Description	Shares	Book Value End of Year	End of Year	
165	RENAISSANCE HOLDINGS LTD (RNR)	2,740	192,148	203,774	69,455,293
166	SALESFORCE.COM (CRM)	3,681	359,689	373,474	
167	SANDRIDGE ENERGY INC (SD)	7,300	59,975	59,568	
168	SANOFLAVENTIS SPONSORED ADR (SNY)	4,290	183,853	156,757	
169	SCHLUMBERGER LTD (SLB)	7,725	656,418	527,695	
170	SCRIPPS NETWORKS INT (SNI)	5,665	157,090	240,309	
171	SEIKO EPSON CORP ADR (SEKEY)	17,410	201,169	113,513	
172	SEVEN & I HOLDINGS C (SVNDY)	2,120	99,631	117,130	
173	SHERWIN-WILLIAMS CO. (SHW)	3,416	234,991	304,946	
174	SIGMA ALDRICH CORP (SIAL)	5,943	405,518	371,200	
175	SILGAN HOLDINGS, INC. - COMMON STOCK (SLGN)	12,600	265,731	486,864	
176	SK TELECOM ADS ADS (SKM)	5,090	120,744	69,275	
177	SONY CORP ADR (SNE)	5,440	201,890	98,138	
178	SOUTHWESTERN ENERGY (SWN)	14,050	539,551	448,757	
179	ST. JUDE MED INC. (STJ)	7,338	362,686	251,693	
180	STAGE STORES INC (SSI)	11,490	199,238	159,596	
181	STARWOOD PROPERTY TRUST INC (STWD)	10,100	211,019	186,951	
182	STEINWAY MUSICAL (LVB)	4,600	129,212	115,184	
183	STMICROELECTRONICS (STM)	17,590	252,766	104,309	
184	SUMITOMO MITSUI FINCL GRP (SMFG)	13,680	164,455	75,377	
185	SUNCOR ENERGY INC (SU)	14,950	672,616	431,009	
186	SWEDISH KRONA (KRONA)	11,213	11,213	10,937	
187	SWISS FRANC (CHF)	853	928	912	
188	SWISS RE LTD-SPN ADR (SSREY)	2,970	171,366	150,134	
189	SWISSCOM AG S/ADR (SCMWY)	2,580	82,708	97,834	
190	T. ROWE PRICE ASSOCIATES (TROW)	5,350	263,276	304,683	
191	TAKEDA PHARMACEUTICAL CO LTD (TKPYY)	4,380	103,737	96,579	
192	TALISMAN ENERGY INC (TLM)	14,435	271,748	184,046	
193	TDK CORP (TTDKY)	1,480	102,416	65,031	
194	TE CONNECTIVITY LTD (TEL)	5,600	131,517	172,536	
195	TELE NORTE LESTE (TNE)	4,377	39,595	41,625	
196	TELECOM ITALIA ADR (TI)	17,666	526,111	188,143	
197	TELEFLEX INC. (TFX)	4,300	242,763	263,547	
198	TELEFONICA BRASIL, S.A. (VIV)	119	1,422	3,252	
199	TELEFONICA S A ADR (TEF)	5,163	86,656	88,752	
200	TEMPLETON GLOBAL BD (TGBAX)	133,955	1,777,581	1,657,020	
201	TENARIS SA-ADR (TS)	11,625	493,489	432,218	
202	TIME WARNER CABLE INC (TWC)	6,269	381,499	398,520	
203	TJX COMPANIES INC (TJX)	7,973	181,884	514,657	
204	TOKIO MARINE HOLDINGS INC (TKOMY)	6,460	179,495	142,120	
205	TOYOTA MTR CORP (TM)	2,350	180,418	155,406	

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

		TOTAL:			67,429,189	69,455,293
	Description	Shares	Book Value End of Year	FMV End of Year		
206	UBS AG (UBS)	3,325	117,704	39,335		
207	UNILEVER N V N Y (UN)	16,725	545,584	574,838		
208	UNILEVER PLC AMER (UL)	4,516	96,460	151,376		
209	UNITED TECHNOLOGIES CORP (UTX)	5,890	224,876	430,500		
210	VALUECLICK INC (VCLK)	8,600	144,391	140,094		
211	VIRGIN MEDIA INC. (VMED)	10,900	180,232	233,042		
212	VISA INC (V)	9,470	827,425	961,489		
213	VODAFONE GROUP PLC (VOD)	4,040	85,968	113,241		
214	WALT DISNEY HOLDINGS CO. (DIS)	17,442	396,853	654,075		
215	WEATHERFORD INTL NEW (WFT)	39,475	953,850	577,914		
216	WELLPOINT INC (WLP)	5,710	205,378	378,288		
217	WELLS FARGO & CO. (WFC)	40,855	1,051,394	1,125,963		
218	WEST PHARMA SVCS INC (WST)	2,600	91,600	98,670		
219	WM MORRISON SUPERMARKETS (MSPMKT)	25,850	154,645	131,046		
220	WOLTERS KLUWER S/ADR (WTKWY)	5,298	117,269	90,702		
221	WORLD FUEL SVCS CP (INT)	16,018	508,306	672,436		
222	YARA INTERNATIONAL ASA (YARIY)	5,675	237,208	226,149		

Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds

		TOTAL:		6,314,437	6,266,527
	Description	Shares	Book Value End of Year	FMV End of Year	
1	ALCOA INC - 6.150% - 02/15/2011 (013817AU5)	60,000	63,928	64,692	
2	AMERICAN EXPRESS CO NT - 6.150% - 08/28/2017 (025816AX7)	145,000	167,219	163,209	
3	AMGEN INC NOTE - 02.500% - 11/15/2016 (031162BL3)	165,000	163,010	166,978	
4	ARROW ELECTRONICS INC - 6.875% - 06/01/2018 (042735AL4)	145,000	163,409	163,782	
5	ATP OIL & GAS CORP SR 2LIEN 11.87500% 05/01/2015 (00208JAE8)	145,000	125,176	94,975	
6	BB&T CORPORATION SR NT 5.70000% 04/30/2014 (05531FAA1)	145,000	160,357	158,629	
7	BEAR STEARNS INC-5.70%-11/15/2014 (07385TAJ5)	145,000	158,646	158,024	
8	BELLSOUTH CORP NT - 5.200% - 12/15/2016 (079860AL6)	140,000	158,735	160,021	
9	BLACKROCK INC NOTE 03.50000% 12/10/2014 (09247XAD3)	150,000	160,126	160,175	
10	CENTURYLINK INC NOTE - 6.450% - 06/15/2021 (156700AR7)	195,000	192,752	195,358	
11	CITY NATIONAL CORP NOTE - 5.250% - 09/15/2020 (178566AC9)	58,000	58,532	57,683	
12	CLOROX CO DEL SR NT 5.95000% 10/15/2017 (189054AN9)	150,000	175,590	173,679	
13	DELL - 2.300% - 9/10/2015 (24702RAL5)	160,000	162,759	163,482	
14	DONNELLEY R R & SONS - 5.500% - 05/15/2015 (257867AR2)	195,000	188,906	188,663	
15	GATX CORP NOTE 04.75000% 05/15/2015CALL (361448AJ2)	155,000	165,974	165,210	
16	GENWORTH FINL INC NT - 5.750% - 06/15/2014 (37247DAE6)	195,000	199,915	197,924	
17	HEWLETT-PACKARD CO NOTES 05.50000% 03/01/2018 (428236AS2)	140,000	162,352	155,606	
18	HOME DEPOT INC - 5.400% - 03/01/2016 (437076AP7)	140,000	159,184	162,294	
19	ICAHN ENTERPRISES-8.00%-01/15/2018 (451102AH0)	160,000	160,395	166,000	
20	INT'L LEASE FIN CORP - 5.750% - 05/15/2016 (459745GJ8)	170,000	157,259	157,682	
21	MASCO CORP BD - 6.125% - 10/03/2016 (574599BD7)	185,000	188,766	189,846	
22	MEDTRONIC INC SR NT CV 1.62500% 04/15/2013 (585055AM8)	165,000	165,160	166,238	
23	MERRILL LYNCH & CO - 6.500% - 07/15/2018 (590188JF6)	150,000	155,396	145,562	
24	MORGAN STANLEY MTN 04.00% 07/30/2020 (61745EZ61)	165,000	161,312	157,659	
25	NASDAQ OMX GROUP 4.0% 01/15/2015 (631103AC2)	160,000	165,645	164,066	
26	NISOURCE FINANCE CORP - 6.800% - 01/15/2019 (65473QAT0)	170,000	204,242	199,112	
27	OWENS CORNING INC - 9.000% - 06/15/2019 (690742AC5)	135,000	161,676	161,062	
28	PITNEY BOWES INC NT 5.00000% 03/15/2015 (724479AG5)	150,000	158,677	158,661	
29	PRUDENTIAL FINL INC - 6.000% - 12/01/2017 (74432QBC8)	150,000	166,565	166,826	
30	REGIONS BANK - 7.500% - 05/15/2018 (75913MAB5)	195,000	195,054	193,049	
31	SIMON PPTY GROUP L P NT 5.100% 06/15/2015 (828807BM8)	150,000	164,086	163,904	
32	SLM CORP - 5.000% - 10/01/2013 (78442FBG2)	190,000	191,725	190,915	
33	SPRINT NEXTEL CORP. 6.8750. 10/31/2013 (65332VBH5)	165,000	162,145	164,175	
34	TARGET CORP - 3.875% - 07/15/2020 (87612EAV8)	145,000	156,913	160,195	
35	TESORO CORP 6.250% 11/01/2012 (881609AQ4)	155,000	160,613	158,875	
36	TYCO INTERNATIONAL FINAN 03.37500% 10/15/2015 (902118BN7)	155,000	161,448	162,356	
37	VORNADO RLTY L P NT - 4.250% - 04/01/2015 (929043AF4)	160,000	167,360	165,587	
38	WELLS FARGO & CO NOTE - 3.676% - 06/15/2016 (949746QU8)	155,000	161,614	161,975	
39	ZURICH REINS CENTRE HLDG INC - 7.125% - 10/15/2023 (989822AA9)	150,000	161,816	162,398	

Form 990-PF, Part II, Line 11 - Investments - Land, Buildings, and Equipment

		TOTAL:		5,900,000	3,600,000
	Asset Description	Book Value	FMV	End of Year	End of Year
1	NEW MEXICO PROPERTY	5,900,000	3,600,000		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Form 990-PF, Part II, Line 13 - Investments - Other

TOTAL:			56,340,470	54,650,876
	Asset Description	Book Value End of Year	FMV End of Year	
1	ALTERNATIVE INV INSTITUTIONAL LP	17,570,919	17,098,784	
2	CEDAR FAIR LP	385,275	419,250	
3	COP SPV	958,344	423,889	
4	F&C EMERGING MARKETS	4,500,000	3,511,481	
5	GENERATION IM ASIA FUND LP	1,883,336	1,698,535	
6	GENERATION IM CLIMATE SOLUTIONS FD	7,081,321	6,491,207	
7	GENERATION IM GLOBAL EQ FD LLC	18,214,025	18,091,118	
8	NORTH SKY CLEANTECH VENTURES LP	5,747,250	6,916,612	
9				
10				

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	Recovery of embezzled funds - see attachment	1	82,200
2	Return of prior year grant	2	4,150
3	Total	3	86,350

Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers

TOTAL:											0	0	0	0
	Name	Street	City	State	Zip Code	Title	Avg Hrs	Comp	Benefits	Expense Acct				
1	Jerry Babicka	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Director	1	0	0	0				
2	Lynn P Babicka	501 Silverside Rd, Suite 123	Wilmington	DE	19809	President / Director	1	0	0	0				
3	Barbara P Ettinger	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Director	1	0	0	0				
4	Christian P. Ettinger	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Director	1	0	0	0				
5	Heidi P Ettinger	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Director	1	0	0	0				
6	Wendy W P Ettinger	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Director	1	0	0	0				
7	Barbara Hapgood	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Director	1	0	0	0				
8	Matthew Hapgood	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Director	1	0	0	0				
9	Sven Huseby	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Vice President / Director	1	0	0	0				
10	John P. Powers	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Director	1	0	0	0				
11	Trevor Renner	501 Silverside Rd, Suite 123	Wilmington	DE	19809	Secretary / Treasurer / Director	1	0	0	0				

