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

OMB No 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION
500 WASHINGTON STREET #800
SAN FRANCISCO, CA 94111A Employer identification number
20-0882784B Telephone number (see the instructions)
415-393-1551C 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 ☐G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ 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)
REVENUE	1 Contributions, gifts, grants, etc. received (att sch)	64,559.			
	2 Ck <input type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	1,008.	1,008.		
	4 Dividends and interest from securities	6,651,173.	6,651,173.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	16,123,591.			
	b Gross sales price for all assets on line 6a	57,850,029.			
	7 Capital gain net income (from Part IV, line 2)		16,123,591.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	18,925,180.	20,194,689.	0.		
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	465,130.	32,559.		432,571.
	14 Other employee salaries and wages	2,396,517.	167,756.		2,228,761.
	15 Pension plans, employee benefits	815,405.	57,078.		758,327.
	16a Legal fees (attach schedule) SEE ST 2	24,760.			24,760.
	b Accounting fees (attach sch) SEE ST 3	112,304.	80,135.		32,169.
	c Other prof fees (attach sch) SEE ST 4	5,173,946.	5,075,951.		97,995.
	17 Interest				
	18 Taxes (attach schedule)(see instrs) SEE STM 5	-423,838.			
	19 Depreciation (attach sch) and depletion	591,386.	23,655.		
	20 Occupancy	612,783.	30,639.		582,144.
	21 Travel, conferences, and meetings	313,019.	5,375.		307,644.
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 6	303,347.	14,989.		288,358.
	24 Total operating and administrative expenses. Add lines 13 through 23.	10,384,759.	5,488,137.		4,752,729.
25 Contributions, gifts, grants paid PART XV	18,129,348.			18,614,041.	
26 Total expenses and disbursements. Add lines 24 and 25	28,514,107.	5,488,137.	0.	23,366,770.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-9,588,927.				
b Net investment income (if negative, enter -0-)		14,706,552.			
c Adjusted net income (if negative, enter -0-)			0.		

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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			
	2 Savings and temporary cash investments	272,266.	652,176.	652,176.
	3 Accounts receivable 8,326,595.			
	Less: allowance for doubtful accounts	1,545,286.	8,326,595.	8,326,595.
	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 sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	104,271.	114,325.	114,325.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule) STATEMENT 7	54,763,127.	45,625,637.	45,702,454.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment: basis			
LIABILITIES	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule) STATEMENT 8	338,608,578.	335,909,833.	370,246,485.
	14 Land, buildings, and equipment: basis 4,641,765.			
	Less: accumulated depreciation (attach schedule) SEE STMT 9 1,985,428.	3,078,295.	2,656,337.	2,656,337.
	15 Other assets (describe SEE STATEMENT 10)	13,379,183.	8,009,889.	8,009,889.
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	411,751,006.	401,294,792.	435,708,261.
	17 Accounts payable and accrued expenses	264,710.	357,202.	
	18 Grants payable	3,201,274.	2,741,500.	
	19 Deferred revenue			
NET FUND ASSETS OR BALANCES	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 11)	1,149,330.	649,325.	
	23 Total liabilities (add lines 17 through 22)	4,615,314.	3,748,027.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	407,135,692.	397,546,765.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	407,135,692.	397,546,765.	
	31 Total liabilities and net assets/fund balances (see instructions)	411,751,006.	401,294,792.	

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	407,135,692.
2 Enter amount from Part I, line 27a	2	-9,588,927.
3 Other increases not included in line 2 (itemize).	3	
4 Add lines 1, 2, and 3	4	397,546,765.
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	397,546,765.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a DOMESTIC REALIZED GAINS	P	VARIOUS	VARIOUS
b INTERNATIONAL REALIZED GAINS	P	VARIOUS	VARIOUS
c ALT INVESTMENTS REALIZED GAINS	P	VARIOUS	VARIOUS
d SHORT TERM REALIZED GAINS	P	VARIOUS	VARIOUS
e SECURITIES PROCEEDS	P	VARIOUS	VARIOUS

(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 5,264,003.		3,912,275.	1,351,728.
b 10,476,919.		9,000,000.	1,476,919.
c 41,033,586.		27,742,810.	13,290,776.
d 1,059,768.		1,071,353.	-11,585.
e 15,753.			15,753.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			1,351,728.
b			1,476,919.
c			13,290,776.
d			-11,585.
e			15,753.

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	16,123,591.
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	0.

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 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 (column (b) divided by column (c))
2010	22,390,843.	396,798,698.	0.056429
2009	19,740,083.	324,915,187.	0.060755
2008	21,763,498.	352,704,438.	0.061705
2007	18,733,242.	431,669,415.	0.043397
2006	17,037,668.	379,413,864.	0.044905

2 Total of line 1, column (d)	2	0.267191
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	0.053438
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	381,580,348.
5 Multiply line 4 by line 3	5	20,390,891.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	147,066.
7 Add lines 5 and 6	7	20,537,957.
8 Enter qualifying distributions from Part XII, line 4	8	23,366,770.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here. <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	147,066.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	147,066.
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	147,066.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	634,444.	
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	634,444.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	487,378.	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 487,378. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 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? <i>If 'Yes,' attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>	X	
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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. ▶ HTTP://WWW.STUARTFOUNDATION.ORG	13	X	
14	The books are in care of ▶ STUART FOUNDATION Telephone no ▶ 415-393-1551 Located at ▶ 500 WASHINGTON ST., SUITE 800, SAN FRANCISCO ZIP + 4 ▶ 94111			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here N/A <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
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		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ▶ <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc. organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☒ 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

6b

X

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

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

7b

N/A

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**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 STATEMENT 12				
		410,330.	54,500.	300.

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
DAVID BARLOW 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	VP FINANCE & 60	257,250.	38,587.	373.
RHONNEL SOTELO 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	VP PROGRAM & 60	228,000.	34,200.	680.
TERI KOOK 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	DIRECTOR CW 60	167,000.	25,050.	211.
WENDY CHANG 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	PROGRAM OFFIC 50	142,000.	21,300.	110.
BRAD SINK 500 WASHINGTON ST., #800 SAN FRANCISCO, 94111 94111	CONTROLLER 50	135,000.	20,250.	235.

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

20

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
MONTICELLO ASSOCIATES 1200 17TH ST, STE. 2600 DENVER, CO 80202	INVESTMENT CONSULT	400,000.
OAK HILL II 201 MAIN STREET, SUITE 1018 FORT WORTH, TX 76102	FUND MANAGEMENT	285,088.
PIMCO DISTRESSED FUND OFFSHORE FEEDER 840 NEWPORT CENTER DR, #100 NEWPORT BEACH, CA 92660	FUND MANAGEMENT	182,457.
SILCHESTER INTERNATIONAL INVESTORS 780 THIRD AVENUE, 2ND FLOOR NEW YORK, NY 10017	FUND MANAGEMENT	273,644.
TPF II 1044 N. 115 STREET, SUITE 400 OMAHA, NE 68154	FUND MANAGEMENT	175,104.
Total number of others receiving over \$50,000 for professional services		11

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 FOR COSTS RELATED TO THE PROJECT MANAGEMENT OF THE EFFECTIVE EDUCATION SYSTEMS INITIATIVE	137,938.
2 SEE STATEMENT 13	60,000.
3 SEE STATEMENT 14	32,468.
4 FOR SPONSORSHIP OF THE 2011 CALIFORNIA'S FUTURE SPEAKER SERIES	25,000.

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 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part IX 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	68,325,714.
b Average of monthly cash balances	1b	368,938.
c Fair market value of all other assets (see instructions)	1c	318,696,564.
d Total (add lines 1a, b, and c)	1d	387,391,216.
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	387,391,216.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	5,810,868.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	381,580,348.
6 Minimum investment return. Enter 5% of line 5	6	19,079,017.

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

1 Minimum investment return from Part X, line 6		1	19,079,017.
2a Tax on investment income for 2011 from Part VI, line 5	2a	147,066.	
b Income tax for 2011. (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b		2c	147,066.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	18,931,951.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	18,931,951.
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	18,931,951.

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	23,366,770.
b Program-related investments — total from Part IX-B	1b	
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	23,366,770.
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	147,066.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	23,219,704.

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				18,931,951.
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				
b From 2007				
c From 2008				
d From 2009				
e From 2010				2,067,072.
f Total of lines 3a through e	2,067,072.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 23,366,770.				
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).	0.			
d Applied to 2011 distributable amount				18,931,951.
e Remaining amount distributed out of corpus	4,434,819.			
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	6,501,891.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 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)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	6,501,891.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	2,067,072.			
e Excess from 2011	4,434,819.			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 17			SEE STATEMENT	18,614,041.
Total				3a 18,614,041.
b Approved for future payment SEE STATEMENT 18			SEE STATEMENT	2,741,500.
Total				3b 2,741,500.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545-0047

2011

Name of the organization **ELBRIDGE STUART FOUNDATION**
DBA STUART FOUNDATION

Employer identification number

20-0882784

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

ELBRIDGE STUART FOUNDATION

20-0882784

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DWIGHT STUART YOUTH FOUNDATION 9595 WILSHIRE BLVD, STE. 212 LOS ANGELES, CA 90212	\$ 64,559.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

ELBRIDGE STUART FOUNDATION

20-0882784

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

ELBRIDGE STUART FOUNDATION

Employer identification number

20-0882784

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

▶ \$ N/A

Use duplicate copies of Part III if additional space is needed.

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

2011

FEDERAL STATEMENTS

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CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	\$ -3,915,151.	\$ -2,581,083.	
TOTAL	\$ -3,915,151.	\$ -2,581,083.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	\$ 24,760.			\$ 24,760.
TOTAL	\$ 24,760.	\$ 0.	\$ 0.	\$ 24,760.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	\$ 112,304.	\$ 80,135.		\$ 32,169.
TOTAL	\$ 112,304.	\$ 80,135.	\$ 0.	\$ 32,169.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SERVICES	\$ 80,205.	\$ 4,010.		\$ 76,195.
CONSULTING FEES	21,800.			21,800.
INVESTMENT FUND EXPENSES	1,758,299.	1,758,299.		
INVESTMENT MANAGEMENT FEE	3,313,642.	3,313,642.		
TOTAL	\$ 5,173,946.	\$ 5,075,951.	\$ 0.	\$ 97,995.

2011

FEDERAL STATEMENTS

PAGE 2

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX ..	\$ -273,838.			
FEDERAL EXCISE TAX REFUND ..	-150,000.			
TOTAL	<u>\$ -423,838.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CAPITAL PURCHASES < \$2500	\$ 37,011.	\$ 1,852.		\$ 35,159.
COMMUNICATIONS TECHNOLOGY	44,849.	2,242.		42,607.
INSURANCE	43,797.	2,189.		41,608.
MAINTENANCE/REPAIRS	25,281.	1,264.		24,017.
MEMBERSHIP DUES	8,490.	426.		8,064.
MISCELLANEOUS	2,051.	233.		1,818.
OFFICE SUPPLIES & PRINTING	49,995.	2,500.		47,495.
OPERATING LEASES	37,743.	1,887.		35,856.
POSTAGE	6,572.	329.		6,243.
RECRUITING	9,242.			9,242.
STAFF/PROFESSIONAL DEVELOPMENT	28,036.	1,962.		26,074.
SUBSCRIPTIONS/BOOKS	1,494.	105.		1,389.
TEMPS	8,786.			8,786.
TOTAL	<u>\$ 303,347.</u>	<u>\$ 14,989.</u>	<u>\$ 0.</u>	<u>\$ 288,358.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
DOMESTIC EQUITIES	COST	\$ 20,714,091.	\$ 20,702,337.
INTERNATIONAL EQUITIES	COST	24,911,546.	25,000,117.
	TOTAL	<u>\$ 45,625,637.</u>	<u>\$ 45,702,454.</u>

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FEDERAL STATEMENTS

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CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

STATEMENT 8
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
<u>OTHER INVESTMENTS</u>			
ALTERNATIVE INVESTMENTS	COST	\$ 318314393.	\$ 352,767,491.
SHORT TERM INVESTMENTS	COST	17,595,440.	17,478,994.
	TOTAL	<u>\$ 335909833.</u>	<u>\$ 370,246,485.</u>

STATEMENT 9
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 1,046,278.	\$ 695,248.	\$ 351,030.	\$ 2,656,337.
MACHINERY AND EQUIPMENT	553,387.	309,973.	243,414.	0.
IMPROVEMENTS	3,042,100.	980,207.	2,061,893.	0.
TOTAL	<u>\$ 4,641,765.</u>	<u>\$ 1,985,428.</u>	<u>\$ 2,656,337.</u>	<u>\$ 2,656,337.</u>

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAXES	\$ 309,893.	\$ 309,893.
RECEIVABLES FROM RELATED ENTITY	7,699,996.	7,699,996.
TOTAL	<u>\$ 8,009,889.</u>	<u>\$ 8,009,889.</u>

STATEMENT 11
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

DEFERRED TAXES	\$ 649,325.
TOTAL	<u>\$ 649,325.</u>

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
CHRISTY PICHEL 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	PRESIDENT 60.00	\$ 410,330.	\$ 54,500.	\$ 300.
DWIGHT L. STUART, JR. 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	CHAIRMAN 5.00	0.	0.	0.
DAVIS CAMPBELL 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	DIRECTOR 5.00	0.	0.	0.
ELBRIDGE H. STUART, III 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	VICE-CHAIRMAN 5.00	0.	0.	0.
STUART LUCAS 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111	VICE-CHAIRMAN 5.00	0.	0.	0.
TOTAL		\$ 410,330.	\$ 54,500.	\$ 300.

