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

2012Department 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 2012, or tax year beginning , 2012, and ending

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION
500 WASHINGTON STREET #800
SAN FRANCISCO, CA 94111

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **J** Accounting method: ☐ Cash ☒ Accrual
\$ 461,733,374. (Part I, column (d) must be on cash basis)

A Employer identification number
20-0882784
B Telephone number (see the instructions)
415-393-1551
C If exemption application is pending, check here ☐
D 1 Foreign organizations, check here ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

| 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) | 149,713. | | | |
| | 2 <input type="checkbox"/> if the foundn is not req to att Sch B | | | | |
| | 3 Interest on savings and temporary cash investments | 424. | 424. | | |
| | 4 Dividends and interest from securities | 7,164,649. | 7,164,649. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain/(loss) from sale of assets not on line 10 | 10,219,640. | | | |
| | b Gross sales price for all assets on line 6a | 59,255,645. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 10,219,640. | | |
| | 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 | 19,281,999. | 17,384,713. | 0. | | |
| ADMINISTRATIVE AND OPERATING EXPENSES | 13 Compensation of officers, directors, trustees, etc | 501,815. | 25,091. | | 476,724. |
| | 14 Other employee salaries and wages | 202,478,079. | 123,654. | | 2,349,425. |
| | 15 Pension plans, employee benefits | 885,973. | 41,848. | | 795,125. |
| | 16a Legal fees (attach schedule) | 8,767. | | | 8,767. |
| | b Accounting fees (attach sch) | 86,105. | 61,105. | | 25,000. |
| | c Other prof fees (attach sch) | 5,383,430. | 5,202,721. | | 180,708. |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instrs) | 857,886. | | | |
| | 19 Depreciation (attach sch) and depletion | 602,027. | 18,061. | | |
| | 20 Occupancy | 645,265. | 19,358. | | 625,907. |
| | 21 Travel, conferences, and meetings | 291,560. | 2,645. | | 288,915. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) | | | | |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 287,746. | 7,269. | | 280,478. |
| 25 Contributions, gifts, grants paid PART XV | 11,974,653. | 5,501,752. | | 5,031,049. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 19,628,451. | | | 20,096,321. | |
| 27 Subtract line 26 from line 12: | 31,603,104. | 5,501,752. | 0. | 25,127,370. | |
| a Excess of revenue over expenses and disbursements | -12,361,105. | | | | |
| b Net investment income (if negative, enter -0-) | | 11,882,961. | | | |
| c Adjusted net income (if negative, enter -0-) | | | 0. | | |

48

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Part II Balance Sheets

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

| | | Beginning of year | End of year | |
|----------------------|---|-------------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| ASSETS | 1 Cash — non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 652,176. | 617,260. | 617,260. |
| | 3 Accounts receivable 837,624. | | | |
| | Less: allowance for doubtful accounts 8,326,595. | | 837,624. | 837,624. |
| | 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 | 114,325. | 242,785. | 242,785. |
| | 10a Investments — U.S. and state government obligations (attach schedule) | | | |
| | b Investments — corporate stock (attach schedule) STATEMENT 7 | 45,625,637. | 51,798,768. | 55,308,429. |
| | c Investments — corporate bonds (attach schedule) | | | |
| | 11 Investments — land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) | | | |
| LIABILITIES | 12 Investments — mortgage loans | | | |
| | 13 Investments — other (attach schedule) STATEMENT 8 | 335,909,833. | 314,344,748. | 394,716,153. |
| | 14 Land, buildings, and equipment basis 4,672,364. Less: accumulated depreciation (attach schedule) SEE STMT 9 | | | |
| | 15 Other assets (describe SEE STATEMENT 10) | 8,009,889. | 7,910,197. | 7,910,197. |
| | 16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item i) | 401,294,792. | 377,852,308. | 461,733,374. |
| | 17 Accounts payable and accrued expenses | 357,202. | 567,856. | |
| | 18 Grants payable | 2,741,500. | 2,253,642. | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, & other disqualified persons | | | |
| | 21 Mortgages and other notes payable (attach schedule) | | | |
| FUND ASSETS | 22 Other liabilities (describe SEE STATEMENT 11) | 649,325. | 1,407,432. | |
| | 23 Total liabilities (add lines 17 through 22) | 3,748,027. | 4,228,930. | |
| | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/> | | | |
| FUND BALANCES | 24 Unrestricted | 397,546,765. | 373,623,378. | |
| | 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) | 397,546,765. | 373,623,378. | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 401,294,792. | 377,852,308. | |