Educational Foundation of America
EIN: 13-3424750
Taxable Year Ending December 31, 2011

Adjustment to Part XIII - Excess Grant Carryovers from prior years

Year	2010 Form 990-PF	Note 1 Incorrectly claimed qualifying distributions		Note 2 Asset omitted from calculation		2011 Form 990-PF
2006	\$ 3,432,785	-		(295,500)		\$ 3,137,285
2007	3,931,704	-		(295,500)		3,636,204
2008	2,717,812	-		(295,500)		2,422,312
2009	2,279,176	-		(246,250)		2,032,926
2010	3,280,170	(82,200)		(197,000)		3,000,970
Total	\$ 15,641,647	(82,200)		(1,329,750)		\$ 14,229,697

Note 1: This adjustment is due to embezzled funds which were incorrectly claimed as qualifying distributions in 2010. See attachment for further explanation of the

Note 2: The Foundation inadvertently excluded the value of property not held for exempt purposes from its Part X calculations in 2006-2010. Therefore, the Foundation is making the above adjustment to its excess grant carryovers to take into account 5% of the value of such property for each of those years.

Educational Foundation of America
EIN: 13-3424750
Taxable Year Ending December 31, 2011

Form 990-PF, Part XV, Lines 2a - 2d – Information Regarding Contributions, Grants, etc.

EFA welcomes inquiries at any time. There are no deadlines. Due to the volume of requests, staff is not available to determine your qualification in advance of your inquiry submission.

Please read the following instructions BEFORE submitting an Inquiry to the Foundation

The Educational Foundation of America (EFA) makes grants to qualifying non-profit organizations that have tax-exempt status and those that are not private foundations as defined in the Internal Revenue Code. EFA provides grants for specific projects. It does not provide funds for endowment or endowed faculty chairs, building/capital programs, religious purposes, grants to individuals, annual fund-raising campaigns, indirect costs, overhead or general support. The Foundation prefers not to fund projects located outside the United States.

Areas of interest include, but are not limited to, the environment, reproductive freedom, theatre, education, medicine, drug policy reform, democracy, peace & national security issues and human services. Important characteristics considered by EFA are an organization's record of achievement, intended broad impact, sound financial practices, increasing independence, and correspondence with EFA objectives. Unfortunately, many worthy requests are denied because needs exceed the Foundation's resources or a given project does not fall within a current area of focus.

SUBMISSION PROCEDURES

As the first step, applicants are required to complete the EFA Eligibility Quiz and Inquiry Form, which can be accessed by using link below. EFA staff reviews all inquiries, and further information is requested on those that best fit the interests of EFA's board members. Inquiries will only be accepted through our on-line application process.

THE PROCESS

EFA's decision-making process regarding Inquiries can take several months from the date of receipt. Consequently, EFA does not consider emergency or urgent requests. If a project is found not of interest to the EFA Board of Directors, you will be notified by email. If an Inquiry is determined to be of possible interest to the Board, EFA will contact you for more information.

EFA is a Board-driven foundation, meaning that each proposal invited has a Board member as a sponsor. If an EFA Board member has not specifically requested that you submit an inquiry, EFA staff will seek a Board sponsor for you. Once an inquiry has a sponsor, a letter of invitation is issued, along with a set of EFA's narrative guidelines explaining how to submit a full proposal. Program staff are assigned to each proposal, and serve to assist the organization throughout the proposal process.

Inquiries will only be accepted through our on-line application process.