STATEMENT 13
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
TO DEVELOP A 10-12 MINUTE INFORMATIONAL VIDEO THAT WILL INCREASE VISIBILITY OF FOSTER CARE ISSUES TO PROMINENT LEADERS AND PRACTITIONERS IN THE EDUCATION AND CHILD WELFARE FIELD. THE VIDEO WILL PRIMARIY TARGET TEACHERS, SITE ADMINISTRATORS, PRINCIPALS AND SUPERINTENDENTS SO THAT PROFESSIONALS IN CALIFORNIA AND THE NATION RECOGNIZE THE IMPORTANCE OF IMPROVING PRACTICES THAT SUPPORT IMPROVED EDUCATIONAL OUTCOMES FOR FOSTER YOUTH. THE VIDEO WILL ALSO HELP TO BUILD BRIDGES BETWEEN EDUCATION AND CHILD WELFARE SYSTEMS THAT WILL ENHANCE COLLABORATIVE PRACTICES, DATA SHARING AND IMPROVED STRATEGY.	\$ 60,000.

STATEMENT 14
FORM 990-PF, PART IX-A, LINE 3
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES	EXPENSES
TO IDENTIFY AND DESCRIBE KEY ELEMENTS OF THE CONNECTED BY 25 INITIATIVE AND CREATE DESCRIPTIVE, USER-FRIENDLY MATERIALS THAT CAN BE USED TO INFORM POLICYMAKING AND THE REPLICATION OF STRATEGIES AND PRACTICES REGARDING TRANSITION AGE FOSTER YOUTH AT THE COUNTY LEVEL. I.E. COMMUNICATIONS WILL REVIEW REPORTS AND EVALUATION DATA,	\$ 32,468.

STATEMENT 14 (CONTINUED)
FORM 990-PF, PART IX-A, LINE 3
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

DIRECT CHARITABLE ACTIVITIES

EXPENSES

CONDUCT INTERVIEWS AND ANCILLARY RESEARCH AS NEEDED, TO CREATE THE
FINAL DELIVERABLE PRODUCTS.

STATEMENT 15
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CHRISTY PICHEL, PRESIDENT, STUART FDB

CARE OF:

STREET ADDRESS:

500 WASHINGTON ST., #800

CITY, STATE, ZIP CODE:

SAN FRANCISCO, CA 94111

TELEPHONE:

415-393-1551

FORM AND CONTENT:

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

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

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

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

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

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

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

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

SUBMISSION DEADLINES:
RESTRICTIONS ON AWARDS:

APPLICANTS ARE NOTIFIED OF A DECISION WITHIN 60 DAYS

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

STATEMENT 17 GRANTS PAID DURING THE YEAR:

ORGANIZATION NAME AND ADDRESS	PURPOSE OF GRANT	TAX STATUS	AMOUNT
A BETTER LA 1150 S. OLIVE ST., SUITE 340 LOS ANGELES, CA 90015	EDUCATION ENRICHMENT	501 (C) (3)	40,000
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVENUE LOS ANGELES, CA 90011	EDUCATION ENRICHMENT	501 (C) (3)	30,000
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVENUE LOS ANGELES, CA 90011	CAPACITY BUILDING	501 (C) (3)	20,000
A WINDOW BETWEEN WORLDS 710 4TH AVE. #5 VENICE, CA 90291	EDUCATION ENRICHMENT	501 (C) (3)	20,000
ACME THEATRE COMPANY P.O. BOX 159, DAVIS, CA, 95617	BOARD SPECIAL INTEREST	501 (C) (3)	5,000
ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BOULEVARD, SUITE 550, LOS ANGELES, CA, 90010-4111	CHILD WELFARE	501 (C) (3)	100,000
ALLIANCE FOR EDUCATION 509 OLIVE WAY, SUITE 500, SEATTLE, WA, 98101-2556	EDUCATION	501 (C) (3)	-37,272
AMARA PARENTING & ADOPTION SERVICES 3299 EAST UNION STREET, SEATTLE, WA 98122	BOARD SPECIAL INTEREST	501 (C) (3)	15,000
AMERICAN BAR ASSOCIATION FUND FOR JUSTICE AND EDUCATION 740 15TH STREET, NW, WASHINGTON, DC, 20005	CHILD WELFARE	501 (C) (3)	30,000
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 1000 THOMAS JEFFERSON STREET, NW, WASHINGTON, DC, 20007	EDUCATION	501 (C) (3)	200,000
ANGELS GATE CULTURAL CENTER 3601 SOUTH GAFFEY STREET SAN PEDRO, CA 90731	EDUCATION ENRICHMENT	501 (C) (3)	15,000
ARMORY CENTER FOR THE ARTS 145 NORTH RAYMOND AVENUE PASADENA, CA 91103	EDUCATION ENRICHMENT	501 (C) (3)	15,000
ARTS HIGH FOUNDATION 1149 S. HILL ST., SUITE H 100 LOS ANGELES, CA 90015	EDUCATION ENRICHMENT	501 (C) (3)	25,000

ARTS IN EDUCATION AID COUNCIL
22148 SHERMAN WAY #207
CANOGA PARK, CA 91303

EDUCATION ENRICHMENT 501 (C) (3) 10,000

ASHWOOD WALDORF SCHOOL
180 PARK STREET, ROCKPORT,
ME, 04856

FOUNDATION SPECIAL INTEREST 501 (C) (3) 1,000

ASHWOOD WALDORF SCHOOL
180 PARK STREET, ROCKPORT,
ME, 04856

FOUNDATION SPECIAL INTEREST 501 (C) (3) 3,000

ASIAN PACIFIC AMERICAN
LEGAL CENTER
1145 WILSHIRE BOULEVARD,
SECOND FLOOR
LOS ANGELES, CA 90017

LEADERSHIP 501 (C) (3) 35,000

ASIAN PACIFIC COMMUNITY
FUND OF SOUTHERN CALIFORNIA
1144 WILSHIRE BOULEVARD,
1ST FLOOR, LOS ANGELES,
CA 90017

FOUNDATION SPECIAL INTEREST 501 (C) (3) 900

ASIAN YOUTH CENTER
100 WEST CLARY AVENUE
SAN GABRIEL, CA 91776

EDUCATION ENRICHMENT 501 (C) (3) 35,000

ASPIRE PUBLIC SCHOOLS
1001 22ND AVENUE, OAKLAND,
CA, 94606

EDUCATION 501 (C) (3) 215,000

ASSOCIATION FOR VETERINARY
FAMILY PRACTICE
5714 FOLSOM BOULEVARD,
SUITE 304, SACRAMENTO, CA, 95819

BOARD SPECIAL INTEREST 501 (C) (3) 5,000

AUTRY NATIONAL CENTER
4700 WESTERN HERITAGE WAY
LOS ANGELES, CA 90027-1462

EDUCATION ENRICHMENT 501 (C) (3) 20,000

BIG CITY MOUNTAINEERS
1666 VINE STREET,
DENVER, CO 80206

FOUNDATION SPECIAL INTEREST 501 (C) (3) 400

BIG PICTURE COMPANY INC.
325 PUBLIC STREET,
PROVIDENCE, RI, 02905

EDUCATION 501 (C) (3) 160,000

BIGHORN GOLF CLUB CHARITIES
941 ANDREAS CANYON DRIVE
PALM DESERT, CA 92260

EDUCATION ENRICHMENT 501 (C) (3) 5,000

BOYS & GIRLS CLUB OF CARSON
1950 E. 220TH STREET,
SUITE 102
LONG BEACH, CA 90810

EDUCATION ENRICHMENT 501 (C) (3) 20,000

BOYS & GIRLS CLUB OF HOLLYWOOD
850 N. CAHUENGA BOULEVARD
HOLLYWOOD, CA 90038

EDUCATION ENRICHMENT 501 (C) (3) 35,000

BOYS & GIRLS CLUB OF HOLLYWOOD 850 N. CAHUENGA BOULEVARD HOLLYWOOD, CA 90038	EDUCATION ENRICHMENT	501 (C) (3)	5,000
BOYS & GIRLS CLUB OF SANTA CLARITA VALLEY FOUNDATION 24909 NEWHALL AVENUE SANTA CLARITA, CA 91321	EDUCATION ENRICHMENT	501 (C) (3)	20,000
BOYS & GIRLS CLUB OF WEST SAN GABRIEL VALLEY 328 S. RAMONA AVENUE MONTEREY PARK, CA 91754-3312	EDUCATION ENRICHMENT	501 (C) (3)	30,000
BOYS & GIRLS CLUBS OF LONG BEACH 3635 LONG BEACH BOULEVARD LONG BEACH, CA 90807	CAPACITY BUILDING	501 (C) (3)	25,000
BOYS & GIRLS CLUBS OF LONG BEACH 3635 LONG BEACH BOULEVARD LONG BEACH, CA 90807	EDUCATION ENRICHMENT	501 (C) (3)	35,000
BOYS & GIRLS CLUBS OF SANTA MONICA 1220 LINCOLN BOULEVARD SANTA MONICA, CA 90401	EDUCATION ENRICHMENT	501 (C) (3)	10,000
BRESEE FOUNDATION 184 S. BIMINI PLACE LOS ANGELES, CA 90004	EDUCATION ENRICHMENT	501 (C) (3)	35,000
BRIGHT PROSPECT 281 SOUTH THOMAS STREET, SUITE 302 POMONA, CA 91766	EDUCATION ENRICHMENT	501 (C) (3)	20,000
BUSINESS UNITED IN INVESTING, LENDING AND DEVELOPMENT 5 PALO ALTO SQUARE, 6TH FLOOR 3000 EL CAMINO REAL, PALO ALTO, CA, 94306	YOUTH DEVELOPMENT	501 (C) (3)	55,000
CALIFORNIA COMMUNITY FOUNDATION 445 SOUTH FIGUEROA ST, SUITE 3400 LOS ANGELES, CA 90071	INITIATIVES	501 (C) (3)	50,000
CALIFORNIA COMMUNITY FOUNDATION 445 SOUTH FIGUEROA ST, SUITE 3400 LOS ANGELES, CA 90071	INITIATIVES	501 (C) (3)	15,000
CALIFORNIA COMMUNITY FOUNDATION 445 SOUTH FIGUEROA ST, SUITE 3400 LOS ANGELES, CA 90071	INITIATIVES	501 (C) (3)	10,000
CALIFORNIA COURT APPOINTED SPECIAL ADVOCATE ASSOCIATION 660 13TH STREET, SUITE 300, OAKLAND, CA, 94612-1241	CHILD WELFARE	501 (C) (3)	165,000

CALIFORNIA SCHOOL BOARDS FOUNDATION 3100 BEACON BOULEVARD, WEST SACRAMENTO, CA, 95691	EDUCATION	501 (C) (3)	30,000
CALIFORNIA YOUTH CONNECTIONS 604 MISSION STREET, 9TH FLOOR, SAN FRANCISCO, CA, 94105	CHILD WELFARE	501 (C) (3)	150,000
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 3145 PLYMOUTH ROAD, LAFAYETTE, CA, 94549	EDUCATION	501 (C) (3)	60,000
CALIFORNIANS FOR JUSTICE EDUCATION FUND 200 PINE AVENUE, SUITE 502 LONG BEACH, CA 90802	LEADERSHIP	501 (C) (3)	15,000
CAMP FIRE USA 7070 EAST CARSON STREET LONG BEACH, CA 90808	EDUCATION ENRICHMENT	501 (C) (3)	10,000
CAMP KOREY 28900 NE CARNATION FARM ROAD, CARNATION, WA 98014	BOARD SPECIAL INTEREST	501 (C) (3)	10,000
CAMP KOREY 28901 NE CARNATION FARM ROAD, CARNATION, WA, 98014	BOARD SPECIAL INTEREST	501 (C) (3)	30,000
CAMP KOREY 28901 NE CARNATION FARM ROAD CARNATION, WA 98014	OTHER	501 (C) (3)	10,000
CANARY FOUNDATION 1501 SOUTH CALIFORNIA AVENUE, SUITE 2500, PALO ALTO, CA, 94304	FOUNDATION SPECIAL INTEREST	501 (C) (3)	200
CASA 0101 2009 E. FIRST ST. LOS ANGELES, CA 90033	EDUCATION ENRICHMENT	501 (C) (3)	10,000
CDTECH 520 WEST 23RD STREET, 1ST FLOOR LOS ANGELES, CA 90007	LEADERSHIP	501 (C) (3)	15,000
CENTER FOR EFFECTIVE PHILANTHROPY, INC. 675 MASSACHUSETTS AVENUE, 7TH FLOOR, CAMBRIDGE, MA, 02139	FOUNDATION SPECIAL INTEREST	501 (C) (3)	50,000
CENTER FOR EFFECTIVE PHILANTHROPY, INC. 675 MASSACHUSETTS AVENUE, 7TH FLOOR, CAMBRIDGE, MA, 02139	EDUCATION	501 (C) (3)	100,000