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 | 397,546,765. |
| 2 Enter amount from Part I, line 27a | 2 | -12,361,105. |
| 3 Other increases not included in line 2 (itemize) | 3 | |
| 4 Add lines 1, 2, and 3 | 4 | 385,185,660. |
| 5 Decreases not included in line 2 (itemize) SEE STATEMENT 12 | 5 | 11,562,282. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 6 | 373,623,378. |

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 4,283,526. | | 3,331,037. | 952,489. |
| b 1,500,583. | | 244,690. | 1,255,893. |
| c 53,378,792. | | 45,388,738. | 7,990,054. |
| d 91,769. | | 71,540. | 20,229. |
| e 975. | | | 975. |

| 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 | | | 952,489. |
| b | | | 1,255,893. |
| c | | | 7,990,054. |
| d | | | 20,229. |
| e | | | 975. |

| | | | |
|---|--|---|-------------|
| 2 Capital gain net income or (net capital loss) | <div> <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> </div> | 2 | 10,219,640. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). | | 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)) |
|---|--|---|---|
| 2011 | 23,219,704. | 381,580,348. | 0.060851 |
| 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 |

| | | |
|--|---|--------------|
| 2 Total of line 1, column (d) | 2 | 0.283137 |
| 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 | 0.056627 |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 377,937,273. |
| 5 Multiply line 4 by line 3 | 5 | 21,401,454. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 118,830. |
| 7 Add lines 5 and 6 | 7 | 21,520,284. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 25,127,370. |

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 VII 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) | | 1 | 118,830. |
| 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 | | | |
| 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 | 118,830. |
| 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 | 118,830. |
| 6 Credits/Payments | | | |
| a 2012 estimated tax pmts and 2011 overpayment credited to 2012 | 6 a | 487,378. | |
| b Exempt foreign organizations – tax withheld at source | 6 b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6 c | | |
| d Backup withholding erroneously withheld | 6 d | | |
| 7 Total credits and payments Add lines 6a through 6d | 7 | 487,378. | |
| 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 | 368,548. | |
| 11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 368,548. 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? | X | |
| 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 2012 or the taxable year beginning in 2012 (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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Form 990-PF (2012)

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 and enter the amount of tax-exempt interest received or accrued during the year N/A | 15 | | N/A |
| 16 | At any time during calendar year 2012, 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 |
|---|---|-----|
| 1 a 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)? Organizations relying on a current notice regarding disaster assistance check here | 1 b | X |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1 c | 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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If 'Yes,' list the years 20 __, 20 __, 20 __, 20 __ | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | 2 b | 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 __ | | |
| 3 a 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 2012 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 2012.) | 3 b | N/A |
| 4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4 a | 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 2012? | 4 b | X |

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Form 990-PF (2012)

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)?

5 b

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

6 b

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

7 b

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 13 | | | | |
| | | 424,400. | 77,115. | 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 | 270,000. | 52,589. | 607. |
| RHONNEL SOTELO 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111 | VP PROGRAM & 60 | 237,000. | 62,468. | 802. |
| TERI KOOK 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111 | DIRECTOR CW 60 | 177,411. | 31,125. | 772. |
| WENDY CHANG 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111 | PROGRAM OFFIC 50 | 147,000. | 40,283. | 116. |
| CLAUDIA SANDOVAL 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111 | CONTROLLER 50 | 145,000. | 30,688. | 171. |

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

10

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 |
| ADAGE CAPITAL MANAGEMENT, L.P. 200 CLARENDON STREET, 52ND FLOOR BOSTON, MA 02116 | FUND MANAGEMENT | 1,346,940. |
| PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111 | CONSULTING | 579,829. |
| MONTICELLO ASSOCIATES 1800 LARIMER STREET, STE. 2100 DENVER, CO 80202 | INV. MANAGEMENT | 400,000. |
| DOUBLELINE OPPORTUNISTIC INCOME FUND LTD 333 SOUTH GRAND AVENUE, 18TH FLOOR LOS ANGELES, CA 90071 | FUND MANAGEMENT | 319,175. |
| FORTRESS CAPITAL FORMATION LLC 1345 AVE OF THE AMERICAS, 47TH FL NEW YORK, NY 10105 | FUND MANAGEMENT | 281,379. |
| Total number of others receiving over \$50,000 for professional services | | 9 |

