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Form **990-PF**

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

OMB No 1545-0052

2011Department 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 , and ending

Name of foundation VODAFONE AMERICAS FOUNDATION		A Employer identification number 20-5900761
Number and street (or P O box number if mail is not delivered to street address) 999 18TH STREET, SUITE	Room/suite 1750	B Telephone number (see instructions) 303-293-5900
City or town, state, and ZIP code DENVER CO 80202		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 19,917,695	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	210	210	210	
4	Dividends and interest from securities	578,047	578,047	578,047	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	460,943			
b	Gross sales price for all assets on line 6a 460,943				
7	Capital gain net income (from Part IV, line 2)		460,943		
8	Net short-term capital gain			310,096	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	1,039,200	1,039,200	888,353	
13	Compensation of officers, directors, trustees, etc	131,560			131,560
14	Other employee salaries and wages				
15	Pension plans, employee benefits	33,070			33,070
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 1	44,000			44,000
c	Other professional fees (attach schedule) STMT 2	89,780	22,339		84,044
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	15,948			4,032
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	6,527			6,527
22	Printing and publications				
23	Other expenses (att. sch) STMT 4	111,171			111,171
24	Total operating and administrative expenses. Add lines 13 through 23	432,056	22,339	0	414,404
25	Contributions, gifts, grants paid	1,150,183			1,224,273
26	Total expenses and disbursements. Add lines 24 and 25	1,582,239	22,339	0	1,638,677
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-543,039			
b	Net investment income (if negative, enter -0-)		1,016,861		
c	Adjusted net income (if negative, enter -0-)			888,353	

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

SCANNED NOV 26 2012 Revenue

Operating and Administrative Expenses

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	186,016	91,761	91,761
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (att. schedule) ▶ Less: allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	5,406	490	490
	10a Investments—U.S. and state government obligations (attach schedule) STMT 5	8,663,159	6,847,302	6,847,302
	b Investments—corporate stock (attach schedule) SEE STMT 6	12,268,082	12,803,142	12,803,142
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
Liabilities	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch.) ▶			
	15 Other assets (describe ▶ SEE STATEMENT 7)		175,000	175,000
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	21,122,663	19,917,695	19,917,695
	17 Accounts payable and accrued expenses	12,970	87,945	
	18 Grants payable	849,890	823,300	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶ SEE STATEMENT 8)	93,079	77,626	
	23 Total liabilities (add lines 17 through 22)	955,939	988,871	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒			
	24 Unrestricted	20,166,724	18,928,824	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	20,166,724	18,928,824	
	31 Total liabilities and net assets/fund balances (see instructions)	21,122,663	19,917,695	

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	20,166,724
2 Enter amount from Part I, line 27a	2	-543,039
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	77,750
4 Add lines 1, 2, and 3	4	19,701,435
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	772,611
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	18,928,824

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ST CAP GAIN ON INVESTMENTS FROM K-1S	P	VARIOUS	VARIOUS
b	LT CAP GAIN ON INVESTMENTS FROM K-1S	P	VARIOUS	VARIOUS
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 310,096			310,096
b 150,847			150,847
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))
a			310,096
b			150,847
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	460,943
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	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	310,096

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 (col. (b) divided by col. (c))
2010	1,120,095	19,930,507	0.056200
2009	1,273,324	18,258,384	0.069739
2008	2,025,850	21,755,287	0.093120
2007	2,940,709	25,219,324	0.116605
2006	3,021,910	25,507,649	0.118471

2 Total of line 1, column (d)	2	0.454135
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	0.090827
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	20,808,920
5 Multiply line 4 by line 3	5	1,890,012
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,169
7 Add lines 5 and 6	7	1,900,181
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	1,638,677

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	20,337
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	20,337
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	20,337
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	18,228
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	9,500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	27,728
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	7,391
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 7,391 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c 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. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 ► N/A	13	X	
14	The books are in care of ► VODAFONE AMERICAS, INC. 999 18TH STREET, SWT, SUITE 1750 Located at ► DENVER	Telephone no. ► 303-293-5900 ZIP+4 ► 80202		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? ►	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
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	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	☒			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 11				
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
NONE				

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

0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions 3	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	20,863,326
b	Average of monthly cash balances	1b	261,991
c	Fair market value of all other assets (see instructions)	1c	490
d	Total (add lines 1a, b, and c)	1d	21,125,807
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	21,125,807
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	316,887
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,808,920
6	Minimum investment return. Enter 5% of line 5	6	1,040,446

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	1,040,446
2a	Tax on investment income for 2011 from Part VI, line 5	2a	20,337
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,337
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,020,109
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,020,109
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	1,020,109

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	1,638,677
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	1,638,677
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,638,677

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				1,020,109
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,782,718			
b From 2007	1,720,255			
c From 2008	954,236			
d From 2009	372,847			
e From 2010	140,161			
f Total of lines 3a through e	4,970,217			
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ 1,638,677				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,020,109
e Remaining amount distributed out of corpus	618,568			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,588,785			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	1,782,718			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	3,806,067			
10 Analysis of line 9				
a Excess from 2007	1,720,255			
b Excess from 2008	954,236			
c Excess from 2009	372,847			
d Excess from 2010	140,161			
e Excess from 2011	618,568			

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 ATTACHED SCHEDULE				
Total			3a	
b Approved for future payment SEE STATEMENT 14				823,300
Total			3b	823,300

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Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING AND AUDITING	\$ 44,000	\$	\$	\$ 44,000
TOTAL	\$ 44,000	\$ 0	\$ 0	\$ 44,000