CENTER FOR EFFECTIVE
PHILANTHROPY, INC.
675 MASSACHUSETTS AVENUE,
7TH FLOOR,
CAMBRIDGE, MA, 02139

FOUNDATION SPECIAL INTEREST 501 (C) (3) 15,000

CENTER FOR EFFECTIVE
PHILANTHROPY, INC.
675 MASSACHUSETTS AVENUE,
7TH FLOOR,
CAMBRIDGE, MA, 02139

CHILD WELFARE 501 (C) (3) 150,000

CENTER FOR LIFELONG LEARNERS
2239 WEST WASHINGTON
BOULEVARD
LOS ANGELES, CA 90018

EDUCATION ENRICHMENT 501 (C) (3) 10,000

CENTER FOR TEACHING
QUALITY INC.
605 WEST MAIN STREET,
SUITE 207, CARRBORO, NC, 27512

EDUCATION 501 (C) (3) 175,000

CENTER FOR THE ARTS,
EAGLE ROCK
2225 COLORADO BOULEVARD
LOS ANGELES, CA 90041

EDUCATION ENRICHMENT 501 (C) (3) 10,000

CENTRAL CITY COMMUNITY
OUTREACH
PO BOX 13273
LOS ANGELES, CA 90013

EDUCATION ENRICHMENT 501 (C) (3) 20,000

CERES COMMUNITY PROJECT
P.O. BOX 1562, SEBASTOPOL,
CA, 95473-1562

FOUNDATION SPECIAL INTEREST 501 (C) (3) 2,000

CHILD AND FAMILY POLICY
INSTITUTE
1331 GARDEN HIGHWAY,
SACRAMENTO, CA, 95833

CHILD WELFARE 501 (C) (3) 35,000

CHILD AND FAMILY POLICY
INSTITUTE
1331 GARDEN HIGHWAY,
SACRAMENTO, CA, 95833

CHILD WELFARE 501 (C) (3) 80,000

CHILD TRENDS INCORPORATED
4301 CONNECTICUT AVENUE NW,
SUITE 350, WASHINGTON,
DC, 20008

CHILD WELFARE 501 (C) (3) 75,000

CHILD WELFARE CAE

CHILD WELFARE 501 (C) (3) 3,250

CHILD WELFARE CAE

CHILD WELFARE 501 (C) (3) 500

CHILDREN AFFECTED BY AIDS
FOUNDATION
6033 W CENTURY BLVD.,
SUITE 603
LOS ANGELES, CA 90045

OTHER 501 (C) (3) 10,000

CHILDREN TODAY PO BOX 16004 LONG BEACH, CA 90806	SCHOOL READINESS	501 (C) (3)	15,000
CHILDREN YOUTH & FAMILY COLLABORATIVE 1200 37TH PLACE LOS ANGELES, CA 90007	EDUCATION ENRICHMENT	501 (C) (3)	25,000
CHILDREN'S AID SOCIETY 105 EAST 22ND STREET, ROOM 102, NEW YORK, NY, 10010	EDUCATION	501 (C) (3)	60,000
CHILDREN'S LAW CENTER OF LOS ANGELES 901 CORPORATE CENTER DRIVE, SUITE 202, MONTEREY PARK, CA, 91754	CHILD WELFARE	501 (C) (3)	95,000
CHILDREN'S LIFESAVING FOUNDATION 1112 MONTANA AVENUE, STE #534 SANTA MONICA, CA 90403	EDUCATION ENRICHMENT	501 (C) (3)	15,000
CHILDREN'S SKIN DISEASE FOUNDATION 1600 SOUTH MAIN STREET, SUITE #192 WALNUT CREEK, CA 94598	OTHER	501 (C) (3)	8,000
CHINATOWN SERVICE CENTER 767 NORTH HILL STREET, SUITE 400 LOS ANGELES, CA 90012-2381	EDUCATION ENRICHMENT	501 (C) (3)	40,000
CITY AND COUNTY OF SAN FRANCISCO, HUMAN SERVICES AGENCY 170 OTIS STREET, 8TH FLOOR, SAN FRANCISCO, CA, 94103	CHILD WELFARE	GOVERNMENT ENTITY	-50,000
CITY HEARTS: KIDS SAY YES TO THE ARTS P.O. BOX 1314 TOPANGA, CA 90290	EDUCATION ENRICHMENT	501 (C) (3)	30,000
CITY SCHOLARS FOUNDATION 611 WILSHIRE BOULEVARD, SUITE 1109 LOS ANGELES, CA 90017	CAPACITY BUILDING	501 (C) (3)	25,000
CITY YEAR LOS ANGELES 606 S. OLIVE STREET, SUITE 200 LOS ANGELES, CA 90014-1671	LEADERSHIP	501 (C) (3)	35,000
COLLEGE BOUND 17316 EDWARDS ROAD, SUITE 180 CERRITOS, CA 90703	EDUCATION ENRICHMENT	501 (C) (3)	30,000
COLLEGE MATCH 719 GEORGINA AVENUE SANTA MONICA, CA 90402	EDUCATION ENRICHMENT	501 (C) (3)	40,000

COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH ROAD, SUITE 200, ISSAQUAH, WA, 98027	CHILD WELFARE	501 (C) (3)	150,000
COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH ROAD, SUITE 200, ISSAQUAH, WA, 98027	CHILD WELFARE	501 (C) (3)	20,000
COLLEGE SUMMIT CALIFORNIA 5601 WEST SLAUSON AVENUE, SUITE 265 CULVER CITY, CA 90230	EDUCATION ENRICHMENT	501 (C) (3)	30,000
COMMUNITY CENTER FOR EDUCATION RESULTS 1200 FIFTH AVENUE, SUITE 1300, SEATTLE, WA, 98101	EDUCATION	501 (C) (3)	100,000
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700, SAN FRANCISCO, CA, 94104-3229	CHILD WELFARE	501 (C) (3)	2,000
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700, SAN FRANCISCO, CA, 94104-3229	CHILD WELFARE	501 (C) (3)	6,000
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700, SAN FRANCISCO, CA, 94104-3229	CHILD WELFARE	501 (C) (3)	80,000
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240, LOS ANGELES, CA, 90012	YOUTH DEVELOPMENT	501 (C) (3)	50,000
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240, LOS ANGELES, CA, 90012	CHILD WELFARE	501 (C) (3)	50,000
COMMUNITY SCHOOL FOR CREATIVE EDUCATION 516 TAYLOR AVENUE, ALAMEDA, CA, 94501	EDUCATION	501 (C) (3)	175,000
COMMUNITY SCHOOLS COLLABORATION 16256 MILITARY ROAD SOUTH, SUITE 102, SEATAC, WA, 98188	EDUCATION	501 (C) (3)	55,000
COMMUNITY SCHOOLS COLLABORATION FINANCE 16256 MILITARY ROAD SOUTH, SUITE 102, SEATAC, WA, 98188	EDUCATION	501 (C) (3)	150,000
COMPASSPOINT NONPROFIT SERVICES 731 MARKET STREET, SUITE 200, SAN FRANCISCO, CA, 94103	FOUNDATION SPECIAL INTEREST	501 (C) (3)	5,000

COMPUTERS FOR YOUTH 1678 STAUNTON AVENUE LOS ANGELES, CA 90021	EDUCATION ENRICHMENT	501 (C) (3)	25,000
CONGRESSIONAL COALITION ON ADOPTION INSTITUTE 311 MASSACHUSETTS AVENUE, NE, WASHINGTON, DC, 20002	CHILD WELFARE	501 (C) (3)	100,000
COVENANT HOUSE CALIFORNIA 1325 N. WESTERN AVENUE HOLLYWOOD, CA 90027	EDUCATION ENRICHMENT	501 (C) (3)	25,000
DAVIS COMMUNITY MEALS P.O. BOX 72463, DAVIS, CA 95616	BOARD SPECIAL INTEREST	501 (C) (3)	5,000
DEVELOPMENTAL STUDIES CENTER 2000 EMBARCADERO, SUITE 305, OAKLAND, CA, 94606-5300	EDUCATION	501 (C) (3)	200,000
DOVETAIL LEARNING INC. 825 GRAVENSTEIN HIGHWAY NORTH, SUITE 2, SEBASTOPOL, CA, 95472	EDUCATION	501 (C) (3)	60,000
DOVETAIL LEARNING INC. 825 GRAVENSTEIN HIGHWAY NORTH, SUITE 2, SEBASTOPOL, CA, 95472	EDUCATION	501 (C) (3)	60,000
DWIGHT STUART YOUTH FUND	BOARD SPECIAL INTEREST	501 (C) (3)	90,000
EAST BAY SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 8322 BALDWIN STREET, OAKLAND, CA 94621	CONNECTIONS	501 (C) (3)	10,000
EAST CONTRA COSTA COUNTY HOMELESS ANIMAL LIFELINE ORGANIZATION P.O. BOX 2011, ANTIOCH, CA 94530	CONNECTIONS	501 (C) (3)	10,000
EAST WEST PLAYERS 120 JUDGE JOHN AISO STREET LOS ANGELES, CA 90012	EDUCATION ENRICHMENT	501 (C) (3)	35,000
EDSOURCE INC. 520 SAN ANTONIO ROAD, SUITE 200, MOUNTAIN VIEW, CA, 94040-1217	EDUCATION	501 (C) (3)	100,000
EDSOURCE INC. 520 SAN ANTONIO ROAD, SUITE 200, MOUNTAIN VIEW, CA, 94040-1217	EDUCATION	501 (C) (3)	100,000
EDSOURCE INC. 520 SAN ANTONIO ROAD, SUITE 200, MOUNTAIN VIEW, CA, 94040-1217	EDUCATION	501 (C) (3)	49,000

EDUCATION LEADERSHIP ADVISORY COUNCIL	EDUCATION	501 (C) (3)	3,828
EFFECTIVE EDUCATION SYSTEMS INITIATIVE	EDUCATION	501 (C) (3)	137,938
EL NIDO FAMILY CENTERS 10199 SEPULVEDA BOULEVARD, SUITE 350, MISSION HILLS, CA 91345	BOARD SPECIAL INTEREST	501 (C) (3)	5,000
EMERY EDUCATION FOUNDATION P.O. BOX 8926, EMERYVILLE, CA, 94662	EDUCATION	501 (C) (3)	290,000
ENVISION SCHOOLS 436 14TH STREET, SUITE 920, OAKLAND, CA, 94612-2703	EDUCATION	501 (C) (3)	190,000
ENVISION SCHOOLS 436 14TH STREET, SUITE 920, OAKLAND, CA, 94612-2703	EDUCATION	501 (C) (3)	40,000
ESPERANZA COMMUNITY HOUSING CORPORATION 2337 SOUTH FIGUEROA STREET LOS ANGELES, CA 90007	EDUCATION ENRICHMENT	501 (C) (3)	20,000
FENTON COMMUNICATIONS 182 SECOND STREET, SAN FRANCISCO, CA, 94105	CHILD WELFARE	FOR PROFIT ENTITY	15,000
FENTON COMMUNICATIONS 182 SECOND STREET, SAN FRANCISCO, CA, 94105	CHILD WELFARE	FOR PROFIT ENTITY	7,722
FIRST STAR, INC. 10401 WYTON DRIVE, LOS ANGELES, CA, 90024	CHILD WELFARE	501 (C) (3)	25,000
FLINTRIDGE CENTER 236 WEST MOUNTAIN STREET, SUITE 106 PASADENA, CA 91103	MENTORING	501 (C) (3)	35,000
FOOD FOR THOUGHT P.O. BOX 1608, FORESTVILLE, CA, 95436	FOUNDATION SPECIAL INTEREST	501 (C) (3)	500
FOUNDATION CENTER 312 SUTTER STREET, SUITE 606, SAN FRANCISCO, CA, 94108-4323	FOUNDATION SPECIAL INTEREST	501 (C) (3)	5,500
FOUNDATION FOR ANGELMAN SYNDROME THERAPEUTICS 1918 SWEETBRIAR LANE DARIEN, IL 60561	OTHER	501 (C) (3)	5,000
FOUNDATION FOR CALIFORNIA COMMUNITY COLLEGES 678 13TH STREET, SUITE 200, OAKLAND, CA, 94612	CHILD WELFARE	501 (C) (3)	225,000

FOUNDATION FOR SECOND CHANCES 453 S. SPRING ST. #839 LOS ANGELES, CA 90013	EDUCATION ENRICHMENT	501 (C) (3)	15,000
FRANCIS W. PARKER SCHOOL 329 WEST WEBSTER, CHICAGO, IL 60614	BOARD SPECIAL INTEREST	501 (C) (3)	10,000
FRANCIS W. PARKER SCHOOL 330 WEST WEBSTER, CHICAGO, IL, 60614	BOARD SPECIAL INTEREST	501 (C) (3)	10,000
FREE ARTS FOR ABUSED CHILDREN 12095 W. WASHINGTON BLVD., SUITE 104 LOS ANGELES, CA 90066	EDUCATION ENRICHMENT	501 (C) (3)	20,000
FRESNO COUNTY DEPARTMENT OF SOCIAL SERVICES P.O. BOX 1912, FRESNO, CA, 93718-1912	CHILD WELFARE	GOVERNMENT ENTITY	150,000
FRESNO REGIONAL FOUNDATION 5250 NORTH PALM AVENUE, SUITE 424, FRESNO, CA, 93704	EDUCATION	501 (C) (3)	120,000
FRIENDS OF THE FAMILY 15350 SHERMAN WAY VAN NUYS, CA 91406	EDUCATION ENRICHMENT	501 (C) (3)	50,000
FRIENDS OF THE YOLO COUNTY ANIMAL SHELTER 1519 EAST COVELL BOULEVARD B-5, PMB #124, DAVIS, CA 95616	BOARD SPECIAL INTEREST	501 (C) (3)	5,000
FULFILLMENT FUND 6100 WILSHIRE BOULEVARD, SUITE 600, LOS ANGELES, CA, 90048	YOUTH DEVELOPMENT	501 (C) (3)	40,000
FULL CIRCLE FUND 133 KEARNY STREET, SUITE 202, SAN FRANCISCO, CA, 94108	EDUCATION	501 (C) (3)	-12,374
FUTURE LEADERS OF AMERICA 2140 EASTMAN AVENUE, UNIT 104 VENTURA, CA 93003	LEADERSHIP	501 (C) (3)	10,000
GABRIELLA AXELRAD EDUCATION FOUNDATION 639 COMMONWEALTH AVENUE, SUITE B, LOS ANGELES, CA, 90005	EDUCATION	501 (C) (3)	70,000
GANG ALTERNATIVES PROGRAM 309 W. OPP STREET WILMINGTON, CA 90744	EDUCATION ENRICHMENT	501 (C) (3)	15,000
GARDEN GROVE UNIFIED SCHOOL DISTRICT 10331 STANFORD AVENUE, GARDEN GROVE, CA, 92840	EDUCATION	GOVERNMENT ENTITY	120,000

GARDEN GROVE UNIFIED SCHOOL
DISTRICT

10331 STANFORD AVENUE,
GARDEN GROVE, CA, 92840

EDUCATION

GOVERNMENT ENTITY 120,000

GEFFEN PLAYHOUSE

10886 LE CONTE AVENUE
LOS ANGELES, CA 90024

EDUCATION ENRICHMENT

501 (C) (3)

10,000

GIRL SCOUTS OF GREATER

LOS ANGELES

801 S. GRAND AVENUE, SUITE 300
LOS ANGELES, CA 90017

EDUCATION ENRICHMENT

501 (C) (3)

45,000

GIRLS & GANGS

1000 N. ALAMEDA STREET,
SUITE 240

LOS ANGELES, CA 90012

EDUCATION ENRICHMENT

501 (C) (3)

15,000

GIRLS TODAY, WOMEN TOMORROW

1505 EAST FIRST STREET

LOS ANGELES, CA 90033

MENTORING

501 (C) (3)

15,000

GLOBAL STUDENT EMBASSY

P.O. BOX 544, SEBASTOPOL,
CA 94572

FOUNDATION SPECIAL INTEREST

501 (C) (3)

1,000

GRANDPARENTS AS PARENTS, INC.