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
52nd Street Project, Inc. 789 Tenth Avenue, New York, NY, 10019	509(a)(1)	General Support	30,000
ACLU Foundation of Florida 4500 Biscayne Blvd Ste 340, Miami, FL, 33137-3227	509(a)(2)	Campaign to End Florida's Ban on Gay and Lesbian Adoption	30,000
Advocates for Youth 2000 M Street Nw, Suite 750, Washington, DC, 20036-3307	509(a)(1)	Assisting State Teen Pregnancy Prevention and Sex Education	125,000
Akron Children's Hospital 1 Perkins Sq, Akron, OH, 44308-1063	509(a)(1)	Madeline Renner Fund	16,200
Akron Public Schools 70 N. Broadway, Akron, OH 44308-1911	509(a)(1)	After School Programs	45,000
Alliance for Sustainable Colorado 1536 Wynkoop St Ste 4A, Denver, CO, 80202-1183	509(a)(1)	Sustainable Building Codes	62,500
Alliance for Sustainable Colorado 1536 Wynkoop St Ste 4A, Denver, CO, 80202-1183	509(a)(1)	General Support	170,000
America SCORES Seattle 2450 6Th Ave S 203 Room No 203, Seattle, WA, 98134	509(a)(1)	Spring Program	35,000
American Cancer Society 2 Lyon Pl, White Plains, NY, 10601-5402	509(a)(1)	General Support	386
American Heart Association, Inc. 7272 Greenville Ave, Dallas, TX, 75231-5129	509(a)(1)	Go Red for Women Learning Series	40,000
American Independent News Network 455 Massachusetts Ave Nw Ste 600, Washington, DC, 20001-2774	509(a)(1)	Choice and Reproductive Rights Coverage	100,000
American Museum of Natural History 79Th Street At Central Park West, New York, NY, 10024-5192	509(a)(1)	Urban Advantage: Leadership Development	62,500
Arts Engine, Inc. 145 West 24Th Street, New York, NY, 10011	509(a)(1)	Media That Matters Educational Outreach	25,000
Artspace Projects, Inc. 250 3Rd Ave N, Minneapolis, MN, 55401-1637	509(a)(1)	Elgin Illinois Artspace Lofts	100,000
ArtsQuest 25 West Third St Suite 300, Bethlehem, PA, 18015-1238	509(a)(2)	General Support	200,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
As You Sow 311 California St Ste 510, San Francisco, CA, 94104-2607	509(a)(2)	Addressing Climate Change through elimination of Coal Waste	359,000
Association of Reproductive Health Professionals 1901 L Street NW, Suite 300, Washington, DC, 20036 View	509(a)(1)	Emergency Contraception	37,500
Austin Theatre Alliance Po Box 1566, Austin, TX, 78767-1566	509(a)(2)	Residencies in Title I Schools	40,000
Best Buddies 100 Se Second Street, Suite 2200, Miami, FL, 33131-2100	509(a)(2)	Miami Project	40,000
Beyond Pesticides 701 E Street Se, Washington, DC, 20003-2803	509(a)(1)	Safer Choice Campaign for Children's Environmental	10,000
BRIC Arts Media Bklyn, Inc. 45 Main St Ste 530, Brooklyn, NY, 11201-1023	509(a)(1)	General Support	10,000
Brooklyn Academy of Music, Inc. 30 Lafayette Ave, Brooklyn, NY, 11217-1430	509(a)(1)	Creative Re-Imagining of the BAM Cultural District	100,000
Bus Project Foundation 333 Se 2Nd Avenue, Portland, OR, 97214	509(a)(1)	General Support	20,000
Catholics for Choice 1436 U St NW Ste 301, Washington, DC, 20009-3988	509(a)(1)	Catholics in Public Life	50,000
Cathy's House Po Box 811, Medina, OH, 44258-0811	509(a)(1)	General Support	10,000
Center for Biological Diversity Po Box 710, Tucson, AZ, 85702-0710	509(a)(1)	Ocean Acidification Campaign	100,000
Center for Community Self-Help 301 W Main Street, Durham, NC, 27701-3227	509(a)(2)	Environmental Stewardship Initiative	40,000
Center for Political Accountability 1233 20Th St NW Ste 205, Washington, DC 20036-2362	509(a)(1)	Trojan Horse Strategy to Protect Reproductive Rights by Curbing Trade Assoc Spending	45,000
Center for Reproductive Rights, Inc. 120 Wall Street, New York, NY, 10005-3904 View	509(a)(1)	State Advocacy Program	100,000
Center for Talented Youth 5801 Smith Ave. #400 Mcauley Hall, Baltimore, MD 21209	509(a)(1)	Summer Program Scholarships	20,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
Center for Transgender Equality 1325 Massachusetts Ave Nw 600, Washington, DC, 20005	509(a)(2)	Transgender Identity Documentation Projection	25,000
Chapel Hill-Carrboro Children's Museum 123-B West Franklin St, Chapel Hill, NC, 27516	509(a)(1)	General Support	20,000
Chez Panisse Foundation (aka The Edible Schoolyard Project) 1517 Shattuck Ave, Berkeley, CA, 94709-1516	509(a)(1)	Building Leadership for Edible Education	57,666
Child Advocates, Inc. 1001 Molalla Ave Ste 203, Oregon City, OR, 97045-3768	509(a)(1)	Court Services Program	40,000
Choice USA 1317 F St Nw Ste 501, Washington, DC, 20004-1165	509(a)(1)	Sex [+] Campaign	50,000
City of Wilson, NC 112 Goldsboro Street - Po Box 10, Wilson, NC 27894-0010	509(a)(1)	Vollis Simpson Whidigig	100,000
Clean Air-Cool Planet 100 Market St Unit 204, Portsmouth, NH, 03801-3760	509(a)(1)	Accelerating a Shift from Coal: Using Coal Waste	100,000
Clean Water Fund 1010 Vermont Ave Nw Ste 400, Washington, Cc, 20005-4947	509(a)(1)	Clean Up Coal Ash Project	100,000
COLAGE 1550 Bryant St Ste 830, San Francisco, CA, 94103-4878	509(a)(1)	National Chapter Network	40,000
Columbia Land Conservancy, Inc. Po Box 299, Chatham, NY, 12037-0299	509(a)(1)	General Support	20,000
Columbia-Greene Hospital Foundation 71 Prospect Ave, Hudson, NY, 12534-2907	509(a)(2)	General Support	10,000
Common Threads Po Box 36381, N Chesterfld, VA, 23235-8008	509(a)(1)	Program Expansion in Miami	40,000
Community Res Cncl of Shawnee Cty KS 501 Se Jefferson St Ste 30, Topeka, KS, 66607-1173	509(a)(1)	NOTO Arts District	50,000
Corporation of Yaddo Po Box 395, Saratoga Spgs, NY, 12866-0395	509(a)(1)	Artist Residency Program	30,000
Dade Community Foundation (aka Miami Foundation) 200 South Biscayne Blvd, Suite 505, Miami, FL 33131	509(a)(1)	Urban GreenWorks	20,000
Defenders of Wildlife 1130 17Th Street Nw, Washington, DC, 20036-4604	509(a)(2)	Climate Change and Biodiversity Survival Initiative	37,500