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROFESSIONAL SERVICES-OTHER INVESTMENT MANAGEMENT FEES	\$ 67,441 22,339	\$ 22,339	\$	\$ 67,441 16,603
TOTAL	\$ 89,780	\$ 22,339	\$ 0	\$ 84,044

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
DEFERRED EXCISE TAX	\$ -15,452	\$	\$	\$ -15,452
PAYROLL TAXES	9,484			9,484
CURRENT EXCISE TAX	21,916			10,000
TOTAL	\$ 15,948	\$ 0	\$ 0	\$ 4,032

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
WIRELESS INNOVATION PROJECT	79,211			79,211
LODGING	9,690			9,690
M & E 50%	119			119
	\$	\$	\$	\$

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Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
M & E 100%	\$ 2,464	\$	\$	\$ 2,464
TRANSPORTATION	9,800			9,800
EQUIPMENT RENTAL	2,344			2,344
OFFICE PRINTING	216			216
PUBLICATIONS AND SUBSCRIPTION	98			98
OTHER OFFICE EXPENSE	4,185			4,185
TELEPHONE CHARGES	418			418
BANK FEES	285			285
MEMBERSHIPS	2,341			2,341
TOTAL	\$ 111,171	\$ 0	\$ 0	\$ 111,171

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Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BARCLAYS US DEBT INDEX FUND	\$ 8,663,159	\$ 6,847,302	MARKET	\$ 6,847,302
TOTAL	\$ 8,663,159	\$ 6,847,302		\$ 6,847,302

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MSCI EMERGING MARKETS FREE B	\$	\$ 966,922	MARKET	\$ 966,922
BARCLAYS EAFE EQUITY INDEX FUND	2,799,350	2,899,270	MARKET	2,899,270
BARCLAYS EQUITY INDEX FUND	7,227,403	6,942,790	MARKET	6,942,790
BARCLAYS RUSSELL 2000 ALPHA	2,241,329	1,994,160	MARKET	1,994,160
TOTAL	\$ 12,268,082	\$ 12,803,142		\$ 12,803,142

Federal Statements**Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Fair Market Value</u>
RECEIVABLE FROM SALES OF INVESTMENTS	\$ <u> </u>	\$ <u>175,000</u>	\$ <u>175,000</u>
TOTAL	\$ <u> 0</u>	\$ <u>175,000</u>	\$ <u>175,000</u>

Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
DEFERRED EXCISE TAXES PAYABLE	\$ <u>93,079</u>	\$ <u>77,626</u>
TOTAL	\$ <u>93,079</u>	\$ <u>77,626</u>

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
ESTIMATED UNREALIZED GAINS FROM INVESTMENTS	\$ <u>77,750</u>
TOTAL	\$ <u>77,750</u>

Statement 10 - Form 990-PF, Part III, Line 5 - Other Decreases

<u>Description</u>	<u>Amount</u>
NET UNREALIZED LOSSES FROM INVESTMENTS	\$ <u>772,611</u>
TOTAL	\$ <u>772,611</u>

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Statement 11 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
PETERS SUH 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
MEGAN DOBERNECK 999 18TH STREET, SWT, #1750 DENVER CO 80202	SECRETARY	3.00	0	0	0
ARUN SARIN 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
WILLIAM KEEVER 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
JUNE SUGIYAMA 999 18TH STREET, SWT, #1750 DENVER CO 80202	EXEC. DIREC.	40.00	131,560	33,070	0
PETER BARRY 999 18TH STREET, SWT, #1750 DENVER CO 80202	PRESIDENT	1.00	0	0	0
PAUL MARTIN 999 18TH STREET, SWT, #1750 DENVER CO 80202	TREASURER	3.00	0	0	0
LYNN OLIVER 999 18TH STREET, SWT, #1750 DENVER CO 80202	ASSIT. SECR.	1.00	0	0	0

Federal Statements**Statement 12 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

VODAFONE AMERICAS FOUNDATION ACCEPTS FUNDING REQUESTS THROUGHOUT THE YEAR. TO APPLY FOR A GRANT, SEND A BRIEF LETTER TO THE ADDRESS IN 2A.
YOUR LETTER SHOULD INCLUDE:
1- A COPY OF YOUR ORGANIZATION'S 501(C)(3) DETERMINATION LETTER;
2- BACKGROUND INFORMATION ABOUT YOUR ORGANIZATION AND ITS MISSION, THE POPULATION YOU SERVE AND YOUR UNIQUE ROLE IN THE COMMUNITY;
3- A DESCRIPTION OF THE PROGRAM FOR WHICH YOU ARE REQUESTING FUNDS, INCLUDING EVIDENCE OF NEED, PROJECT BUDGET AND HOW SUCCESS WILL BE MEASURED;
4- HOW YOUR ORGANIZATION/PROGRAM FITS THE GUIDELINES OF VODAFONE AMERICAS FOUNDATION;
5-A DESCRIPTION OF HOW YOU WILL REPORT PROGRAM/PROJECT RESULTS TO THE VODAFONE AMERICAS FOUNDATION;
6- A LIST OF YOUR BOARD OF DIRECTORS AND THEIR AFFILIATIONS;
7- A CURRENT OPERATING BUDGET, INCLUDING PENDING AND/OR COMMITTED SOURCES OF INCOME; AND
8- A COPY OF YOUR MOST RECENT FEDERAL TAX RETURN (FORM 990) AND A COPY OF YOUR MOST RECENT AUDITED FINANCIAL STATEMENTS, IF AVAILABLE.

Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

NONE

Statement 13 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

WE GENERALLY DO NOT MAKE GRANTS TO SUPPORT CAPITAL OR ENDOWMENT CAMPAIGNS, SPORTS PROGRAMS OR FUNDRAISING EVENTS, CAUSE-RELATED MARKETING, MEMBERSHIPS, EMERGENCY APPEALS OR FLOW-THROUGH GRANTING ORGANIZATIONS. GRANT SEEKERS SHOULD ALSO BE AWARE THAT THE FOUNDATION DOES NOT PROVIDE ANY VODAFONE PRODUCTS OR SERVICES. VODAFONE AMERICAS FOUNDATION CONSIDERS REQUESTS FOR BOTH NEW AND EXISTING PROGRAMS AND PROJECTS. WE MAKE GRANTS ONLY TO 501(C)(3) NONPROFIT ORGANIZATIONS THAT ARE NOT CLASSIFIED AS PRIVATE FOUNDATIONS. VODAFONE AMERICAS FOUNDATION DOES NOT SUPPORT INDIVIDUALS, POLITICAL ORGANIZATIONS, RELIGIOUS ORGANIZATIONS SEEKING GRANTS FOR SECTARIAN PURPOSES, FRATERNAL, VETERANS, OR LABOR GROUPS WHEN SERVING ONLY THEIR OWN MEMBERSHIP, INDIVIDUAL K-12 SCHOOLS OR SCHOOL DISTRICTS, MEDICAL CLINICS OR MEDICAL RESEARCH. IN ADDITION, THE FOUNDATION WILL NOT SUPPORT ORGANIZATIONS THAT PRACTICE UNLAWFUL DISCRIMINATION IN THE PROVISION OF SERVICES. IF YOUR ORGANIZATION RECEIVES A GRANT, YOU SHOULD NOT VIEW IT AS A PRECEDENT FOR FUTURE FINANCIAL SUPPORT. VODAFONE AMERICAS FOUNDATION GEOGRAPHICALLY FOCUSES ITS FUNDING IN AREAS WHERE VODAFONE HAS A CORPORATE PRESENCE.

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Statement 14 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt

Name		Address		Relationship	Status	Purpose	Amount
COLUMBIA UNIVERSITY		500 WEST 120 ST.					
NEW YORK NY 10027	N/A	509(A) (1)				WIRELESS INNOVATION PROJECT	100,000
MASS INSTITUTE OF TECH.		32 VASSAR STREET 32-G414					
CAMBRIDGE MA 02139	N/A	509(A) (1)				WIRELESS INNOVATION PROJECT	300,020
THE KIWANJA FOUNDATION		920 U ST. NW					
WASHINGTON DC 20016	N/A	509(A) (1)				WIRELESS INNOVATION PROJECT	33,300
UC REGENTS		UCLA ELECTRICAL ENG. DEPT					
LOS ANGELES CA 90095	N/A	509(A) (1)				WIRELESS INNOVATION PROJECT	233,300
MASSACHUSETTS GENERAL HOSPITAL		175 CAMBRIDGE ST.					
BOSTON MA 02114	N/A	501(C) (3)				WIRELESS INNOVATION PROJECT	66,680
SECOND HARVEST FOOD BANK		NORTH 1ST ST.					
SAN JOSE CA 95112	N/A	509(A) (1)				2012 SHARE YOUR LUNCH PROGRAM	25,000
ZERO DIVIDE		425 BUSH STREET					
SAN FRANCISCO CA 94108	N/A	501(C) (3)				TECHNOLOGY USE FOR SOCIAL IMPACT	10,000
ISIS		409 13TH STREET					
OAKLAND CA 94612	N/A	509(A) (1)				GENERAL OPERATING	15,000
FOUNDATION CENTER SF		312 SUTTER ST.					
SAN FRANCISCO CA 94108	N/A	509(A) (1)				GENERAL OPERATING	10,000
UNREASONABLE INSTITUTE		1321 COLLEGE AVE #150					
BOULDER CO 80302	N/A	509(A) (1)				SUPPORT OF THEIR FELLOWS PROGRAM	15,000
DIABLO REGIONAL ARTS ASSOCIATION		1601 CIVIC DRIVE					
WALNUT CREEK CA 94596	N/A	509(A) (2)				ARTS ACCESS SCHOOL TIME PROGRAM	10,000
GROUNDWORK DENVER		2740 W. 28TH AVE.					
DENVER CO 80211	N/A	509(A) (1)				GENERAL OPERATING	5,000
TOTAL							823,300