22048 SHERMAN WAY, #217,

CANOGA PARK, CA, 91303

CHILD WELFARE

501 (C) (3)

50,000

GRANTMAKERS FOR CHILDREN

YOUTH AND FAMILIES INC.

8757 GEORGIA AVENUE,

SUITE 540,

SILVER SPRING, MD, 20910

FOUNDATION SPECIAL INTEREST

501 (C) (3)

2,000

GRANTMAKERS FOR EDUCATION

720 SW WASHINGTON STREET,

SUITE 605, PORTLAND, OR, 97205

EDUCATION

501 (C) (3)

15,000

GRANTMAKERS FOR EDUCATION

720 SW WASHINGTON STREET,

SUITE 605,

PORTLAND, OR, 97205

FOUNDATION SPECIAL INTEREST

501 (C) (3)

4,500

GRANTMAKERS FOR EDUCATION

720 SW WASHINGTON STREET,

SUITE 605,

PORTLAND, OR, 97205

EDUCATION

501 (C) (3)

15,000

GRANTMAKERS FOR EDUCATION

719 SW WASHINGTON STREET,

SUITE 605, PORTLAND, OR 97205

FOUNDATION SPECIAL INTEREST

501 (C) (3)

4,500

GRANTMAKERS FOR EFFECTIVE

ORGANIZATIONS

1725 DESALES STREET, NW,

SUITE 404,

WASHINGTON, DC, 20036

FOUNDATION SPECIAL INTEREST

501 (C) (3)

5,175

GRANTS MANAGERS NETWORK, INC.
1101 14TH STREET, NORTHWEST
SUITE 420,
WASHINGTON, DC, 20005

FOUNDATION SPECIAL INTEREST 501 (C) (3) 1,750

GREEN DOT PUBLIC SCHOOLS
1149 SOUTH HILL STREET,
SUITE H600, LOS ANGELES,
CA, 90071

EDUCATION 501 (C) (3) 215,000

HABITAT FOR HUMANITY
GREATER SAN FRANCISCO, INC
644 HARRISON STREET,
SAN FRANCISCO, CA 94107

FOUNDATION SPECIAL INTEREST 501 (C) (3) 1,500

HABITOT CHILDREN'S MUSEUM
PMB 326 1563 SOLANO AVENUE,
BERKELEY, CA 94706

FOUNDATION SPECIAL INTEREST 501 (C) (3) 1,000

HANDS FOR HOPE
PO BOX 812198
LOS ANGELES, CA 90081-0198

EDUCATION ENRICHMENT 501 (C) (3) 10,000

HARMONY PROJECT
817 VINE STREET,
SUITE 212
LOS ANGELES, CA 90038

CAPACITY BUILDING 501 (C) (3) 15,000

HARVARD-WESTLAKE SCHOOL
700 NORTH FARING ROAD
LOS ANGELES, CA 90077

EDUCATION ENRICHMENT 501 (C) (3) 5,000

HATHAWAY-SYCAMORES CHILD
AND FAMILY SERVICES
210 S. DELACEY AVE.
SUITE 110
PASADENA, CA 91105

EDUCATION ENRICHMENT 501 (C) (3) 15,000

HEART OF LOS ANGELES YOUTH
2701 WILSHIRE BOULEVARD
LOS ANGELES, CA 90057

CAPACITY BUILDING 501 (C) (3) 25,000

HIBISCUS CHILDREN'S CENTER
2400 NORTHEAST DIXIE HIGHWAY
JENSEN BEACH, FL 34957

EDUCATION ENRICHMENT 501 (C) (3) 20,000

HIGHLINE PUBLIC SCHOOLS
15675 AMBAUM BOULEVARD SW,
BURIEN, WA, 98166

EDUCATION PUBLIC SCHOOL DISTRICT 225,000

HUMAN INTERACTION
RESEARCH INSTITUTE
5435 BALBOA BLVD.,
SUITE 115
ENCINO, CA 91316

CAPACITY BUILDING 501 (C) (3) 9,000

HUMAN INTERACTION
RESEARCH INSTITUTE
5435 BALBOA BLVD.,
SUITE 115
ENCINO, CA 91316

CAPACITY BUILDING 501 (C) (3) 9,000

HUMANE SOCIETY
OF VERO BEACH
& INDIAN RIVER COUNTY
6230 77TH STREET
VERO BEACH, FL 32967

EDUCATION ENRICHMENT 501 (C) (3) 10,000

I.E. COMMUNICATIONS
760 MARKET STREET,
SUITE 1067,
SAN FRANCISCO, CA, 94102

CHILD WELFARE FOR PROFIT ENTITY 12,500

I.E. COMMUNICATIONS
760 MARKET STREET,
SUITE 1067,
SAN FRANCISCO, CA, 94102

CHILD WELFARE FOR PROFIT ENTITY 19,967

ICAN ASSOCIATES
4024 NORTH DURFEE AVENUE,
EL MONTE, CA, 91732

CHILD WELFARE 501 (C) (3) 30,000

INNER CITY EDUCATION
FOUNDATION
5150 WEST GOLDLEAF CIRCLE,
SUITE 401,
LOS ANGELES, CA, 90056

EDUCATION 501 (C) (3) 40,000

INNER CITY EDUCATION
FOUNDATION
5150 WEST GOLDLEAF CIRCLE,
SUITE 401,
LOS ANGELES, CA, 90056

EDUCATION 501 (C) (3) 62,000

INSIDE OUT
COMMUNITY ARTS
2210 LINCOLN BOULEVARD
VENICE, CA 90291

EDUCATION ENRICHMENT 501 (C) (3) 15,000

INSTITUTE FOR EVIDENCE
-BASED CHANGE
2236 ENCINITAS BLVD.,
SUITE G,
ENCINITAS, CA, 92024

CHILD WELFARE 501 (C) (3) 150,000

INTERNATIONAL CITY
THEATRE
ONE WORLD TRADE CENTER
SUITE 300
PO BOX 32069
LONG BEACH, CA 90832-2069

EDUCATION ENRICHMENT 501 (C) (3) 10,000

INTERSECTION FOR
THE ARTS
924 MISSION STREET,
SUITE 105
SAN FRANCISCO, CA 94114

FOUNDATION SPECIAL INTEREST 501 (C) (3) 200

JAPANESE AMERICAN
NATIONAL MUSEUM
369 EAST FIRST STREET
LOS ANGELES, CA 90012

EDUCATION ENRICHMENT 501 (C) (3) 30,000

JUNIOR ACHIEVEMENT OF SOUTHERN CALIFORNIA THE LOD COOK CENTER 6250 FOREST LAWN DRIVE LOS ANGELES, CA 90068	EDUCATION ENRICHMENT	501 (C) (3)	30,000
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 26 BROADWAY, 14TH FLOOR, NEW YORK, NY, 10004	FOUNDATION SPECIAL INTEREST	501 (C) (3)	100
K9 CONNECTION 1453 16TH STREET SANTA MONICA, CA 90404	FOUNDATION SPECIAL INTEREST	501 (C) (3)	10,000
KHMER ARTS ACADEMY 375 REDONDO AVENUE, SUITE 156 LONG BEACH, CA 90814	EDUCATION ENRICHMENT	501 (C) (3)	20,000
KHMER GIRLS IN ACTION 1355 REDONDO AVENUE, SUITE 9 LONG BEACH, CA 90804	LEADERSHIP	501 (C) (3)	20,000
KOREATOWN YOUTH & COMMUNITY CENTER 3727 W. 6TH STREET, SUITE 300 LOS ANGELES, CA 90020	EDUCATION ENRICHMENT	501 (C) (3)	45,000
LAMBDA LEGAL DEFENSE AND EDUCATION FUND 3325 WILSHIRE BOULEVARD, SUITE 1300 LOS ANGELES, CA 90010	FOUNDATION SPECIAL INTEREST	501 (C) (3)	25,000
LEGACY CHARTER SCHOOL 4217 WEST 18TH STREET NORTH BUILDING, CHICAGO, IL, 60623	BOARD SPECIAL INTEREST	501 (C) (3)	20,000
LEWIS AND CLARK COLLEGE 0615 S.W. PALATINE HILL ROAD, PORTLAND, OR, 97219	FOUNDATION SPECIAL INTEREST	501 (C) (3)	500
LEWIS AND CLARK COLLEGE 0615 S.W. PALATINE HILL ROAD, PORTLAND, OR, 97219	FOUNDATION SPECIAL INTEREST	501 (C) (3)	2,500
LIBERTY HILL FOUNDATION 2121 CLOVERFIELD BOULEVARD, SUITE 113, SANTA MONICA, CA, 90404	FOUNDATION SPECIAL INTEREST	501 (C) (3)	600
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD. SUITE 700 LOS ANGELES, CA 90048	OTHER	501 (C) (3)	10,000

LITTLE TOKYO SERVICE CENTER 231 E. THIRD STREET, SUITE G106 LOS ANGELES, CA 90013	MENTORING	501 (C) (3)	40,000
LONG BEACH B.L.A.S.T. 737 PINE AVENUE, SUITE 201 LONG BEACH, CA 90813	EDUCATION ENRICHMENT	501 (C) (3)	20,000
LONG BEACH COMMUNITY ACTION PARTNERSHIP 3012 LONG BEACH BLVD. LONG BEACH, CA 90807	LEADERSHIP	501 (C) (3)	20,000
LONG BEACH DAY NURSERY 1548 CHESTNUT AVENUE LONG BEACH, CA 90813	SCHOOL READINESS	501 (C) (3)	20,000
LONG BEACH MUSEUM OF ART 2300 EAST OCEAN BOULEVARD LONG BEACH, CA 90803	EDUCATION ENRICHMENT	501 (C) (3)	10,000
LONG BEACH NON-PROFIT PARTNERSHIP 4900 E. CONANT STREET LONG BEACH, CA 90808	CAPACITY BUILDING	501 (C) (3)	50,000
LONG BEACH OPERA 507 PACIFIC AVENUE LONG BEACH, CA 90802	EDUCATION ENRICHMENT	501 (C) (3)	10,000
LONG BEACH UNIFIED SCHOOL DISTRICT 1515 HUGHES WAY, LONG BEACH, CA, 90810	EDUCATION	PUBLIC SCHOOL DISTRICT	120,000
LOS ANGELES CITY COLLEGE FOUNDATION 855 NORTH VERMONT AVENUE, LOS ANGELES, CA, 90029	CHILD WELFARE	501 (C) (3)	125,000
LOS ANGELES COMMUNITY GARDEN COUNCIL 2658 GRIFFITH PARK BOULEVARD, #728, LOS ANGELES, CA, 90039	FOUNDATION SPECIAL INTEREST	501 (C) (3)	1,000
LOS ANGELES CONSERVATION CORP PO BOX 15868 LOS ANGELES, CA 90015	CAPACITY BUILDING	501 (C) (3)	20,000
LOS ANGELES CONSERVATION CORP PO BOX 15868 LOS ANGELES, CA 90015	EDUCATION ENRICHMENT	501 (C) (3)	40,000

LOS ANGELES COUNTY - DEPARTMENT OF CHILDREN & FAMILY SERVICES 425 SHATTO PLACE, SUITE 310, LOS ANGELES, CA, 90020	CHILD WELFARE	GOVERNMENT ENTITY	-150,000
LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	EDUCATION ENRICHMENT	501 (C) (3)	15,000
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET, SUITE 200, LOS ANGELES, CA, 90017	EDUCATION	501 (C) (3)	40,000
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET, SUITE 200, LOS ANGELES, CA, 90017	EDUCATION	501 (C) (3)	350,000
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET, SUITE 200, LOS ANGELES, CA, 90017	EDUCATION	501 (C) (3)	15,000
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET, SUITE 200, LOS ANGELES, CA, 90017	EDUCATION	501 (C) (3)	150,000
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET, SUITE 200, LOS ANGELES, CA, 90017	EDUCATION	501 (C) (3)	57,000
LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST SEVENTH STREET, SUITE # 200 LOS ANGELES, CA 90017	EDUCATION ENRICHMENT	501 (C) (3)	35,000
LOS ANGELES MARITIME INSTITUTE BERTH 84 FOOT OF SIXTH STREET SAN PEDRO, CA 90731	EDUCATION ENRICHMENT	501 (C) (3)	20,000
LOS ANGELES MASTER CHORALE 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012-3013	EDUCATION ENRICHMENT	501 (C) (3)	15,000
LOS ANGELES OPERA 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	EDUCATION ENRICHMENT	501 (C) (3)	20,000