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
Democracy North Carolina 1821 Green St, Durham, NC, 27705-4185	509(a)(1)	Voter-Owned Elections for North Carolina	25,000
Demos A Network for Ideas and Action, Ltd. 220 5Th Ave Fl 2, New York, NY, 10001-7708	509(a)(1)	Voter Engagement	25,000
Earth Action Network, Inc. 28 Knight Street, Norwalk, CT, 06851-4719	509(a)(1)	Ocean Acidification Cover	19,000
EarthJustice 50 California Street, Suite 500, San Francisco, CA, 94111	509(a)(2)	Healthy Waters and a Secure Energy Future for Florida	45,000
EarthJustice 50 California Street, Suite 500, San Francisco, CA, 94111	509(a)(2)	Coal Ash Campaign - collaboration with EIP	300,000
Earthworks 50 California Street, Suite 500, San Francisco, CA, 94111	509(a)(2)	Energy Accountability	67,500
Echoing Green Foundation 494 Eighth Ave-2Nd Fl, New York, NY, 10001-2519	509(a)(1)	General Support	10,000
Education Fd of Fam Planning Adv NYS 17 Elk St, Albany, NY, 12207-1014	509(a)(2)	Protect & Expand Access to Rep Hlth Svces	25,000
Environmental Defense Fund, Incorporated 1875 Connecticut Ave NW Suite 600, Washington, DC, 20009	509(a)(1)	General support - NC work	20,000
Environmental Defense Fund, Incorporated 1875 Connecticut Ave NW Suite 600, Washington, DC, 20009	509(a)(1)	General Support for North Carolina	50,000
Environmental Integrity Project 1875 Connecticut Ave NW Suite 600, Washington, DC, 20009	509(a)(1)	Building Market Support for Well-Managed Fisheries	20,000
Environmental Integrity Project 1 Thomas Circle NW, Washington, DC, 20005-5802	509(a)(1)	The Coal Ash Clean-Up	10,000
Environmental Integrity Project 1 Thomas Circle NW, Washington, DC, 20005-5802	509(a)(1)	Caol Ash Campaign - in collaboration with Earth	200,000
Family Equality Council Po Box 206, Boston, MA, 02133-0206	509(a)(2)	Education, Empowerment & Action in Florida	25,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
Feminist Majority Foundation 433 S Beverly Dr, Beverly Hills, CA, 90212-4401	509(a)(1)	Get Out Her Vote Campaign, Choices Campus Leadership	100,000
Florida Association of Planned Parenthood 736 Central Avenue No 100, Sarasota, FL, 34236-4042	509(a)(1)	Research & Polling Project	100,000
Foundation for a Sustainable Community Po Box 2897, Chapel Hill, NC, 27515-2897	509(a)(2)	General Support	20,000
Fresh Youth Initiatives, Inc. 505 W 171St St, New York, NY, 10032-3402	509(a)(1)	Community Youth in Action	10,000
Friends of Clermont 87 Clermont Ave, Germantown, NY, 12526-5632	509(a)(1)	General Support	10,000
Friends of the Gateway School, Inc. 211 West 61St Street, New York, NY, 10023-7832	509(a)(1)	Math in the Middle	37,500
Friends of the Gateway School, Inc. 211 West 61St Street, New York, NY, 10023-7832	509(a)(1)	General Support	30,000
Games for Change 78 5Th Ave Fl 5, New York, NY, 10011-8000	509(a)(1)	General Support	15,000
Gay Men's Health Crisis, Inc. 446 W 33Rd St, New York, NY, 10001-2601	509(a)(1)	HIV Prevention for Young Women of Color	12,500
Girlstart 1400 West Anderson Lane, Austin, TX, 78757-1455	509(a)(1)	After-School Programs	40,000
Glynwood Center, Inc. Rte 301, Cold Spring, NY, 10516	509(a)(1)	Keep Farming	27,500
God's Love We Deliver, Inc. 166 Avenue Of The Americas, New York, NY, 10013-1207	509(a)(1)	Registered Dietitian	40,000
God's Love We Deliver, Inc. 166 Avenue Of The Americas, New York, NY, 10013-1207	509(a)(1)	General Support	10,000
Gulf of Maine Research Inst 350 Commercial St, Portland, ME, 04101-4618	509(a)(1)	General Support	10,000
Guttmacher Institute, Inc. 125 Maiden Ln Fl 7, New York, NY, 10038-4723	509(a)(1)	The STATE Initiative	25,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
Guttmacher Institute, Inc. 125 Maiden Ln Fl 7, New York, NY, 10038-4723	509(a)(1)	Reproductive Health and the Recession	25,000
Harlem RBI, Inc. 333 E 100Th Street 1St FL, New York, Ny, 10029-6605	509(a)(1)	DreamWorks Program	20,000
Heartgift Foundation 1010 W 40Th St, Austin, TX, 78756-4010	509(a)(1)	Mending Hearts	40,000
Historic Hudson, Inc. 611 Warren St, Hudson, NY, 12534-2813	509(a)(1)	General Support	10,000
Horace Bushnell Memorial Hall Corporation 166 Capitol Ave, Hartford, CT, 06106-1621	509(a)(2)	iQuilt	160,000
Horticultural Society of New York 148 W 37Th St Fl 13, New York, NY, 10018-6976	509(a)(1)	Partnership Project with The Bridge	30,000
Hudson Highlands Land Trust, Inc. Po Box 266, Garrison, NY, 10524	509(a)(1)	General Support	10,000
Hudson Opera House Inc 327 Warren St, Hudson, NY, 12534-2413	509(a)(1)	General Support	20,000
Hudson Valley Old Time Power Association Po Box 47, Claverack, NY, 12513-0047	509(a)(2)	General Support	10,000
Hudsonia, Ltd. 2 Spencer Dr, Red Hook, NY, 12571-2378	509(a)(2)	General Support	10,000
Human Services Council of Mid-Fairfield 1 Park St Ste 2, Norwalk, CT, 06851-4841	509(a)(2)	Norwalk Mentoring Program	25,000
Indiana University 107 South Indiana Avenue, Bloomington, IN 47405	509(a)(1)	Strategic National Arts Alumni Project (SNAAP)	50,000
Innocence Project Inc 40 Worth St Rm 701, New York, NY, 10013-2994	509(a)(1)	Forensic Science Campaign	10,000
Iowa Citizens for Community Improvement 2001 Forest Ave, Des Moines, IA, 50311-3229	509(a)(1)	Taking Action on Corporate	56,250
Kitchen Angels, Inc. 1222 Siler Road, Santa Fe, NM, 87507-4106	509(a)(1)	Continuation and Expansion of Vital Nutrition Services	40,000
Land Trust Alliance, Inc. 1660 L St Nw Ste 1100, Washington, DC, 20036-5635	509(a)(1)	Education and Training	37,500

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Name and Address	Charity Status	Purpose	Amount
Leif Erikson International Fdn 2245 Nw 57Th St, Seattle, WA, 98107-3134	509(a)(1)	General Support	20,000
Lesbian and Gay Community Services Center 208 W 13Th St, New York, NY, 10011-7702	509(a)(1)	Foster Care Project	20,000
LGBT Youth Out Loud 570 7th Avenue 17Th Floor, New York, NY, 10018-1624	509(a)(1)	Homecoming Project Coordinator	30,000
LifeQuest Transitions Po Box 2586, Colorado Spgs, CO, 80901	509(a)(1)	Program coaches	40,000
Mapendo, Inc. (aka RefugePoint) 689 Massachusetts Ave 2nd Flr, Cambridge, MA, 02139-3302	509(a)(1)	General Support	15,000
Massachusetts Museum of Contemporary Art 1040 Mass Moca Way, North Adams, MA, 01247-2450	509(a)(1)	General Support	10,000
Massachusetts Museum of Contemporary Art 1040 Mass Moca Way, North Adams, MA, 01247-2450	509(a)(1)	North Adams Revitalization: Phase 2	112,500
Medina Baseball Federation Po Box 1751, Medina, OH, 44258-1751	509(a)(1)	General Support	10,000
MergerWatch (aka Community Catalyst Inc.) 30 Winter St Ste 1004, Boston, MA, 02108-4752	509(a)(1)	Fighting Religiously-Based Restrictions on Reproductive Health Care	135,000
Municipal Art Society of New York 111 W 57th St Fl 16, New York, NY, 10019-2235	509(a)(1)	General Support	30,000
NARAL Pro-Choice America Foundation 1156 15th Street Nw, Washington, DC, 20005-1704	509(a)(1)	The Path Forward: Fighting Anti-Choice Attacks	125,000
NARAL Pro-Choice America Foundation 1156 15th Street Nw, Washington, DC, 20005-1704	509(a)(1)	State Strategic Initiative Fund	56,250
National Abortion Federation 1660 L St Nw, Washington, DC, 20036-5603	509(a)(1)	Defending Access to Reproductive health care in TX & FL	45,000