Grants Made by Program Area

January 1 - December 31, 2011
10/29/2012

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
AIDS LifeCycle	\$135.00 725 5/5/2011	\$135.00	\$0.00 509(a)(1)
<i>Employee Match</i>			
AIDS LifeCycle	\$740.00 735 5/12/2011	\$740.00	\$0.00 509(a)(1)
<i>Employee Match</i>			
AIDS LifeCycle	\$200.00 737 5/17/2011	\$200.00	\$0.00 509(a)(1)
<i>Staff Match</i>			
Akshaya Patra Foundation Tapley, Christine 92 Montvale Avenue, Suite 2500 Stoneham, MA 02180 <i>Employee Match</i>	\$100.00 717 4/21/2011	\$100.00	\$0.00 509(a)(1)
Alameda Educational Foundation	\$500.00 829 10/28/2011	\$500.00	\$0.00 509(a)(1)
<i>Employee matching</i>			
Alameda Girls Softball Association Regan, Darlene Ikeda P.O. Box 1759 Alameda, CA 94501 <i>Employee Matching</i>	\$200.00 666 2/1/2011	\$200.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Alameda Soccer Club Nguyen, Thu-Huong 875-A Island Drive, Suite 326 Alameda, CA 94502 <i>Employee Matching</i>	\$500.00 833 10/31/2011	\$500.00	\$0.00 509(a)(2)
American Cancer Society, Inc. LeDeau, Emily 3 Twin Dolphin Dr. Suite 175 Redwood City, CA 94065 <i>Employee Match</i>	\$100.00 795 8/11/2011	\$100.00	\$0.00 509(a)(1)
American Cancer Society, Inc. LeDeau, Emily 3 Twin Dolphin Dr. Suite 175 Redwood City, CA 94065 <i>Employee Match</i>	-\$200.00 586 new check 847 11/22/2011	-\$200.00	\$0.00 509(a)(1)
American Cancer Society, Inc. LeDeau, Emily 3 Twin Dolphin Dr. Suite 175 Redwood City, CA 94065 <i>Employee Match/Lost check replacement. Original Grant 8/10/10</i>	\$200.00 847 11/29/2011	\$200.00	\$0.00 509(a)(1)
American Red Cross <i>Director's Match</i>	\$1,500.00 697 3/31/2011	\$1,500.00	\$0.00 509(a)(1)
American Red Cross, Bay Area Chapter Payton, Charlotte 85 Second Street, 8th Floor San Francisco, CA 94105-3441 <i>Employee Match</i>	\$100.00 687 3/24/2011	\$100.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
American Red Cross, Bay Area Chapter Payton, Charlotte 85 Second Street, 8th Floor San Francisco, CA 94105-3441 <i>Employee Match</i>	\$250.00 688 3/24/2011	\$250.00	\$0.00 509(a)(1)
Amigos de las Americas Schult, Bob 2702 Turnwater Drive Walnut Creek, CA 94598 <i>Directors Match</i>	\$1,500.00 700 3/31/2011	\$1,500.00	\$0.00 509(a)(1)
Art from Ashes O'Neill Thorn, Catherine 853 Inca St. Suite 1A Denver, CO 94597 <i>General Operating Support</i>	\$5,000.00 856 12/21/2011	\$5,000.00	\$0.00 509(a)(2)
Asha for Education <i>Employee Matching</i>	\$150.00 822 10/6/2011	\$150.00	\$0.00 509(a)(1)
Asian Pacific Fund Kong, Gail 225 Bush Street, Suite 590 San Francisco, CA 94104 <i>For general operating support</i>	\$2,500.00 740 5/31/2011	\$2,500.00	\$0.00 509(a)(1)
Aspiranet Walsh, Laurie 400 Oyster Point Boulevard, Suite #501 South San Francisco, CA 94080 <i>To support the Children's Emergency Receiving Center</i>	\$5,000.00 851 12/21/2011	\$5,000.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
The Athenian School Brown, Dyke 2100 Mt. Diablo Scenic Blvd. Danville, CA 94506-2002 <i>Directors Match</i>	\$3,000.00 667 2/1/2011	\$3,000.00	\$0.00 509(a)(1)
The Athenian School Brown, Dyke 2100 Mt. Diablo Scenic Blvd. Danville, CA 94506-2002 <i>Directors Match</i>	\$3,000.00 868 12/21/2011	\$3,000.00	\$0.00 509(a)(1)
CASA of Contra Costa County Jeanne, Herbert 2020 N. Broadway, Suite 204 Walnut Creek, CA 94596-3756 <i>To support children on waiting list</i>	\$5,000.00 740 5/31/2011	\$5,000.00	\$0.00 509(a)(1)
Colorado Ballet Dolven, Lynn 1278 Lincoln St. Denver, CO 80203 <i>Education and outreach programs</i>	\$10,000.00 744 6/15/2011	\$10,000.00	\$0.00 509(a)(2)
Columbia University De La Paz, Lourdes Electrical Engineering Columbia University MC 4712 500 West 120 St., Room 1300 New York, NY 10027 <i>4th payment of WIP 2009 - Columbia - EnHANTS</i>	\$50,000.00 777 7/25/2011	\$50,000.00	\$0.00 509(a)(1)
Contra Costa Interfaith Supporting Community Organization Stahlhut, Don 724 Ferry Street Martinez, CA 94553 <i>General operating support</i>	\$10,000.00 780 7/18/2011	\$10,000.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Contra Costa Interfaith Transitional Housing Bourassa, Louise 535 Main Street, Suite 209 Martinez, CA 94553 <i>General operating support</i>	-\$75.00 446 11/15/2011	-\$75.00	\$0.00 509(a)(1)
COPE Family Center Gallagher, Joelle 1340 Fourth Street POB 815 Napa, CA 94559 <i>Director's Match</i>	\$2,500.00 800 8/29/2011	\$2,500.00	\$0.00 509(a)(1)