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034	EDUCATION ENRICHMENT	501 (C) (3)	15,000
LOS ANGELES YOUTH NETWORK 1680 N. VINE ST., SUITE 1005 LOS ANGELES, CA 90028	INITIATIVES	501 (C) (3)	20,000
LUCIA MAR UNIFIED SCHOOL DISTRICT 602 ORCHARD STREET, ARROYO GRANDE, CA, 93420	EDUCATION	PUBLIC SCHOOL DISTRICT/ GOVERNMENT ENTITY	240,000
LUCILE PACKARD FOUNDATION FOR CHILDREN'S HEALTH 400 HAMILTON AVENUE, SUITE 340, PALO ALTO, CA, 94301	FOUNDATION SPECIAL INTEREST	501 (C) (3)	100
MARISSA BERGER INTERACTIVE, INC. 1640 WHITMAN ROAD, CONCORD, CA, 94518	CHILD WELFARE	FOR PROFIT ENTITY	5,000
MEND 10641 N. SAN FERNANDO ROAD PACOIMA, CA 91331	EDUCATION ENRICHMENT	501 (C) (3)	15,000
MENTAL HEALTH ADVOCACY SERVICES, INC. 3255 WILSHIRE BOULEVARD, SUITE 902, LOS ANGELES, CA, 90010	CHILD WELFARE	501 (C) (3)	100,000
MICHAEL J FOX FOUNDATION FOR PARKINSONS RESEARCH CHURCH STREET STATION, P.O. BOX 780, NEW YORK, NY, 10008-0780	BOARD SPECIAL INTEREST	501 (C) (3)	5,000
MISSION PICTURES 1500 17TH STREET, SAN FRANCISCO, CA, 94107	CHILD WELFARE	FOR PROFIT ENTITY	22,500
MISSION PICTURES 500 17TH STREET, SAN FRANCISCO, CA, 94107	CHILD WELFARE	FOR PROFIT ENTITY	37,500
MOCKINGBIRD SOCIETY 2100 24TH AVENUE, SUITE 240, SEATTLE, WA, 98144	CHILD WELFARE	501 (C) (3)	85,000
MOTHERS' CLUB COMMUNITY CENTER 980 NORTH FAIR OAKS AVENUE PASADENA, CA 91103	SCHOOL READINESS	501 (C) (3)	50,000

MUCH LOVE ANIMAL RESCUE P.O. BOX 341721 LOS ANGELES, CA 90034-1720	FOUNDATION SPECIAL INTEREST	501 (C) (3)	2,680
MUCH LOVE ANIMAL RESCUE P.O. BOX 341721, LOS ANGELES, CA, 90034-1721	FOUNDATION SPECIAL INTEREST	501 (C) (3)	3,000
MUCH LOVE ANIMAL RESCUE P.O. BOX 341721, LOS ANGELES, CA, 90034-1721	FOUNDATION SPECIAL INTEREST	501 (C) (3)	1,300
NATIONAL CENTER FOR FAMILY PHILANTHROPY INC. 1101 CONNECTICUT AVENUE NW, SUITE 220, WASHINGTON, DC, 20036	FOUNDATION SPECIAL INTEREST	501 (C) (3)	1,900
NATIONAL CENTER FOR YOUTH LAW 405 14TH STREET, 15TH FLOOR, OAKLAND, CA, 94612	CHILD WELFARE	501 (C) (3)	120,000
NATIONAL EQUITY PROJECT 1720 BROADWAY, FOURTH FLOOR, OAKLAND, CA, 94612	EDUCATION	501 (C) (3)	125,000
NATIONAL FORUM TO ACCELERATE MIDDLE GRADES REFORM INC. P.O. BOX 224, SAVOY, IL, 61874	EDUCATION	501 (C) (3)	60,000
NATIONAL MULTIPLE SCLEROSIS SOCIETY, NORTHERN CALIFORNIA 1700 OWENS STREET, SUITE 190, SAN FRANCISCO, CA, 94158	FOUNDATION SPECIAL INTEREST	501 (C) (3)	200
NATIONAL PUBLIC EDUCATION SUPPORT FUND P.O. BOX 55273 WASHINGTON, DC 20039	EDUCATION	501 (C) (3)	25,000
NATURAL HISTORY MUSEUM OF LOS ANGELES COUNTY 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	EDUCATION ENRICHMENT	501 (C) (3)	30,000
NATURE OF WILDWORKS PO BOX 109 TOPANGA, CA 90290	EDUCATION ENRICHMENT	501 (C) (3)	15,000
NEIGHBORHOOD YOUTH ASSOCIATION 1016 PLEASANT VIEW AVENUE VENICE, CA 90291	EDUCATION ENRICHMENT	501 (C) (3)	10,000

NEIGHBORHOOD YOUTH ASSOCIATION 1016 PLEASANT VIEW AVENUE VENICE, CA 90291	EDUCATION ENRICHMENT	501 (C) (3)	15,000
NEIGHBORHOOD YOUTH ASSOCIATION 1016 PLEASANT VIEW AVENUE VENICE, CA 90291	EDUCATION ENRICHMENT	501 (C) (3)	40,000
NETWORK FOR TEACHING ENTREPRENEURSHIP 350 S. BIXEL STREET, SUITE 280 LOS ANGELES, CA 90017	EDUCATION ENRICHMENT	501 (C) (3)	20,000
NEW AMERICA FOUNDATION 921 11TH STREET, SUITE 901, SACRAMENTO, CA, 95814	EDUCATION	501 (C) (3)	-18,598
NEW ECONOMICS FOR WOMEN 303 SOUTH LOMA DRIVE LOS ANGELES, CA 90017	EDUCATION ENRICHMENT	501 (C) (3)	15,000
NEW TEACHER CENTER 725 FRONT STREET, SANTA CRUZ, CA, 95060	EDUCATION	501 (C) (3)	250,000
NEW VISION PARTNERS 132 NORTH EUCLID AVENUE PASADENA, CA 91101-1796	EDUCATION ENRICHMENT	501 (C) (3)	20,000
NEW VISIONS FOUNDATION 3131 OLYMPIC BOULEVARD SANTA MONICA, CA 90404	EDUCATION ENRICHMENT	501 (C) (3)	30,000
NO LIMITS 9801 WASHINGTON BOULEVARD, 2ND FLOOR CULVER CITY, CA 90232	EDUCATION ENRICHMENT	501 (C) (3)	10,000
NORTH VALLEY CARING SERVICES 15453 RAYEN STREET NORTH HILLS, CA 91343	EDUCATION ENRICHMENT	501 (C) (3)	10,000
NORTH VALLEY FAMILY YMCA AT PORTER RANCH 11336 CORBIN AVENUE NORTHRIDGE, CA 91326	EDUCATION ENRICHMENT	501 (C) (3)	40,000
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET, 15TH FLOOR, SAN FRANCISCO, CA, 94105	FOUNDATION SPECIAL INTEREST	501 (C) (3)	22,000

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

NORTHERN CALIFORNIA
PUBLIC BROADCASTING INC.
MATCHING GIFTS/
MEMBER SERVICES DEPARTMENT
2601 MARIPOSA STREET,
SAN FRANCISCO, CA, 94110

FOUNDATION
SPECIAL INTEREST

501 (C) (3)

500

NPR FOUNDATION
635 MASSACHUSETTS AVENUE NW,
WASHINGTON, DC, 20001

BOARD SPECIAL INTEREST

501 (C) (3)

10,000

OAKLAND SCHOOL
FOR THE ARTS
530 18TH STREET,
OAKLAND, CA, 94612

FOUNDATION
SPECIAL INTEREST

501 (C) (3)

100

OAKLAND SCHOOL
FOR THE ARTS
530 18TH STREET,
OAKLAND, CA, 94612

FOUNDATION
SPECIAL INTEREST

501 (C) (3)

200

OAKLAND UNIFIED
SCHOOL DISTRICT
4551 STEELE STREET,
OAKLAND, CA, 94619

EDUCATION

PUBLIC SCHOOL DISTRICT/
GOVERNMENT ENTITY

120,000

OCCIDENTAL ARTS AND
ECOLOGY CENTER
15290 COLEMAN VALLEY ROAD,
OCCIDENTAL, CA, 95465

FOUNDATION
SPECIAL INTEREST

501 (C) (3)

3,000

ONE VOICE
1228 15TH STREET, SUITE C
SANTA MONICA, CA 90404

EDUCATION ENRICHMENT

501 (C) (3)

40,000

ONE-REVOLUTION
5934 KINGSFORD AVENUE
PARK CITY, UT 84098

EDUCATION ENRICHMENT

501 (C) (3)

10,000

OPERATION JUMP START
3515 LINDEN AVENUE
LONG BEACH, CA 90807

EDUCATION ENRICHMENT

501 (C) (3)

30,000

ORANGE COUNTY
SUPERINTENDENT OF SCHOOLS
200 KALMUS DRIVE
P.O. BOX 9050,
COSTA MESA, CA, 92628-9050

CHILD WELFARE

GOVERNMENT ENTITY

150,000

OUTLAWS & JUSTICE
C/O JSF FINANCIAL
6300 WILSHIRE BLVD.,
STE. 700
LOS ANGELES, CA 90048

EDUCATION ENRICHMENT

501 (C) (3)

15,000

PACOIMA BEAUTIFUL 11243 GLENOAKS BOULEVARD, SUITE 1, PACOIMA, CA, 91331	EDUCATION	501 (C) (3)	30,000
PALISADES CHARTER HIGH SCHOOL 15777 BOWDOIN STREET LOS ANGELES, CA 90272	OTHER	501 (C) (3)	1,000
PALISADES HIGH SCHOOL BOOSTER CLUB PO BOX 223 PACIFIC PALISADES, CA 90272	EDUCATION ENRICHMENT	501 (C) (3)	2,000
PARTNERS IN SCHOOL INNOVATION 1060 TENNESSEE STREET, 2ND FLOOR, SAN FRANCISCO, CA, 94107	EDUCATION	501 (C) (3)	200,000
PARTNERSHIP FOR CHILDREN AND YOUTH 1611 TELEGRAPH AVENUE, SUITE 404, OAKLAND, CA, 94612	EDUCATION	501 (C) (3)	125,000
PARTNERSHIP FOR CHILDREN AND YOUTH 1611 TELEGRAPH AVENUE, SUITE 404, OAKLAND, CA, 94612	EDUCATION	501 (C) (3)	85,000
PARTNERSHIP FOR CHILDREN AND YOUTH 1611 TELEGRAPH AVENUE, SUITE 404, OAKLAND, CA, 94612	EDUCATION	501 (C) (3)	30,000
PASADENA YOUTH CENTER PO BOX 92517 PASADENA, CA 91109	EDUCATION ENRICHMENT	501 (C) (3)	10,000
PENINSULA HUMANE SOCIETY & SPCA 12 AIRPORT BOULEVARD, SAN MATEO, CA, 94401-1006	FOUNDATION SPECIAL INTEREST	501 (C) (3)	150
PEOPLE RESOURCES INC. 40 NORTH EAST STREET, SUITE C, WOODLAND, CA, 95776	BOARD SPECIAL INTEREST	501 (C) (3)	10,000
PEOPLE RESOURCES INC. 40 NORTH EAST STREET, SUITE C, WOODLAND, CA, 95776	BOARD SPECIAL INTEREST	501 (C) (3)	5,000

PETS ARE WONDERFUL SUPPORT-LOS ANGELES 1149 SOUTH HOPE STREET, #A LOS ANGELES, CA 90015	BOARD SPECIAL INTEREST	501 (C) (3)	10,000
PHILANTHROPY NORTHWEST 2101 FOUTH AVENUE, SUITE 650, SEATTLE, WA, 98121	FOUNDATION SPECIAL INTEREST	501 (C) (3)	6,280
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601, WASHINGTON, DC, 20036	FOUNDATION SPECIAL INTEREST	501 (C) (3)	500
PHILANTHROPY ROUNDTABLE 1730 M STREET NW, SUITE 601, WASHINGTON, DC, 20036	EDUCATION	501 (C) (3)	20,000
PIVOT LEARNING PARTNERS 731 MARKET STREET, 4TH FLOOR, SAN FRANCISCO, CA, 94103	EDUCATION	501 (C) (3)	125,000
PIVOT LEARNING PARTNERS 731 MARKET STREET, SUITE 400, SAN FRANCISCO, CA, 94103	EDUCATION	501 (C) (3)	1,500
PIVOT LEARNING PARTNERS 731 MARKET STREET, 4TH FLOOR, SAN FRANCISCO, CA, 94103	EDUCATION	501 (C) (3)	250,000
POLICY IMPACT 1130 K STREET, SUITE 250, SACRAMENTO, CA, 95814	EDUCATION	501 (C) (3)	50,000
POWERFUL SCHOOLS 3301 S. HORTON ST. SEATTLE, WA 98144	EDUCATION ENRICHMENT	501 (C) (3)	2,000
PRIDE 1450 ALLENFORD AVENUE LOS ANGELES, CA 90049	EDUCATION ENRICHMENT	501 (C) (3)	2,500
PROJECT GRAD LOS ANGELES INC. 10625 ERWIN STREET, NORTH HOLLYWOOD, CA, 91606	EDUCATION	501 (C) (3)	100,000
PROYECTO PASTORAL AT DOLORES MISSION 135 NORTH MISSION ROAD LOS ANGELES, CA 90033	EDUCATION ENRICHMENT	501 (C) (3)	25,000
PUBLIC ADVOCATES, INC. 131 STEUART STREET, SUITE 300, SAN FRANCISCO, CA, 94105-1241	EDUCATION	501 (C) (3)	150,000
PUBLIC COUNSEL P.O. BOX 76900, LOS ANGELES, CA, 90076-0900	CHILD WELFARE	501 (C) (3)	100,000

PUBLIC POLICY INSTITUTE
OF CALIFORNIA
500 WASHINGTON STREET,
SUITE 600,
SAN FRANCISCO, CA, 94111

FOUNDATION
SPECIAL INTEREST

501 (C) (3)

25,000

PUENTE LEARNING CENTER
501 SOUTH BOYLE AVENUE
LOS ANGELES, CA 90033-3816

EDUCATION ENRICHMENT

501 (C) (3)