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Name and Address	Charity Status	Purpose	Amount
National Audubon Society 225 Varick St Fl 7, New York, NY, 10014-4396	509(a)(1)	Conserving and Defending North Carolina's Important Bird Areas - Phase III	40,000
National Center for Learning Disabilities 381 Park Ave S Rm 1401, New York, NY, 10016-8829	509(a)(1)	Get Ready to Read! National Expansion	40,000
National Network of Abortion Funds Po Box 170280, Boston, MA, 02117-0290	509(a)(1)	Building Abortion Funds' Capacity to Conduct State Level Advocacy Work	20,000
National Priorities Project, Inc. 243 King Street, Northampton, MA, 01060-2451	509(a)(1)	General Support	15,000
Natural Resources Defense Council, Inc. 40 West 20Th Street, New York, NY, 10011-4211	509(a)(1)	Coordinated Response in the Aftermath of the Deepwater Horizon Disaster in the Gulf	40,000
New York Quarterly Meeting of the Religious Society of Friends 15 Rutherford Pl, New York, NY, 10003-3705	509(a)(1)	New Media Center	17,500
New York Shakespeare Festival 425 Lafayette St, New York, NY, 10003-7021	509(a)(1)	General Support	15,000
North Carolina Coastal Federation, Inc. 3609 Hwy 24 Ocean, Newport, NC, 28570	509(a)(1)	Stop Titan Action Network (STAN)	556,890
North Carolina Coastal Federation, Inc. 3609 Hwy 24 Ocean, Newport, NC, 28570	509(a)(1)	Program Expansion	50,000
North Carolina Conservation Network 3609 Hwy 24 Ocean, Newport, NC, 28570	509(a)(1)	Advocacy Infrastructure	55,000
North Carolina Conservation Network 19 E Martin St Ste 300, Raleigh, NC, 27601-3012	509(a)(1)	General Support	60,000
North Carolina Sustainable Energy Association Po Box 6465, Raleigh, NC, 27628-6465	509(a)(1)	General Support	20,000
North Carolina Sustainable Energy Association Po Box 6465, Raleigh, NC, 27628-6465	509(a)(1)	SOF grant - NC Clean Energy	18,000
Norwalk Public School System 125 East Avenue, Po Box 6001, Norwalk, CT, 06852-6001	509(a)(1)	Ettinger Scholarships 2005	15,600

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Name and Address	Charity Status	Purpose	Amount
Norwich University 158 Harmon Dr, Northfield, VT, 05663-1000	509(a)(1)	Building Resiliency: Reaching Excellence as a Military Professional	40,000
Ocean Conservancy 1300 19Th Street Nw, 8Th Floor, Washington, DC, 20036	509(a)(1)	Phase II: OA Messaging Project	75,000
Ocean Conservancy 1300 19Th Street Nw, 8Th Floor, Washington, DC, 20036	509(a)(1)	Ocean Acidification Project	20,000
Oceana, Inc. 1350 Connecticut Ave Nw Fl 5, Washington, DC, 20036-1759	509(a)(1)	General Support	10,000
Ohio Valley Environmental Coalition Po Box 6753, Huntington, WV, 25773-6753	509(a)(1)	Sludge Safety and Coal Ash Disposal Project (RFP)	40,000
Oil and Gas Accountability Project 1612 K Street Nw, Washington, DC, 20006-2802	509(a)(1)	Fracking Rulemakings in New Mexico & Colorado	25,000
Olana Partnership Po Box 199, Hudson, NY, 12534-0199	509(a)(1)	General Support	10,000
Orion Society, Inc. Riverbank House 195 Main Street, Great Barrington, MA, 01230	509(a)(1)	General Support	10,000
Our Family Coalition 1385 Mission St Ste 340, San Francisco, CA, 94103-2634	509(a)(1)	LGBT Welcoming & Inclusive Schools in California	30,000
Outward Bound, Inc. 100 Mystery Pt, Garrison, NY, 10524-3058	509(a)(1)	Outward Bound Centers	30,000
Pathways, Inc. 33 Denison Pkwy W, Corning, NY, 14830-2613	509(a)(1)	General Support	10,000
Physicians for Reproductive Choice and Health Inc. 55 West 39Th Street 10th Floor, New York, NY, 10018-3803	509(a)(1)	Building Physician Leadership Networks for Reproductive Health Rights in Targeted	50,000
Planned Parenthood Affiliates of Ohio Institute for R&D 206 E State St, Columbus, OH, 43215-4311	501(c)(4)	The 'Trust Women' Campaign	28,800
Planned Parenthood Federation of America 434 West 33Rd St, 11Th Floor, New York, NY, 10001-2601	509(a)(1)	Implementation of Master Plan for Management Services	250,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
Planned Parenthood Federation of America 434 West 33Rd St, 11Th Floor, New York, NY, 10001-2601	509(a)(1)	General Support	100,000
Planned Parenthood Health Systems Inc 100 S Boylan Ave, Raleigh, NC, 27603-1802	509(a)(1)	General Support	10,000
Planned Parenthood of Cent North Carolina 1765 Dobbins Dr, Chapel Hill, NC, 27514-5876	509(a)(1)	General Support	50,000
Planned Parenthood of North Texas Inc 7424 Greenville Ave Ste 206, Dallas, TX, 75231-4534	509(a)(1)	Patient Access Fund	100,000
Planned Parenthood of Northern New England 128 Lakeside Ave Ste 301, Burlington, VT, 05401-5906	509(a)(1)	Abortion Access Expansion Program	40,000
Planned Parenthood of South Florida and the Treasure Coast 2300 N Florida Mango Rd, West Palm Bch, FL, 33409-6416	509(a)(1)	Electronic Medical Records	185,000
Planned Parenthood of Southern New England 128 Lakeside Ave Ste 301, Burlington, VT, 05401-5906	509(a)(1)	Fund for Access and Advocacy Work in Rhode Island	50,000
Planned Parenthood Southeast 75 Piedmont Ave Ne Ste 800, Atlanta, GA, 30303-2507	509(a)(1)	Expansion of Reproductive Health care Svce in MS	30,000
Planned Parenthood Texas Capital Region 201 East Ben White Blvd Bldg B, Austin, TX, 78704-7301	509(a)(1)	La Promesa	20,000
Playhouse Square Foundation 1501 Euclid Ave Suite 200, Cleveland, OH, 44115-2108	509(a)(1)	General Support	30,000
Population Action International 1300 19Th St Nw Ste 200, Washington, DC, 20036-1624	509(a)(1)	Advocacy for Family Planning Programs, Sexual and Reproductive Health and	75,000
Population Connection 2120 L St Nw Ste 500, Washington, DC, 20037-1534	509(a)(1)	Population Education Project	50,000
POV / American Documentary, Inc. 32 Broadway 14Th Suite 1400, New York, NY, 10004	509(a)(1)	P.O.V. Community Engagement and Education	25,000
Prairie Rivers Network 1902 Fox Dr Ste G, Champaign, IL, 61820-7378	509(a)(1)	Reducing coal Waste Pollution in IL	222,000
Product Policy Institute Po Box 48433, Athens, GA, 30604-8433	509(a)(1)	Producer Responsibility	20,000
Proteus Fund, Inc. 101 University Dr Ste A2, Amherst, MA, 01002-2385	509(a)(1)	Piper Fund General Support	25,000