Coyote Creek Learning Fund Fiore, Jen 8700 North Gale Ridge Road San Ramon, CA 94582 <i>Employee Match</i>	\$568.00 865 12/21/2011	\$568.00	\$0.00 509(a)(2)
CURE Marciniak, Michelle 223 W. Erie, Suite 2SW Chicago, IL 60654 <i>Director's Match</i>	\$4,800.00 720 new check 845 5/4/2011	\$4,800.00	\$0.00 509(a)(1)
CURE Marciniak, Michelle 223 W. Erie, Suite 2SW Chicago, IL 60654 <i>Director's Match</i>	-\$4,800.00 720 new check 845 11/22/2011	-\$4,800.00	\$0.00 509(a)(1)
CURE Marciniak, Michelle 223 W. Erie, Suite 2SW Chicago, IL 60654 <i>Director's Match/Lost check replacement. Original Grant 5/4/11</i>	\$4,800.00 845 11/29/2011	\$4,800.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Denver CASA O'Dell Davis, Lisa 225 E. 16th Ave. Suite B80 Denver, CO 80203 <i>General operating support</i>	\$10,000.00 853 12/21/2011	\$10,000.00	\$0.00 509(a)(1)
Denver Rescue Mission <i>Employee Match</i>	\$300.00 676 2/11/2011	\$300.00	\$0.00 509(a)(1)
Denver Rescue Mission <i>Employee Matching for Turkey Jeans Campaign</i>	\$410.00 844 11/21/2011	\$410.00	\$0.00 509(a)(1)
Diablo Regional Arts Association White, Peggy 1601 Civic Drive Walnut Creek, CA 94596 <i>For the Arts Access School Time program</i>	\$10,000.00 888 12/31/2011	\$10,000.00	\$0.00 509(a)(2)
Doctors Without Borders USA Inc <i>Employee Match</i>	\$100.00 718 4/21/2011	\$100.00	\$0.00 509(a)(1)
Family Tree Shields, Scott 3805 Marshall St. #100 Wheatridge, CO 80033 <i>Support for domestic violence programs</i>	\$10,000.00 797 8/24/2011	\$10,000.00	\$0.00 509(a)(1)
Food Bank of Contra Costa and Solano Sly, Larry POB 271966 Concord, CA 94527 <i>Holiday Food Drive 2010</i>	\$10,000.00 731 5/12/2011	\$10,000.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Food Bank of the Rockies Seggelke, Kevin 10700 E. 45th Avenue Denver, Colorado 80239 <i>To support their Fresh Produce Purchasing Program</i>	\$15,000.00 810 10/3/2011	\$15,000.00	\$0.00 509(a)(1)
Foothill De Anza Foundation <i>Employee Matching</i>	\$500.00 830 10/28/2011	\$500.00	\$0.00 509(a)(1)
The Foundation Center Camerena, Janet 312 Sutter Street, Suite 606 San Francisco, CA 94108 <i>For general operating support</i>	\$10,000.00 872 12/31/2011	\$10,000.00	\$0.00 509(a)(1)
The Gathering Place Evans, Mendy 1535 High St. Denver, CO 80218 <i>General operating support</i>	\$10,000.00 850 12/21/2011	\$10,000.00	\$0.00 509(a)(1)
The General Hospital Corporation D/b/a Massachusetts General Hospital Gardner, Patricia MGH Research Finance Bank of America NA PO Box 414876 Boston, MA 02241-4876 <i>2011 WIP 3rd Place Winner</i>	\$16,660.00 757 6/30/2011	\$16,660.00	\$0.00 501(c)(3)
The General Hospital Corporation D/b/a Massachusetts General Hospital Gardner, Patricia MGH Research Finance Bank of America NA PO Box 414876 Boston, MA 02241-4876 <i>2011 WIP 3rd Place Winner</i>	\$16,660.00 864 12/21/2011	\$16,660.00	\$0.00 501(c)(3)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Grantmakers in the Arts	\$2,000.00 741 5/31/2011	\$2,000.00	\$0.00 509(a)(1)
<i>To support the GIA annual conference</i>			
Groundwork Denver Hawthorne, Wendy 2740 W. 28th Ave. Denver, CO 80211 <i>General operating support</i>	\$5,000.00 878 new check 898 12/31/2011	\$5,000.00	\$0.00 509(a)(1)
Groundwork Denver Hawthorne, Wendy 2740 W. 28th Ave. Denver, CO 80211 <i>General operating support</i>	-\$5,000.00 878 new check 898 12/31/2011	-\$5,000.00	\$0.00 509(a)(1)
Haas Annual Fund Campbell, Tom UC Berkeley Foundation Gift Processing File #31932 Box 60000 San Francisco, CA 94160-1932 <i>Director's Mail</i>	\$5,000.00 751 6/29/2011	\$5,000.00	\$0.00 509(a)(1)
IEEE Engineers for Change Wisniewski, Tara 445 Hoes Lane Piscataway, NJ 08854 <i>To support the Global Humanitarian Technology Conference and E4C Webinar Series</i>	\$3,000.00 857 12/21/2011	\$3,000.00	\$0.00 509(a)(1)
Invenco <i>General Operating Support</i>	\$10,000.00 827 10/28/2011	\$10,000.00	\$0.00 509(a)(2)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
ISIS, Inc. Levine, Debra Executive Director and Founder ISIS, Inc. 409 13th Street, 14th Floor Oakland, CA 94612 <i>For general operating support</i>	\$15,000.00 765 7/6/2011	\$15,000.00	\$0.00 509(a)(1)
Japanese Cultural & Community Center of Northern California Osaki, Paul 1840 Sutter Street San Francisco, CA 94115 <i>Employee Match</i>	\$120.00 719 5/4/2011	\$120.00	\$0.00 509(a)(1)