40,000

RAINIER SCHOLARS
2100 24TH AVENUE SOUTH,
SUITE 210,
SEATTLE, WA, 98144

YOUTH DEVELOPMENT

501 (C) (3)

50,000

REEL GRRLS INC.
1409 21ST AVENUE,
SEATTLE, WA, 98122

YOUTH DEVELOPMENT

501 (C) (3)

45,000

REEL GRRLS INC.
1409 21ST AVENUE,
SEATTLE, WA, 98122

YOUTH DEVELOPMENT

501 (C) (3)

3,000

REEL GRRLS INC.
1409 21ST AVENUE,
SEATTLE, WA, 98122

FOUNDATION
SPECIAL INTEREST

501 (C) (3)

300

REGENTS OF THE UNIVERSITY
OF CALIFORNIA, AT BERKELEY
3651 TOLMAN HALL #1670,
BERKELEY, CA, 94720

EDUCATION

501 (C) (3)

85,000

REGENTS OF THE UNIVERSITY
OF CALIFORNIA AT BERKELEY
SCHOOL OF SOCIAL WELFARE
120 HAVILAND HALL,
BERKELEY, CA, 94720-7400

CHILD WELFARE

501 (C) (3)

250,000

REGENTS OF THE UNIVERSITY
OF CALIFORNIA AT BERKELEY
UNIVERSITY OF CALIFORNIA
2195 HEARST AVENUE, ROOM 130,
BERKELEY, CA, 94720-1103

CHILD WELFARE

501 (C) (3)

80,000

REGENTS OF THE UNIVERSITY
OF CALIFORNIA AT BERKELEY
UNIVERSITY OF CALIFORNIA
2195 HEARST AVENUE, ROOM 130,
BERKELEY, CA, 94720-1103

CHILD WELFARE

501 (C) (3)

150,000

REGENTS OF THE UNIVERSITY
OF CALIFORNIA AT BERKELEY
MARCHANT BUILDING, SUITE 420
6704 SAN PABLO AVENUE,
BERKELEY, CA, 94720-7420

CHILD WELFARE

501 (C) (3)

275,000

REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS CASHIER'S OFFICE UNIVERSITY OF CALIFORNIA DAVIS P.O. BOX 989062, WEST SACRAMENTO, CA, 95798-9062	EDUCATION	501 (C) (3)	75,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS ONE SHIELDS AVENUE, DAVIS, CA, 95616	BOARD SPECIAL INTEREST	501 (C) (3)	10,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS CASHIERS OFFICE UNIVERSITY OF CALIFORNIA DAVIS P. O. BOX 989062, WEST SACRAMENTO, CA, 95798-9062	CHILD WELFARE	501 (C) (3)	45,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS CASHIER'S OFFICE UNIVERSITY OF CALIFORNIA P.O. BOX 989062, WEST SACRAMENTO, CA, 95798-9062	EDUCATION	501 (C) (3)	50,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA, MERCED 5200 NORTH LAKE ROAD, MERCED, CA, 95343	CHILD WELFARE	501 (C) (3)	30,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA, SANTA CRUZ 1156 HIGH STREET, SANTA CRUZ, CA, 95064	CHILD WELFARE	501 (C) (3)	-135
RILEYS PLACE 799 RUNNYMEDE ROAD WOODSIDE, CA 94062	CONNECTIONS	501 (C) (3)	10,000
SACRAMENTO COUNTY OFFICE OF EDUCATION 10474 MATHER BOULEVARD P.O. BOX 269003, SACRAMENTO, CA, 95826-9003	CHILD WELFARE	GOVERNMENT ENTITY	275,000
SACRAMENTO COUNTY OFFICE OF EDUCATION 10474 MATHER BOULEVARD P.O. BOX 269003, SACRAMENTO, CA, 95826-9003	CHILD WELFARE	GOVERNMENT ENTITY	150,000
SACRAMENTO COUNTY OFFICE OF EDUCATION 10474 MATHER BOULEVARD P.O. BOX 269003, SACRAMENTO, CA, 95826-9003	CHILD WELFARE	GOVERNMENT ENTITY	100,000
SALVATION ARMY RED SHIELD YOUTH & COMMUNITY CENTER 180 E. OCEAN BLVD., SUITE 500 LONG BEACH, CA 90802	EDUCATION ENRICHMENT	501 (C) (3)	35,000

SAN FRANCISCO AIDS FOUNDATION 995 MARKET STREET, SUITE 200, SAN FRANCISCO, CA, 94103	FOUNDATION SPECIAL INTEREST	501 (C) (3)	400
SAN FRANCISCO DEPUTY SHERIFFS' ASSOCIATION FOUNDATION INC. 460 BRANNAN STREET, SUITE 77650, SAN FRANCISCO, CA, 94107	FOUNDATION SPECIAL INTEREST	501 (C) (3)	1,000
SAN FRANCISCO EDUCATION FUND 727 GOLDEN GATE AVENUE, SECOND FLOOR, SAN FRANCISCO, CA, 94102	EDUCATION	501 (C) (3)	87,500
SAN FRANCISCO EDUCATION FUND 727 GOLDEN GATE AVENUE, SECOND FLOOR, SAN FRANCISCO, CA, 94102	EDUCATION	501 (C) (3)	87,500
SAN FRANCISCO FOUNDATION 225 BUSH STREET, SUITE 500, SAN FRANCISCO, CA, 94104-4224	FOUNDATION SPECIAL INTEREST	501 (C) (3)	10,000
SAN FRANCISCO SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 2500 16TH STREET, SAN FRANCISCO, CA, 94103-4213	FOUNDATION SPECIAL INTEREST	501 (C) (3)	2,500
SAN FRANCISCO SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 2499 16TH STREET SAN FRANCISCO, CA 94103-4213	CONNECTIONS	501 (C) (3)	10,000
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 350 HARBOR ROAD, SAN FRANCISCO, CA, 94124-2474	FOUNDATION SPECIAL INTEREST	PUBLIC SCHOOL DISTRICT /GOVERNMENT ENTITY	200
SAN FRANCISCO ZEN CENTER 300 PAGE STREET, SAN FRANCISCO, CA, 94102	FOUNDATION SPECIAL INTEREST	CHURCH/ RELIGIOUS ORGANIZATION	2,000

SANGER UNIFIED
SCHOOL DISTRICT
1905 7TH STREET,
SANGER, CA, 93657

EDUCATION

PUBLIC SCHOOL DISTRICT
/GOVERNMENT ENTITY 120,000

SANGER UNIFIED
SCHOOL DISTRICT
1905 7TH STREET,
SANGER, CA, 93657

EDUCATION

PUBLIC SCHOOL DISTRICT
/GOVERNMENT ENTITY 120,000

SEATTLE UNIVERSITY
901 12TH AVENUE
P.O. BOX 222000,
SEATTLE, WA, 98122

EDUCATION

501 (C) (3) 125,000

SEATTLE UNIVERSITY
900 12TH AVENUE,
BELLARMINE 117
SEATTLE, WA 98122-1090

BOARD SPECIAL INTEREST

501 (C) (3) 20,000

SEE CHANGE, INC
251 RHODE ISLAND STREET,
SUITE 211,
SAN FRANCISCO, CA, 94103

YOUTH DEVELOPMENT

FOR PROFIT ENTITY 2,000

SEE CHANGE, INC
251 RHODE ISLAND STREET,
SUITE 211,
SAN FRANCISCO, CA, 94103

YOUTH DEVELOPMENT

FOR PROFIT ENTITY 3,000

SEE CHANGE, INC
251 RHODE ISLAND STREET,
SUITE 211,
SAN FRANCISCO, CA, 94103

YOUTH DEVELOPMENT

FOR PROFIT ENTITY 5,000

SEE CHANGE, INC
251 RHODE ISLAND STREET,
SUITE 211,
SAN FRANCISCO, CA, 94103

YOUTH DEVELOPMENT

FOR PROFIT ENTITY 25,000

SEXUAL ASSAULT AND
DOMESTIC VIOLENCE CENTER INC.
175 WALNUT STREET,
WOODLAND, CA, 95695

BOARD SPECIAL INTEREST

501 (C) (3) 5,000

SHORT TERM EMERGENCY
AID COMMITTEE
1899 EAST 8TH STREET
DAVIS, CA 95616

BOARD SPECIAL INTEREST

501 (C) (3) 2,500

SILICON VALLEY EDUCATION
FOUNDATION
1400 PARKMOOR AVENUE,
SAN JOSE, CA, 95126

EDUCATION

501 (C) (3) 60,000

SONOMA COUNTY OFFICE
OF EDUCATION
5340 SKYLANE BOULEVARD,
SANTA ROSA, CA, 95403

EDUCATION

GOVERNMENT ENTITY 100,000

SONOMA VALLEY MENTORING ALLIANCE, INC. P.O. BOX 721, SONOMA, CA, 95476	YOUTH DEVELOPMENT	501 (C) (3)	45,000
SOROPTOMIST FOUNDATION INC P. O. BOX 472 DAVIS, CA 95616	BOARD SPECIAL INTEREST	501 (C) (3)	5,000
SOUTH CENTRAL LAMP 892 E. 48TH STREET LOS ANGELES, CA 90011	SCHOOL READINESS	501 (C) (3)	10,000
SOUTHEAST ASIAN COMMUNITY ALLIANCE 970 N. BROADWAY, SUITE 209 LOS ANGELES, CA 90012	LEADERSHIP	501 (C) (3)	20,000
SOUTHERN CALIFORNIA FOSTER & ADOPTION AGENCY 155 NORTH OCCIDENTAL BLVD. LOS ANGELES, CA 90026	MENTORING	501 (C) (3)	10,000
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA STREET, SUITE 230, LOS ANGELES, CA, 90012	FOUNDATION SPECIAL INTEREST	501 (C) (3)	9,550
SOUTHERN CALIFORNIA GRANTMAKERS 999 NORTH ALAMEDA STREET, SUITE 230 LOS ANGELES, CA 90012	FOUNDATION SPECIAL INTEREST	501 (C) (3)	7,850
SOUTHWEST CHAMBER MUSIC SOCIETY 2500 EAST COLORADO BOULEVARD, MEZZANINE PASADENA, CA 91107	EDUCATION ENRICHMENT	501 (C) (3)	10,000
SPARK 251 RHODE ISLAND ST., SUITE 205 SAN FRANCISCO, CA 94103	EDUCATION ENRICHMENT	501 (C) (3)	15,000
SPIRIT SERIES 605 SAN VICENTE BOULEVARD #310 SANTA MONICA, CA 90402	EDUCATION ENRICHMENT	501 (C) (3)	25,000
SRI INTERNATIONAL 333 RAVENSWOOD AVENUE, BS-376, MENLO PARK, CA, 94025-3493	EDUCATION	501 (C) (3)	36,000
SRI INTERNATIONAL 333 RAVENSWOOD AVENUE, BS-376, MENLO PARK, CA, 9402-3493	EDUCATION	501 (C) (3)	36,000

SRI INTERNATIONAL P.O. BOX 2767, MENLO PARK, CA, 94025-2767	EDUCATION	501 (C) (3)	47,000
SRI INTERNATIONAL P.O. BOX 2767, MENLO PARK, CA, 94025-2767	EDUCATION	501 (C) (3)	250,000
ST. JOSEPH CENTER 204 HAMPTON DRIVE VENICE, CA 90291-8633	SCHOOL READINESS	501 (C) (3)	40,000
STEWARDS OF CHANGE 100 CENTERSHORE ROAD, CENTERPORT, NY, 11721	CHILD WELFARE	FOR PROFIT ENTITY	75,000
STEWARDS OF CHANGE 100 CENTERSHORE ROAD, CENTERPORT, NY, 11721	CHILD WELFARE	FOR PROFIT ENTITY	48,120
STREET POETS 2116 ARLINGTON AVENUE, SUITE 310 LOS ANGELES, CA 90018	EDUCATION ENRICHMENT	501 (C) (3)	10,000
STUDENTS RUN L.A. 5252 CREBS AVENUE TARZANA, CA 91356	EDUCATION ENRICHMENT	501 (C) (3)	15,000
SUMMER SEARCH 500 SANSOME STREET, SUITE 350, SAN FRANCISCO, CA, 94111	YOUTH DEVELOPMENT	501 (C) (3)	60,000
SUNSET DISTRICT COMMUNITY DEVELOPMENT 3917 JUDAH STREET SAN FRANCISCO, CA 94122	FOUNDATION SPECIAL INTEREST	501 (C) (3)	100
TAKING THE REINS 3919 1/2 RIGALI AVENUE LOS ANGELES, CA 90039	EDUCATION ENRICHMENT	501 (C) (3)	15,000
TAPFOUND, INC. 466 GEARY STREET, SUITE 200, SAN FRANCISCO, CA, 94102	EDUCATION	501 (C) (3)	30,000
TAPROOT FOUNDATION 1000 N. ALAMEDA STREET LOS ANGELES, CA 90012	CAPACITY BUILDING	501 (C) (3)	100,000
TEACHING INITIATIVE	EDUCATION	501 (C) (3)	838
TEAM PRIME TIME PO BOX 241496 LOS ANGELES, CA 90024	EDUCATION ENRICHMENT	501 (C) (3)	15,000
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIV P. O. BOX 44253, SAN FRANCISCO, CA, 94144-4253	EDUCATION	501 (C) (3)	100,000

THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIV STANFORD UNIVERSITY LOCKBOX P.O. BOX 44253, SAN FRANCISCO, CA, 94144	EDUCATION	501 (C) (3)	60,000
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIV STANFORD UNIVERSITY LOCKBOX P.O. BOX 44253, SAN FRANCISCO, CA, 94144	EDUCATION	501 (C) (3)	35,000
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIV STANFORD UNIVERSITY LOCKBOX P.O. BOX 44253, SAN FRANCISCO, CA, 94144	EDUCATION	501 (C) (3)	40,000
THE CALIFORNIA EDUCATION PARTNERS ATTN: ACCOUNTING ONE LOMBARD STREET, SUITE 305, SAN FRANCISCO, CA, 94111	EDUCATION	501 (C) (3)	700,000
THE INSTITUTE FOR EDUCATIONAL LEADERSHIP INC. 4455 CONNECTICUT AVENUE NW, SUITE 310, WASHINGTON, DC, 20008	EDUCATION	501 (C) (3)	160,000
THE PARTHENON GROUP 555 CALIFORNIA STREET, 31ST FLOOR, SAN FRANCISCO, CA, 94104	EDUCATION	FOR PROFIT ENTITY	-4,472
THE RAPE FOUNDATION 1223 WILSHIRE BOULEVARD, NO. 410 SANTA MONICA, CA 90403	OTHER	501 (C) (3)	10,000
THE UC DAVIS FOUNDATION ONE SHIELDS AVENUE DAVIS, CA 95616-5269	BOARD SPECIAL INTEREST	501 (C) (3)	7,500
THOMAS B. FORDHAM INSTITUTE 1016 SIXTEENTH STREET NW, 8TH FLOOR, WASHINGTON, DC, 20036	EDUCATION	501 (C) (3)	100,000
TOBERMAN NEIGHBORHOOD CENTER 131 NORTH GRAND AVENUE SAN PEDRO, CA 90731	EDUCATION ENRICHMENT	501 (C) (3)	20,000
TOLT CONGREGATIONAL CHURCH P.O. BOX 447, CARNATION, WA, 98014-0447	BOARD SPECIAL INTEREST	501 (C) (3)	55,000
TOMORROW'S AERONAUTICAL MUSEUM 961 W. ALONDRA BLVD. COMPTON, CA 90220	EDUCATION ENRICHMENT	501 (C) (3)	15,000

TREEHOUSE FUND 2099 - 24TH AVENUE SOUTH, SUITE 200 SEATTLE, WA 98144-4632	CHILD WELFARE	501 (C) (3)	150,000
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK OFFICE OF THE ASSOCIATE DEAN FOR RESEARCH AND SPONSORED PROJECTS 1255 AMSTERDAM AVENUE (ROOM 609), MAIL CODE 4600, NEW YORK, NY, 10027	CHILD WELFARE	501 (C) (3)	35,000
TRUSTEES OF DARTMOUTH COLLEGE 6065 DEVELOPMENT OFFICE HANOVER, NH 3755	BOARD SPECIAL INTEREST	501 (C) (3)	5,000
TRUSTEES OF DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE, HANOVER, NH, 03755	BOARD SPECIAL INTEREST	501 (C) (3)	10,000
TRUSTEES OF THE LAWRENCEVILLE SCHOOL P.O. BOX 6008, LAWRENCEVILLE, NJ, 08648	BOARD SPECIAL INTEREST	501 (C) (3)	15,000
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BOULEVARD, SUITE 1955 LOS ANGELES, CA 90017	EDUCATION ENRICHMENT	501 (C) (3)	30,000
UNITED WAY OF MERCED COUNTY, INC. 657 WEST MAIN STREET MERCED, CA 95340	FOUNDATION SPECIAL INTEREST	501 (C) (3)	600
UNIVERSITY OF CHICAGO ALUMNI RELATIONS & DEVELOPMENT 5801 SOUTH ELLIS AVENUE ADMINISTRATION BUILDING, ROOM 7, CHICAGO, IL, 60637	CHILD WELFARE	501 (C) (3)	50,000
UNIVERSITY OF SAN DIEGO 5998 ALCALA PARK, SAN DIEGO, CA, 92110-2492	EDUCATION	501 (C) (3)	150,000
UNIVERSITY OF WASHINGTON 4101 15TH AVENUE NE, SEATTLE, WA, 98105	CHILD WELFARE	PUBLIC SCHOOL DIST /GOVERNMENT ENTITY	50,000
UNIVERSITY OF WASHINGTON PARTNERS FOR OUR CHILDREN BOX 359476, SEATTLE, WA, 98195	CHILD WELFARE	PUBLIC SCHOOL DIST /GOVERNMENT ENTITY	100,000

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

UNIVERSITY OF WASHINGTON
M215 MILLER HALL,
BOX 353600,
SEATTLE, WA, 98195-3600

EDUCATION

PUBLIC SCHOOL DIST
/GOVERNMENT ENTITY

-1,860

UNIVERSITY OF WASHINGTON
FOUNDATION
GIFT PROCESSING
P.O. BOX 359505,
SEATTLE, WA, 98195-9505FOUNDATION
SPECIAL INTERESTPUBLIC SCHOOL DIST
/GOVERNMENT ENTITY

100

UNUSUAL SUSPECTS
THEATRE COMPANY
617 S. OLIVE STREET,
SUITE 812
LOS ANGELES, CA 90014

EDUCATION ENRICHMENT

501 (C) (3)

20,000

URBAN COMPASS
11100 SOUTH CENTRAL AVENUE
LOS ANGELES, CA 90059

EDUCATION ENRICHMENT

501 (C) (3)

15,000

USC NORRIS COMPREHENSIVE
CANCER CENTER
UNIVERSITY OF SOUTHERN CALIF
EZRALOW TOWER
1441 EASTLAKE AVENUE,
SUITE 8302
LOS ANGELES, CA 90089

OTHER

501 (C) (3)

5,000

VENICE ARTS
610 CALIFORNIA AVENUE
VENICE, CA 90291

MENTORING

501 (C) (3)

15,000

VILLAGE NATION
21704 DEVONSHIRE ST.,
SUITE 308
CHATSWORTH, CA 91311

EDUCATION ENRICHMENT

501 (C) (3)

20,000

VIRGINIA AVENUE PROJECT
3000 W. OLYMPIC BOULEVARD
SANTA MONICA, CA 90404

EDUCATION ENRICHMENT

501 (C) (3)

15,000

WALDEN FAMILY SERVICES
6150 MISSION GORGE RD,
SUITE 210
SAN DIEGO, CA 92120

EDUCATION ENRICHMENT

501 (C) (3)

20,000

WELLESLEY COLLEGE
105 CENTRAL STREET
WELLESLEY, MA 02481

BOARD SPECIAL INTEREST

501 (C) (3)

20,000

WELLESLEY COLLEGE
106 CENTRAL STREET,
WELLESLEY, MA, 02481

BOARD SPECIAL INTEREST

501 (C) (3)

5,000

WESTED
ACCOUNTS PAYABLE
730 HARRISON STREET,
SAN FRANCISCO, CA, 94107-1242

EDUCATION

GOVERNMENT ENTITY

41,000

WESTED 730 HARRISON STREET, SAN FRANCISCO, CA, 94107-1242	EDUCATION	GOVERNMENT ENTITY	500,000
WESTED ACCOUNTING OFFICE #008 730 HARRISON STREET, SAN FRANCISCO, CA, 94107-1242	CHILD WELFARE	GOVERNMENT ENTITY	90,000
WESTED 730 HARRISON STREET, SAN FRANCISCO, CA, 94107-1242	EDUCATION	GOVERNMENT ENTITY	100,000
WESTED 730 HARRISON STREET, SAN FRANCISCO, CA, 94107-1242	CHILD WELFARE	GOVERNMENT ENTITY	15,000
WESTED 730 HARRISON STREET, SAN FRANCISCO, CA, 94107-1242	EDUCATION	GOVERNMENT ENTITY	-128
WESTERN JUSTICE CENTER FOUNDATION 55 SOUTH GRAND AVENUE PASADENA, CA 91105	CAPACITY BUILDING	501 (C) (3)	20,000
WESTSIDE CHILDRENS CENTER 12120 WAGNER STREET CULVER CITY, CA 90230	SCHOOL READINESS	501 (C) (3)	25,000
WILDWOODS FOUNDATION 1000 N. ALAMEDA, SUITE 240 LOS ANGELES, CA 90012	EDUCATION ENRICHMENT	501 (C) (3)	7,000
WOMEN MAKE MOVIES INC. 461 BROADWAY, SUITE 500WS NEW YORK, NY 10013	FOUNDATION SPECIAL INTEREST	501 (C) (3)	15,000
WOODLAND MEMORIAL HOSPITAL FOUNDATION 20 NORTH COTTONWOD STREET, WOODLAND, CA, 95695	BOARD SPECIAL INTEREST	501 (C) (3)	7,500
WORLD WILDLIFE FUND, INC. 1250 24TH STREET, NW, WASHINGTON, DC, 20037	FOUNDATION SPECIAL INTEREST	501 (C) (3)	500
WRITE GIRL 1330 FACTORY PLACE, UNIT 104 LOS ANGELES, CA 90013	MENTORING	501 (C) (3)	15,000
YOLO COUNTY OFFICE OF EDUCATION 1280 SANTA ANITA COURT, SUITE 100, WOODLAND, CA, 95776-6127	BOARD SPECIAL INTEREST	GOVERNMENT ENTITY	7,500

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DBA STUART FOUNDATION

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YOUNG STORYTELLERS FOUNDATION 923 EAST THIRD STREET #307 LOS ANGELES, CA 90013	EDUCATION ENRICHMENT	501 (C) (3)	15,000
YOUTH LAW CENTER 200 PINE STREET, SUITE 300, SAN FRANCISCO, CA, 94104	CHILD WELFARE	501 (C) (3)	50,000
YOUTH LAW CENTER 200 PINE STREET, SUITE 300, SAN FRANCISCO, CA, 94104	CHILD WELFARE	501 (C) (3)	50,000
YOUTH LAW CENTER 200 PINE STREET, SUITE 300, SAN FRANCISCO, CA, 94104	CHILD WELFARE	501 (C) (3)	-16,618
YOUTH MENTORING CONNECTION 1818 S. WESTERN AVENUE, SUITE 505 LOS ANGELES, CA 90006	MENTORING	501 (C) (3)	20,000
YOUTH RADIO 1701 BROADWAY AVENUE, OAKLAND, CA, 94612	YOUTH DEVELOPMENT	501 (C) (3)	40,000
YOUTH SPEAK COLLECTIVE 11243 GLENOAKS BOULEVARD, SUITE #11, PACOIMA, CA, 91331	EDUCATION	501 (C) (3)	50,000
YOUTH SPEAK COLLECTIVE 11243 GLENOAKS BOULEVARD, SUITE #11, PACOIMA, CA, 91331	YOUTH DEVELOPMENT	501 (C) (3)	3,000
YOUTH SPEAK COLLECTIVE 444 SOUTH BRAND BLVD #201 SAN FERNANDO, CA 91340	EDUCATION ENRICHMENT	501 (C) (3)	15,000
YOUTH SPEAKS, INC. 1663 MISSION STREET, SUITE 604, SAN FRANCISCO, CA, 94103	YOUTH DEVELOPMENT	501 (C) (3)	40,000
YWCA SANTA MONICA / WESTSIDE 2019 14TH STREET SANTA MONICA, CA 90405	CAPACITY BUILDING	501 (C) (3)	25,000
ZIMMER CHILDREN'S MUSEUM 6505 WILSHIRE BOULEVARD, SUITE 100 LOS ANGELES, CA 90048	EDUCATION ENRICHMENT	501 (C) (3)	10,000
TOTAL			18,614,041

STATEMENT 18 GRANTS APPROVED FOR FUTURE PAYMENT

ORGANIZATION NAME AND ADDRESS	PURPOSE OF GRANT	TAX STATUS	AMOUNT
GARDEN GROVE UNIFIED SCHOOL DISTRICT 10331 STANFORD AVENUE GARDEN GROVE, CA 92840	EDUCATION	PUBLIC SCHOOL DIST /UNIVERSITY	240,000
SANGER UNIFIED SCHOOL DISTRICT 1905 7TH STREET SANGER, CA 93657	EDUCATION	PUBLIC SCHOOL DIST /UNIVERSITY	240,000
UNIVERSITY OF WASHINGTON SCHOOL OF SOCIAL WORK 4101 15TH AVENUE NE SEATTLE, WA 98105	CHILD WELFARE	PUBLIC SCHOOL DIST /UNIVERSITY	100,000
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	EDUCATION	GOVT ENTITY	100,000
OAKLAND UNIFIED SCHOOL DISTRICT 1025 SECOND AVENUE OAKLAND, CA 94606-2212	EDUCATION	PUBLIC SCHOOL DIST /UNIVERSITY	360,000
STUDY OF EARLY CAREER TEACHER POLICIES 333 RAVENSWOOD AVENUE MENLO PARK, CA 94025-3493	EDUCATION	501 (C) (3)	50,000
CA COLLEGE PATHWAYS WEBSITE UPDATE STUART FOUNDATION 500 WASHINGTON STREET, 8TH FLOOR SAN FRANCISCO, CA 94111	CHILD WELFARE	501 (C) (3)	10,000
FRESNO REGIONAL FOUNDATION 5250 NORTH PALM AVENUE, SUITE 424 FRESNO, CA 93704	EDUCATION	501 (C) (3)	360,000
LONG BEACH UNIFIED SCHOOL DISTRICT 1515 HUGHES WAY LONG BEACH, CA 90810	EDUCATION	PUBLIC SCHOOL DIST /UNIVERSITY	360,000
YOUTH PARTICIPATION IN CA COLLEGE PATHWAYS WEBSITE STUART FOUNDATION 500 WASHINGTON STREET, 8TH FLOOR SAN FRANCISCO, CA 94111	CHILD WELFARE	501 (C) (3)	500

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ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

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INNER CITY EDUCATION FOUNDATION 5150 WEST GOLDLEAF CIRCLE, SUITE 401 LOS ANGELES, CA 90056	EDUCATION	501 (C) (3)	166,000
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	EDUCATION	GOVT ENTITY	75,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY CENTER FOR SOCIAL SERVICES RESEARCH 120 HAVILAND HALL BERKELEY, CA 94720-7400	CHILD WELFARE	501 (C) (3)	250,000
NATIONAL FORUM TO ACCELERATE MIDDLE GRADES REFORM INC P.O. BOX 224 SAVOY, IL 61874	EDUCATION	501 (C) (3)	60,000
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	EDUCATION	GOVT ENTITY	60,000
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107-1242	CHILD WELFARE	GOVT ENTITY	150,000
MPR ASSOCIATES* (INSTITUTE FOR THE STUDY OF FAMILIES) 2150 SHATTUCK AVE, SUITE 800 BERKELEY, CA 94704	CHILD WELFARE	501 (C) (3)	150,000
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD, SUITE 700 LOS ANGELES, CA 90048	EDUCATION ENRICHMENT	501 (C) (3)	10,000
TOTAL			2,741,500

AMENDED AND RESTATED
BYLAWS
OF
ELBRIDGE STUART FOUNDATION

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**BYLAWS
OF
ELBRIDGE STUART FOUNDATION**

**ARTICLE I
PRINCIPAL OFFICE**

The principal office of this corporation shall be located at 500 Washington Street, 8th Floor, San Francisco, California, 94111, until changed by amendment hereof. Such principal office may be located from time to time at any place within or without the State of Delaware as may be designated by the directors of the corporation. This corporation shall have and maintain at all times within the State of Delaware a registered office at such place as may be designated by the directors of the corporation.