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Name and Address	Charity Status	Purpose	Amount
Ptshp for the Adv & Immersion of Refugees 6440 Hillcroft St Ste 302, Houston, TX, 77081-3104	509(a)(1)	Mentoring & Tutoring Program Expansion	27,000
Public Education Center, Inc. 529 14Th St Nw Ste 962, Washington, DC, 20045-1916	509(a)(1)	The Military Pollution Project	25,000
Pulitzer Center on Crisis Reporting 1779 Massachusetts Ave, Washington, DC, 20036-2109	509(a)(1)	Global Gateway	20,000
Putney School, Inc. Elm Lea Farm, Putney, VT, 05346	509(a)(1)	General Support	10,000
Read To Grow, Inc. 53 School Ground Rd Ste 3, Branford, CT, 06405-2869	509(a)(1)	Books for Babies	9,500
Religious Coalition for Reproductive Choice 1413 K St Nw Ste 1400, Washington, DC, 20005-3456	509(a)(1)	Training Young Adult and Grassroots Leaders	50,000
Reproductive Health Access Project Po Box 21191, New York, NY, 10025-0017	509(a)(1)	Family Medicine Reproductive Health Network	25,000
ReThink Media 1750 K St Nw, Suite 350, Washington, DC, 20006	509(a)(1)	Building Media Response Capability in the Peace and Security Sector	37,500
Rock the Vote 1001 Connecticut Ave. NW, Suite 640, Washington, DC, 20036	509(a)(1)	Don't Block the Vote Project	10,000
Rock the Vote 1001 Connecticut Ave. NW, Suite 640, Washington, DC, 20036	509(a)(1)	General Support	10,000
Rockefeller University 1230 York Ave, New York, NY, 10065-6307	509(a)(1)	Parents & Science Program	10,000
Roxhill Elementary School Po Box 34165, Seattle, WA, 98124	509(a)(1)	General Support	10,000
San Juan Citizens Alliance Po Box 2461, Durango, CO, 81302-2461	509(a)(1)	Western Colorado Water Network	56,250
Scenarios USA 80 Hanson Pl 305, Brooklyn, NY, 11217-1506	509(a)(1)	Responsible Sexuality Program	12,500
School for Ethics and Global Leadership 1528 18Th St Nw, Washington, DC, 20036-1306	509(a)(1)	General Support	10,000
Seed Savers Exchange 3094 N Winn Rd, Decorah, IA, 52101-7776	509(a)(2)	General Support	10,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
Seed Savers Exchange 3094 N Winn Rd, Decorah, IA, 52101-7776	509(a)(2)	Further Development of the Internship Program	20,000
Servicemembers Legal Defense Network 1612 K St Nw Ste 308, Washington, DC, 20006-2824	509(a)(1)	Lift the Ban - Grassroots Veterans Project	10,000
Sexuality Information and Education Council 90 John St, New York, NY, 10038-3202	509(a)(1)	Advancing Comprehensive Sexuality Education Throughout the Southeast	25,000
Shreveport Regional Arts Council 400 Clyde Fant Pkwy, Shreveport, LA, 71101-3306	509(a)(1)	Architectural Design Fees & Project Administrator	290,000
Shreveport Regional Arts Council 400 Clyde Fant Pkwy, Shreveport, LA, 71101-3306	509(a)(1)	Staff Challenge Initiative	75,000
Shreveport Regional Arts Council 400 Clyde Fant Pkwy, Shreveport, LA, 71101-3306	509(a)(1)	ART, The Dalmation	75,000
Southern Environmental Law Center, Inc 201 W Main St Ste 14, Charlottesville, VA, 22902-5064	509(a)(1)	Assessment of Fracking as Emerging Environmental	25,000
Southern Environmental Law Center, Inc 201 W Main St Ste 14, Charlottesville, VA, 22902-5064	509(a)(1)	Addressing Climate change through Coal Waste in the Southeast	318,000
Southern Environmental Law Center, Inc 201 W Main St Ste 14, Charlottesville, VA, 22902-5064	509(a)(1)	General Support	30,000
Southwest Educational Development Corporation 211 East 7Th Street, Austin, TX, 78701-3334	509(a)(1)	Connecting Kids to Math and Science	22,500
Southwest Women's Law Center 1410 Coal Ave Sw, Albuquerque, NM, 87104-1005	509(a)(1)	Advancing Reproductive	10,000
Stanford University Board of Trustees of 326 Galvez Street, Stanford, CA, 94305-6105	509(a)(1)	General Support for the Graduate School of Education	10,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
Storyville Center for the Spoken Word 481 Broadway Apt 3, New York, NY, 10013-2662	509(a)(1)	MothSHOP Community	30,000
Sustainable Fisheries Partnership Foundation 720 Ocean View Dr Apt B, Honolulu, HI, 96816-3601	509(a)(1)	Monitoring and Outreach to Combat Ocean Acidification	66,603
Sustainable Fisheries Partnership Foundation 720 Ocean View Dr Apt B, Honolulu, HI, 96816-3601	509(a)(1)	SOF grant - Corporate and Community Advocacy	25,000
Sustainable Food Center Inc 1106 Clayton Ln Ste 480W, Austin, TX, 78723-2491	509(a)(1)	Sprouting Healthy Kids- Cultivating Healthy	30,000
Sustainable South Bronx 1231 Lafayette Avenue, 4Th Floor, Bronx, NY, 10474	509(a)(1)	Bronx Environmental	20,000
Texas Campaign for the Environment Fd 611 S Congress Ave Ste 200, Austin, TX, 78704-1700	509(a)(1)	TakeBack Awareness	30,000
The Bridge Inc 1559 Johnson Rd Nw, Atlanta, GA, 30318-4017	509(a)(1)	Bridge Group Artists	17,500
The New Press, Inc 38 Greene St Fl 4, New York, NY, 10013-2505	509(a)(1)	General Support	10,000
The New York Botanical Garden 200Th Street And Kazimiroff Blvd, Bronx, NY, 10458	509(a)(1)	Explainer Program	20,000
Theatre for a New Audience, Inc. 154 Christopher St, New York, NY, 10014-2840	509(a)(2)	General Support	12,500
Toxic Free North Carolina 206 New Bern Place, Raleigh, NC, 27601	509(a)(1)	Toxic Free Kids	35,000
University of North Carolina at Chapel Hill 104 Airport Dirve Aob Ste 3600, Chapel Hill, NC, 27599-1260	509(a)(1)	Playmakers	10,000
University of Washington Foundation 1900 Commerce Street, Tacoma, WA, 98402	509(a)(1)	Ocean Acidification Mesocosm Experiments	125,000
Upstate Films, Limited Po Box 324, Rhinebeck, NY, 12572-0324	509(a)(2)	General Support	20,000
USAction Education Fund 1825 K St Nw Ste 210, Washington, DC, 20006-1220	509(a)(1)	General Support	25,000
Vermont Studio Center, Inc. Po Box 613, Johnson, VT, 05656	509(a)(1)	Diversity Initiative	40,000