Jefferson Center for Mental Health Oliver, Jeanne 4851 Independence St. Wheat Ridge, CO 80033-6715 <i>Staff match</i>	\$3,000.00 739 5/25/2011	\$3,000.00	\$0.00 509(a)(1)
Jefferson Center for Mental Health Oliver, Jeanne 4851 Independence St. Wheat Ridge, CO 80033-6715 <i>School-Based Counseling Program</i>	\$5,000.00 877 12/21/2011	\$5,000.00	\$0.00 509(a)(1)
Juma Ventures Armenta, Alex 360 22nd Street, Suite 520 Oakland, CA 94612 <i>Support development of CollegeSet online platform</i>	\$10,000.00 759 7/6/2011	\$10,000.00	\$0.00 509(a)(1)
Junior Achievement of Northern California, Inc. Taber, Rachel 3003 Oak Road Suite 109 Walnut Creek, CA 94597 <i>To support the JA Social Innovation Camp</i>	\$10,000.00 738 5/25/2011	\$10,000.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Junior Achievement- Rocky Mountain, Inc. Shaffer, Kristi 1445 Market St. Suite 200 Denver, CO 80202-1716 <i>Support educational programs that focus on financial literacy, work readiness and entrepreneurship</i>	\$5,000.00 807 10/3/2011	\$5,000.00	\$0.00 509(a)(1)
Kala Art Institute Horsting, Archana 1060 Heinz Ave. Berkeley, CA 94710 <i>Artists-in-Schools program</i>	\$5,000.00 809 10/3/2011	\$5,000.00	\$0.00 509(a)(2)
Kentfield Schools Foundation- Kentfield Invests in Kids Treganowen, Laurie 750 College Ave. Kentfield, CA 94904 <i>Employee Matching</i>	\$1,000.00 832 10/31/2011	\$1,000.00	\$0.00 509(a)(1)
The Kiwanja Foundation Lyon, Benjamin c/o Sean McDonald 920 U St NW Washington, DC 20016 <i>2nd payment of WIP 2010 - FrontlineSMS Credit</i>	\$33,350.00 Wire Transferred 2/1/2011	\$33,350.00	\$0.00 509(a)(1)
The Kiwanja Foundation Lyon, Benjamin c/o Sean McDonald 920 U St NW Washington, DC 20016 <i>3rd & 4th payments of WIP 2010 - FrontlineSMS Credit (advanced)</i>	\$66,700.00 Wire Transferred 7/7/2011	\$66,700.00	\$0.00 509(a)(1)
The Kiwanja Foundation Lyon, Benjamin c/o Sean McDonald 920 U St NW Washington, DC 20016 <i>5th payment of WIP 2010 - FrontlineSMS Credit</i>	\$33,300.00 861 12/21/2011	\$33,300.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Larkin Street Youth Services Adams, Sherilyn 1138 Sutter Street San Francisco, CA 94109 <i>Mental Health services for Emergency Services programs</i>	\$10,000.00 852 12/21/2011	\$10,000.00	\$0.00 509(a)(2)
Live Oak Education Fund Quaranta, Linette 5151 Sherwood Way San Ramon, CA 94582 <i>Employee Matching</i>	\$335.00 803 9/19/2011	\$335.00	\$0.00 509(a)(1)
March of Dimes- March for Babies <i>Employee Match</i>	\$100.00 715 4/21/2011	\$100.00	\$0.00 509(a)(1)
Massachusetts Institute of Technology Khudisman, Ellina Computer Science and Artificial Intelligence Laboratory 32 Vassar Street, 32-G414 Cambridge, MA 02139 <i>2nd payment of WIP 2010 - MIT - Sana</i>	\$16,660.00 707 4/21/2011	\$16,660.00	\$0.00 509(a)(1)
Massachusetts Institute of Technology Khudisman, Ellina Computer Science and Artificial Intelligence Laboratory 32 Vassar Street, 32-G414 Cambridge, MA 02139 <i>3rd payment of WIP 2010 - MIT - Sana</i>	\$16,660.00 862 12/21/2011	\$16,660.00	\$0.00 509(a)(1)
Michael Chavez Center for Economic Opportunity Van Hofwegen, Mike 2699 Monument Blvd. Unit G Concord, CA 94520 <i>General operating support</i>	\$5,000.00 779 7/25/2011	\$5,000.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
MIT Media Lab Raskar, Ramesh Room E14-474G 75 Amherst St. Cambridge, MA 02139 <i>WIP 2011 1st Place Winner</i>	\$50,000.00 767 7/12/2011	\$50,000.00	\$0.00 509(a)(1)
Monument Crisis Center Scherer, Sandra 2350 Monument Blvd. Suite B Concord, CA 94520 <i>Food pantry, Senior moments, and after school programs</i>	\$15,000.00 753 6/29/2011	\$15,000.00	\$0.00 509(a)(1)
Napa Valley Museum Nelson, Eric P.O. Box 3567 55 Presidents Circle Yountville, CA 94599 <i>Director's Match</i>	-\$2,500.00 617 new check 846 11/22/2011	-\$2,500.00	\$0.00 509(a)(1)
Napa Valley Museum Nelson, Eric P.O. Box 3567 55 Presidents Circle Yountville, CA 94599 <i>Director's Match/Lost check replacement. Original Grant 11/24/10</i>	\$2,500.00 846 11/29/2011	\$2,500.00	\$0.00 509(a)(1)
Napa Valley Museum Nelson, Eric P.O. Box 3567 55 Presidents Circle Yountville, CA 94599 <i>Director's Match</i>	\$2,500.00 867 12/21/2011	\$2,500.00	\$0.00 509(a)(1)