**ARTICLE II
MEMBERSHIP**

Section 1. Naming of Members; Election and Termination of Members. This corporation shall have one class of voting members. The directors of this corporation shall serve as its members. Election to the Board of Directors shall constitute election to membership in this corporation, and the membership status of any director shall terminate immediately and without further corporate action upon such person ceasing to be a director of this corporation for any reason. At all times there shall be not less than one member of this corporation.

Section 2. Rights and Obligations of Members. Members of this corporation shall have the rights and obligations of members as stated in the General Corporation Law of the State of Delaware, except as set forth in and consistent with the Certificate of Incorporation of this corporation and these Bylaws.

Section 3. Meetings and Actions of Members. Except as otherwise expressly provided in these Bylaws, meetings and actions of the members shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in content as are necessary to substitute the membership and the individual members for the Board of Directors and individual directors.

Section 4. Proxy Voting Prohibited. Proxy voting shall not be permitted on any matter put to the vote of the members.

Section 5. Nonliability. No member shall be liable for the debts, liabilities, or obligations of this corporation.

Section 6. Nontransferability. No member may transfer for value a membership or any right arising therefrom; and all rights of membership shall cease upon the member's resignation as provided in these Bylaws.

Section 7. Inspection Rights of Members. Any member, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's list of its members, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a member.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number, Qualifications and Limitation of Directors. The number of directors shall be not less than three nor more than seven, with the exact number of authorized directors to be fixed from time to time by the Board.

A. Qualifications.

(i) Spouses of Stuart Family Members, as that term is defined in subparagraph A(ii) below, are ineligible to serve on the Board.

(ii) At all times a majority of the directors in office shall be Stuart Family Members. For purposes of these Bylaws: (i) "Stuart Family Members" shall be defined to include only the Issue of Elbridge A. Stuart; and (ii) the term "Issue" means all of a person's lineal descendants of all generations, with the relationship of parent and child at each generation being determined by the definitions of parent and child in Title 12 of the Delaware Code, including adopted persons.

Directors serving pursuant to this subparagraph A(ii) shall be "Stuart Family Member Directors."

(iii) In the event that there are an insufficient number of Stuart Family Members who are willing and able to serve as directors to satisfy the requirements of subparagraph A(ii), then the directors may comprise the board in a manner as near as practicable to the intent stated herein. Alternatively, the directors may amend subparagraph A(ii) by the vote of: (1) at least a majority of the directors then in office; and (2) at least two-thirds of the Stuart Family Member Directors then in office.

B. Limitation.

(i) Subject to the Qualifications set forth in subparagraph A(ii), at all times not more than 40% of the directors may be from a single Stuart Family Branch. For purposes of these Bylaws, each of the following shall be deemed a single "Stuart Family Branch":

Elbridge Hadley Stuart, Jr. and his Issue;
Dwight Lyman Stuart and his Issue;
Betty Stuart Nelson and her Issue;
Ann Stuart Lucas and her Issue;
Mary Stuart Stibbs and her Issue; and
Ethelmae Stuart Stibbs and her Issue.

(ii) In the event that there are an insufficient number of Stuart Family Members from the various Stuart Family Branches who are willing and able to serve as directors to meet the requirements of subparagraph B, then the directors may comprise the board in a manner as near as practicable to the intent stated herein. Alternatively, the directors may amend this subparagraph B by the vote of: (1) at least a majority of the directors then in office; and (2) at least two-thirds of the Stuart Family Member Directors then in office.

Section 3. Election and Term of Office of Directors. Except for the initial directors, who shall be appointed by the incorporator, the directors shall be elected by the directors then in office by majority vote. Directors shall serve for a term of three years and may serve an unlimited number of consecutive terms. Each director shall hold office until a successor has been elected and qualifies or until he or she resigns or is removed.

The Board of Directors shall maintain a list of Stuart Family Members who may serve as directors. Upon the death, resignation, or expiration of term of the last remaining Stuart Family Member serving as a director, successor directors shall be elected from among Stuart Family Members included on that list, as provided in the most recently executed Action by Unanimous Written Consent of the Board of Directors, subject to the limitation set forth in Section 2 above.

Section 4. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the directors then in office for the unexpired portion of the term.

Section 5. Resignation and Removal. Resignations shall be effective upon receipt in writing, or by electronic transmission, by the Chairman, Secretary, or Board of this corporation, unless a later effective date is specified in the resignation. The Board of Directors may remove any director at any time, by majority vote of the directors then in office, with or without cause.

Section 6. Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings of the Board shall be called by the Chairman. All annual meetings shall be noticed in accordance with Section 8.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman or any two directors. All special meetings shall be noticed in accordance with Section 8.

Section 8. Notice. Notice of the annual meeting and any special meetings of the Board of Directors not fixed by a standing resolution of the Board shall be given to each director at least seven business days before any such meeting by first-class mail or at least forty-eight hours if given personally, by telephone, telegraph, facsimile transmission, or electronic mail if an acknowledgement of such electronic mail is timely received by electronic mail by the person giving notice. Each notice shall state the date, place, and time of the meeting, and, in the case of a special meeting, the purposes for which it is called.

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

Section 10. Quorum. A majority of the total number of directors then in office shall constitute a quorum, provided that in no event shall the required quorum be less than one. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except as otherwise provided in these Bylaws or in the Delaware General Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. Each director shall be entitled to one vote.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors shall individually or collectively consent to such action in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of the proceedings of the Board. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Such written consents shall have the same force and effect as the unanimous vote of such directors at a duly called and noticed meeting.

Section 12. Telephone Meetings. Directors may participate in a meeting through use of conference telephones or communications equipment as long as all directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 13. Adjournments. If less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned by a majority vote those directors present without any notice other than by announcement at the meeting. Any meeting at which a quorum is present may also be adjourned, in like manner, for such time, or upon such call, as may be determined by vote.

Section 14. Standard of Care. Any director or member of a committee of the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of this corporation and upon such information, opinions, reports, or statements presented to this corporation by any of this corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of this corporation.

Section 15. Inspection. Any director shall have the right to inspect and copy all books, records, and documents of this corporation.

Section 16. Compensation. The Board of Directors may authorize, by resolution, the payment to a director of a reasonable fee for services and expenses as a director and for attending meetings of the Board and Board Committees. Directors shall be entitled to reimbursement of reasonable expenses incurred on behalf of the corporation.

ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of one or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) approve or adopt any action or matter expressly required by Chapter 1 of the Delaware General Corporation Law to be submitted to the members for approval; or
- (b) adopt, amend or repeal any Bylaw of the corporation; or

(c) adopt amendments to the Certificate of Incorporation of this corporation.

Section 2. Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. Such Advisory Committees may also be referred to as Advisory Councils or Advisory Boards. The members of any such Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees. Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall be a Chairman, two Vice Chairmen, a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person.

Section 2. Election and Term of Office of Officers. The officers of this corporation shall be elected at the annual meeting of the Board for a term of one year, subject to the rights, if any, of an officer under any contract of employment.

Section 3. Removal. Any officer may be removed, with or without cause by the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chairman, Secretary, or Board of this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled by the Board of Directors for the remainder of the unexpired term.

Section 6. Chairman. The Chairman of the Board shall preside at all meetings of the Board of Directors, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Vice Chairmen. The Vice Chairmen shall, in the absence of the Chairman, carry out the duties of the Chairman and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. President. The President shall be the Chief Executive Officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall have the general powers and duties of management usually vested in the office of President of the corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 9. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation and such other corporate records as may be required by law, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 10. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VI INTERESTED DIRECTOR OR OFFICER TRANSACTIONS

Section 1. Conflicts Policy. Each director and officer shall sign and comply with the Conflicts of Interest Policy of this corporation with respect to any decision involving a vendor, consultant or grantee with which the director or officer is affiliated. Examples of affiliation include: (1) serving as a director, volunteer, employee or consultant to the grantee,

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consultant or vendor; (2) doing business with the grantee, consultant or vendor; and (3) owning an interest in such consulting firm or vendor.

Section 2. Disclosure. With respect to any contract or transaction of this corporation, each director and officer shall promptly disclose any actual or potential conflict of interest to the Board with respect to the existence of any affiliation with an actual or potential grantee, consultant or vendor. Upon disclosure of any actual or potential conflict of interest, the Board and any such director or officer shall review and shall fully comply with each of the requirements of the Conflicts of Interest Policy of this corporation.

Section 3. Voidability of Transactions. No contract or transaction between this corporation and any grantee, consultant or vendor in which one or more of this corporation's directors or officers are affiliated, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction, or solely because any such director's or officer's votes are counted for such purpose, so long as:

(a) The material facts as to the director's or officer's relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors be less than a quorum, or

(b) The contract or transaction is fair to the corporation as of the time it is authorized, approved or ratified by the Board of Directors or committee.

Section 4. Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE VII COMPLIANCE WITH PRIVATE FOUNDATION RULES

Any provision of these Bylaws or the Certificate of Incorporation of this corporation to the contrary notwithstanding, so long as this corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended, this corporation:

(a) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax under IRC Section 4942;

(b) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of IRC Section 4941;

(c) shall not retain any excess business holdings as defined in subsection (c) of IRC Section 4943;

(d) shall not make any investments in such a manner as to subject this corporation to tax under IRC Section 4944; and

(e) shall not make any taxable expenditure as defined in subsection (d) of IRC Section 4945.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity. To the fullest extent allowed by Section 145 of the Delaware General Corporation Law, this corporation may indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 145. For purposes of this Article, "agent" shall include directors, officers, employees, other agents, and persons formerly occupying such positions, either for this corporation or, at the request of this corporation, for another corporation, partnership, joint venture, trust or other enterprise (whether for profit or not for profit); "proceeding" shall include any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation); and "expenses" shall include attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such agent.

Section 2. Approval Procedures. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits the Board shall promptly authorize indemnification in accordance with Section 145(c) of the Delaware General Corporation Law. Otherwise, the Board shall promptly determine, in accordance with procedure set forth in Section 145(d), whether, in the specific case, the agent has acted in good faith and in a manner the agent reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding had no reasonable cause to believe that his or her conduct was unlawful, thereby meeting the applicable standard of conduct stated in Section 145(a). If the agent has been adjudicated to be liable, the Board shall determine whether, pursuant to Section 145(b), the court with jurisdiction of the matter has nonetheless deemed indemnity of the agent for such expenses to be proper in view of all the circumstances of the case. Upon a finding by the Board that the necessary standard as set forth above has been met, the Board may authorize indemnification to the extent permitted by Section 145(a) or 145(b), as the case may be.

Section 3. Advancing Expenses. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the agent submits a written undertaking satisfactory to the Board to repay the advance if it is ultimately determined that the agent is not entitled to indemnification for the expenses under this Article.

Section 4. Scope of Application. The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof. Any indemnification and advancement provided by this Article shall, unless otherwise provided when authorized or ratified, inure to the benefits of the heirs, executors and administrators of the agents of this corporation.

Section 5. Nonexclusivity. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, employee, or agent may be entitled under any Bylaw, agreement, vote of the disinterested members or directors or otherwise, and shall not restrict the power of this corporation to make any indemnification permitted by law.

Section 6. Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE IX GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Certificate of Incorporation.

Section 2. Board of Directors Oversight. The Board of Directors, or any person or persons on whom such power may be conferred by the Board, shall make policy with regard to grants. The Board shall retain ultimate control over all grants, contributions, and other financial assistance given by this corporation.

Section 3. Refusal; Withdrawal. The Board of Directors may refuse to make any grants or contributions or to render other financial assistance for any or all of the purposes for which the funds are requested.

**ARTICLE X
MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. Availability of Form 990-PF. Within 30 days after the annual filing of this corporation's Form 990-PF with the Internal Revenue Service, the Chairman shall furnish a copy of Form 990-PF, as filed, to each of the directors.

Section 4. Amendments. The vote of a majority of the directors then in office shall be required to adopt a Bylaw amendment, except as provided in Article III, Section 2 of these Bylaws.

Section 5. Governing Law. The governance, investment, and other provisions of these Bylaws shall be construed and interpreted in accordance with the laws of the State of Delaware as amended from time to time.

CERTIFICATE OF SECRETARY

I, Christy Pichel, certify that I am presently the duly elected and acting Secretary of Elbridge Stuart Foundation dba Stuart Foundation, a Delaware nonstock corporation, and that the above Bylaws, consisting of eleven pages, are the Bylaws of this corporation as amended by resolution of the Board of Directors of this corporation on December 9, 2011.

DATED: February 27, 2012


Secretary