Form 990-PF, Part XV, Line 3a - Grants Paid During the Year

Name and Address	Charity Status	Purpose	Amount
Vivian Beaumont Theater, Inc. Po Box 613, Johnson, VT, 05656	509(a)(1)	Open Stages Education Program	20,000
Voter Action 48 N Pleasant St Ste 304, Amherst, MA, 01002-1758	509(a)(1)	General Support	10,000
WAMC/ Northeast Public Radio 318 Central Ave, Albany, NY, 12206-2522	509(a)(1)	General Support	20,000
Washington University One Brookings Dr Box 1147, Saint Louis, MO, 63130-4862	509(a)(1)	Summer Language Institute	30,000
Westcave Preserve Corporation 24814 Hamilton Pool Rd, Round Mtn, TX, 78663-8570	509(a)(1)	Environmental Education Programs	30,000
Western Clean Energy Campaign (aka Tides Center) P.O. Box 29907, San Francisco, CA, 94129	509(a)(1)	Addressing Climate Change through Coal-Ash Waste (RFP)	150,000
Windmill Hill Pinnacle Association 1915 Patch Rd, Westminster W, VT, 05346-9291	509(a)(1)	General Support	10,000
Women Make Movies, Inc. 462 Broadway Fl 5, New York, NY, 10013-2618	509(a)(1)	Trust Women Movie: The Story of Two American	30,000
Women's Action for New Directions Education Fund Inc. 691 Massachusetts Ave, Arlington, MA, 02476-4905	509(a)(1)	General Support	20,000
Working Films, Inc. 602 S 5th Ave, Wilmington, NC, 28401-5134	509(a)(1)	Residencies	15,000
Yale University School of Drama Po Box 209010, New Haven, CT, 06520-9010	509(a)(1)	General Support	25,000
GRAND TOTAL			<u><u>\$ 10,038,395</u></u>

Educational Foundation of America
EIN: 13-3424750
Taxable Year Ending December 31, 2011

Form 990-PF

In 2011, the Foundation discovered that an employee of a professional service advisor had embezzled \$108,660 during 2010 and 2011. Immediately upon discovering the embezzlement, the Foundation hired legal counsel to coordinate the Foundation's internal investigation of the embezzlement, to pursue recovery of the Foundation's funds and its costs, and to act as a liaison with law enforcement officials. The Foundation has recovered all amounts stolen from it. The professional service provider no longer provides services to the Foundation and the Foundation has instituted internal controls and other precautionary safeguards.

The Foundation has confirmed that a portion of the amount embezzled, \$82,200, was erroneously reported as grants to qualified charities on its 2010 Form 990-PF. As a consequence, the Foundation is re-stating its 2010 qualifying distribution carryover reflected in Part XIII to subtract such amounts along with other adjustments, as reflected in the attachment to Part XIII. Part V has also been restated to report the correct amount of qualifying distributions for 2010 and to include the value of an asset improperly omitted from Part X calculations in 2006-2010. A total of \$16,460 was repaid during 2010 prior to the discovery of the embezzlement and was not misrepresented as a qualifying distribution in the Foundation's financial statements. Likewise, the \$10,000 embezzled during 2011 has not been reported as a qualifying distribution in this return. Notwithstanding the embezzlement and misstatement of expenses, there was no impact to the Foundation under Sections 4942 and 4940 of the Code. The Foundation determined that in 2010 it was not liable for a tax on undistributed income under Section 4942 and likewise it continued to qualify for the lesser 1% tax on net investment income under Section 4940(e) of the Code, even after the aforementioned adjustments.

As indicated in Part VII-B, the Foundation has filed a Form 4720 for 2010 and 2011 in regards to amounts embezzled.