Northern California Grantmakers Lacon, Colin 625 Market Street 3rd Floor San Francisco, CA 94105 <i>General operating expenses. CCR. ALF. ELF</i>	\$10,000.00 789 8/9/2011	\$10,000.00	\$0.00 509(a)(2)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Opportunity Junction Friedman, Alissa 3102 Delta Fair Boulevard Antioch, CA 94509 <i>Support the Job Training and Placement Program (JTTP)</i>	\$5,000.00 760 7/6/2011	\$5,000.00	\$0.00 509(a)(1)
Planned Parenthood of Shasta-Butte McCrea, Laura L. 2185 Pacheco Street Concord, CA 94520 <i>Director's Match</i>	\$2,500.00 799 8/29/2011	\$2,500.00	\$0.00 509(a)(2)
Playworks- Denver Woolley, Andrea 2121 South Oneida St. Suite 550 Denver, CO 80224 <i>General operating support</i>	\$5,000.00 745 6/15/2011	\$5,000.00	\$0.00 509(a)(1)
Playworks Silicon Valley Nguyen, Phuoc 477 Valley Way Milpitas, CA 95032 <i>for the Junior Coach Peer Leadership Program</i>	\$10,000.00 854 12/21/2011	\$10,000.00	\$0.00 509(a)(1)
Project Avary 385 Bel Mann Keys Blvd. Suite G Novato, CA 94949 <i>General operating support</i>	\$10,000.00 848 12/21/2011	\$10,000.00	\$0.00 5509(a)(1)
Project PAVE Johnson, Michael 2051 York St Denver, CO 80205-5713 <i>General operating support</i>	\$5,000.00 876 12/21/2011	\$5,000.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Reach Potential Movement	\$2,000.00 790 8/9/2011	\$2,000.00	\$0.00 509(a)(1)
<i>General Operating Support</i>			
Reach Potential Movement	\$1,000.00 866 12/21/2011	\$1,000.00	\$0.00 509(a)(1)
<i>Employee Maichi</i>			
The Regents of the University of California	\$33,350.00 710 4/20/2011	\$33,350.00	\$0.00 509(a)(1)
<i>4th payment of WIP 2009 - UC Berkeley - CellScope</i>			
The Regents of the University of California	\$33,350.00 788 8/8/2011	\$33,350.00	\$0.00 509(a)(1)
<i>WIP 2011 2nd Place Winner</i>			
The Regents of the University of California	\$33,300.00 823 10/6/2011	\$33,300.00	\$0.00 509(a)(1)
<i>5th payment of WIP 2009 - UC Berkeley - CellScope</i>			
The Regents of the University of California	\$33,300.00 858 12/21/2011	\$33,300.00	\$0.00 509(a)(1)
<i>6th payment of WIP 2009 - UC Berkeley - CellScope</i>			
The Regents of the University of California	\$33,350.00 863 12/21/2011	\$33,350.00	\$0.00 509(a)(1)
<i>WIP 2011 2nd Place Winner</i>			
Sacred Heart House of Denver Morris, Janet 2844 Lawrence Street Denver, CO 80205 <i>General operating support</i>	\$5,000.00 766 7/7/2011	\$5,000.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Salvation Army World Service Office	\$100.00 716 4/21/2011	\$100.00	\$0.00 509(a)(1)
<i>Employee Match</i>			
San Francisco Museum of Modern Art Mewha, Jennifer 151 Third Street San Francisco, CA 94103-3159 <i>School, youth and family programs</i>	\$10,000.00 693 3/24/2011	\$10,000.00	\$0.00 509(a)(1)
San Ramon Valley Education Foundation- Education Fund of Windemere Ranch Middle School Chan, Vanessa G. PO Box 1463 San Ramon, CA 94583 <i>Employee match</i>	\$200.00 820 10/4/2011	\$200.00	\$0.00 509(a)(1)
Santa Clara University Koch, James Leavey School of Business and Administration Center for Science, Technology, and Society 500 El Camino Real Santa Clara, CA 95053-0470 <i>To provide a scholarship for a mobile solutions entrepreneur enrolled in the GSBJ Program</i>	\$25,000.00 796 8/24/2011	\$25,000.00	\$0.00 509(a)(1)
Second Harvest Food Bank	\$12,500.00 871 12/31/2011	\$12,500.00	\$0.00 509(a)(1)
<i>2012 Share Your Lunch program</i>			
Sewall Child Development Center King, Kathleen 1360 Vine St. Denver, CO 80206 <i>General operating support</i>	\$10,000.00 758 7/6/2011	\$10,000.00	\$0.00 509(a)(2)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Southmoor Partners in Excellence Inc.	\$8,000.00 699 3/31/2011	\$8,000.00	\$0.00 509(a)(1)
<i>Director's Match</i>			
Special Olympics, Inc. Evangelista, David 1133 19th Street, NW 11th Floor Washington, DC 20036 <i>Technology healthcare project for Team USA</i>	\$10,000.00 763 7/6/2011	\$10,000.00	\$0.00 509(a)(1)
St. Mary's College of California Turner, Ronald R P.O. Box 3400 Moraga, CA 94575-3400 <i>Director's Match</i>	\$100.00 721 5/4/2011	\$100.00	\$0.00 509(a)(1)
Super Stars Literacy Mowery, Mike 675 Hegenberger Road. Suite 250 Oakland, CA 94621 <i>General operating support</i>	\$5,000.00 673 2/9/2011	\$5,000.00	\$0.00 509(a)(1)
Tahoe Maritime Museum Bredt, Tom PO Box 627 Homewood, CA 96141 <i>Director's Match</i>	\$2,500.00 798 8/29/2011	\$2,500.00	\$0.00 509(a)(1)
UC Regents Ozcan, Aydogan UCLA Electrical Engineering Department Engr. IV Building Los Angeles, CA 90095 <i>4th payment of WIP 2009 - UCLA - CelloPhone</i>	\$33,350.00 711 4/20/2011	\$33,350.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
UC Regents Ozcan, Aydogan UCLA Electrical Engineering Department Engr. IV Building Los Angeles, CA 90095 <i>5th payment of WIP 2009 - UCLA - CelloPhone</i>	\$33,300.00 754 6/29/2011	\$33,300.00	\$0.00 509(a)(1)
UC Regents Ozcan, Aydogan UCLA Electrical Engineering Department Engr. IV Building Los Angeles, CA 90095 <i>6th payment of WIP 2009 - UCLA - CelloPhone</i>	\$33,300.00 859 12/21/2011	\$33,300.00	\$0.00 509(a)(1)
UCLA Foundation Bianco, Brooke 10920 Wilshire Blvd 11th Floor Los Angeles, CA 90095-9000 <i>Director's match</i>	\$1,000.00 801 8/29/2011	\$1,000.00	\$0.00 509(a)(1)
United Nations Foundation Calvin, Kathy 1800 Massachusetts Avenue, NW, Suite 400 Washington, DC 20036 <i>General operating support at the occasion of their gala</i>	\$10,000.00 808 10/3/2011	\$10,000.00	\$0.00 501(c)(3)
University of California Prachter, Cecilia Accounting Services- EFA 2195 Hearst Ave, Room 130 Berkeley, CA 94720-1103 <i>2nd payment of 2010 WIP - UC Berkeley - 100M Stoves</i>	\$50,000.00 708 4/20/2011	\$50,000.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
University of California Pracher, Cecilia Accounting Services- EFA 2195 Hearst Ave, Room 130 Berkeley, CA 94720-1103 <i>3rd payment of 2010 WIP - UC Berkeley - 100M Stoves</i>	\$50,000.00 776 7/25/2011	\$50,000.00	\$0.00 509(a)(1)
University of California Pracher, Cecilia Accounting Services- EFA 2195 Hearst Ave, Room 130 Berkeley, CA 94720-1103 <i>4th payment of 2010 WIP - UC Berkeley - 100M Stoves</i>	\$50,000.00 860 12/21/2011	\$50,000.00	\$0.00 509(a)(1)
University of Denver Vogel, Mark Graduate Tax Program 2255 East Evans Avenue #390 Denver, CO 80208-6239 <i>Employee Match</i>	\$300.00 870 12/21/2011	\$300.00	\$0.00 509(a)(1)
University of Miami Jones, Susan University Advancement University of Miami Gables One Tower, Suite 300 1320 South Dixie Highway Coral Gables, FL 33146 <i>Director's Match</i>	\$5,000.00 869 12/21/2011	\$5,000.00	\$0.00 509(a)(1)
The Unreasonable Institute Ravilochan, Teju 1321 College Ave, #150 Boulder, CO 80302 <i>To support their fellows program</i>	\$15,000.00 874 12/31/2011	\$15,000.00	\$0.00 509(a)(1)
Walnut Creek Education Foundation Schardt, Emily 960 Ygnacio Valley Road Walnut Creek, CA 94596 <i>Director's Match</i>	\$2,100.00 812 10/3/2011	\$2,100.00	\$0.00 509(a)(1)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
Wardrobe for Opportunity Foster, Jeri 570 14th Street, Suite 5 Oakland, CA 94612 <i>For general operating support</i>	\$5,000.00 811 10/3/2011	\$5,000.00	\$0.00 509(a)(1)
Warren Village Martin, Sandy 1323 Gilpin St. Denver, CO 80218-9016 <i>General operating support</i>	\$10,000.00 752 6/29/2011	\$10,000.00	\$0.00 509(a)(3)
Women's Bean Project Ryan, Tamra 3201 Curtis St. Denver, CO 80205 <i>Transitional employment program</i>	\$10,000.00 855 12/21/2011	\$10,000.00	\$0.00 509(a)(2)
World Affairs Council of Northern California Wales, Jane 312 Sutter Street, Suite 200 San Francisco, CA 94108 <i>Innovation Project- Global Philanthropy Forum</i>	\$25,000.00 709 4/20/2011	\$25,000.00	\$0.00 509(a)(2)
World Affairs Council of Northern California Wales, Jane 312 Sutter Street, Suite 200 San Francisco, CA 94108 <i>2011 Awards Dinner</i>	\$10,000.00 819 10/3/2011	\$10,000.00	\$0.00 509(a)(2)
YMCA of the San Francisco Peninsula Carter, Gigi 1877 S. Grant Street San Mateo, CA 94402 <i>Employee Matching</i>	\$250.00 682 3/9/2011	\$250.00	\$0.00 509(a)(2)

Payee Organization Request Primary Contact Project Title	Amount Check # Paid Date	Deduct Amount	Non- Deduct Tax Amount Status
YouthBiz Garcia Ulbarri, Sonya 3280 Downing Street, Suite C Denver, CO 80205 Core programming	\$10,000.00 761 7/6/2011	\$10,000.00	\$0.00 509(a)(1)
Youth Together Aceves, Kimberly 449 15th Street, Suite 302 Oakland, CA 94612 Staff match	\$4,500.00 698 3/31/2011	\$4,500.00	\$0.00 509(a)(1)
ZeroDivide Guillermo, Tessie 425 Bush Street, Suite 300 San Francisco, CA 94108 For technology use for social impact	\$10,000.00 791 8/9/2011	\$10,000.00	\$0.00 509(a)(1)
Children's Creativity Museum Yamamoto, Audrey 225 Bush Street, Suite 590 San Francisco, CA 94104 General operating support	\$10,000.00 849 12/21/2011	\$10,000.00	\$0.00 509(a)(1)
Grand Total (120 items)	\$1,224,273.00	\$1,224,273.00	\$0.00