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 SEE STATEMENT 14 | 137,434. |
| 2 SEE STATEMENT 15 | 100,000. |
| 3 SEE STATEMENT 16 | 75,000. |
| 4 SEE STATEMENT 17 | 47,766. |

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. |

BAA

Form 990-PF (2012)

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 | 1 a | 71,850,757. |
| b | Average of monthly cash balances | 1 b | 412,557. |
| c | Fair market value of all other assets (see instructions) | 1 c | 311,429,349. |
| d | Total (add lines 1a, b, and c) | 1 d | 383,692,663. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) SEE STATEMENT 18 | 1 e | 53,000,791. |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 | Subtract line 2 from line 1d | 3 | 383,692,663. |
| 4 | Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 5,755,390. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 377,937,273. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 18,896,864. |

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 | 18,896,864. |
| 2 a | Tax on investment income for 2012 from Part VI, line 5 | 2 a | 118,830. |
| b | Income tax for 2012. (This does not include the tax from Part VI) | 2 b | |
| c | Add lines 2a and 2b | 2 c | 118,830. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 18,778,034. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 18,778,034. |
| 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 | 18,778,034. |

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 | 1 a | 25,127,370. |
| b | Program-related investments — total from Part IX-B | 1 b | |
| 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) | 3 a | |
| b | Cash distribution test (attach the required schedule) | 3 b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 25,127,370. |
| 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 | 118,830. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 25,008,540. |

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 2011 | (c) 2011 | (d) 2012 |
|---|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 18,778,034. |
| 2 Undistributed income, if any, as of the end of 2012. | | | | |
| a Enter amount for 2011 only | | | 0. | |
| b Total for prior years: 20____, 20____, 20____ | | 0. | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | 2,067,072. | | | |
| e From 2011 | 4,434,819. | | | |
| f Total of lines 3a through e | 6,501,891. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 25,127,370. | | | | |
| a Applied to 2011, 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 2012 distributable amount | | | | 18,778,034. |
| e Remaining amount distributed out of corpus | 6,349,336. | | | |
| 5 Excess distributions carryover applied to 2012 (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 | 12,851,227. | | | |
| 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 2011. Subtract line 4a from line 2a. Taxable amount — see instructions. | | | 0. | |
| f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 | | | | 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 2007 not applied on line 5 or line 7 (see instructions) | 0. | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 12,851,227. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | 2,067,072. | | | |
| d Excess from 2011 | 4,434,819. | | | |
| e Excess from 2012 | 6,349,336. | | | |

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 20 ADDRESS AS SHOWN IN STATEMENT, 20 | | | SEE STATEMENT 20 | 20,096,321. |
| Total | | | 3 a | 20,096,321. |
| b Approved for future payment SEE STATEMENT 21 ADDRESS AS SHOWN IN STATEMENT, 21 | | | SEE STATEMENT 21 | 2,253,642. |
| Total | | | 3 b | 2,253,642. |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|--|---------------------------|---------------|--------------------------------------|---------------|--|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 14 | 424. | |
| 4 Dividends and interest from securities | | | 14 | 7,164,649. | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | 900099 | 620,620. | 1 | 1,086,953. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 10,219,640. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue. | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 620,620. | | 18,471,666. | |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | | | 19,092,286. |

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

2012

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) (2012)

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 | \$ 149,713. | Person <input 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.) |

Name of organization

Employer identification number

ELBRIDGE STUART FOUNDATION

20-0882784

Part III 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 | | |
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BAA

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 columns (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 |
| | | | |
| | | | |
| | | | |

2012

FEDERAL STATEMENTS

PAGE 1

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 | \$ 1,707,573. | | |
| TOTAL | \$ 1,707,573. | \$ 0. | \$ 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 |
|-------|------------------------------|---------------------------------|-------------------------------|-------------------------------|
| | \$ 8,767. | | | \$ 8,767. |
| TOTAL | \$ 8,767. | \$ 0. | \$ 0. | \$ 8,767. |

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 | \$ 86,105. | \$ 61,105. | | \$ 25,000. |
| TOTAL | \$ 86,105. | \$ 61,105. | \$ 0. | \$ 25,000. |

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 | \$ 117,622. | \$ 3,529. | | \$ 114,093. |
| CONSULTING FEES | 68,676. | 2,060. | | 66,615. |
| INVESTMENT FUND EXPENSES | 2,425,905. | 2,425,905. | | |
| INVESTMENT MANAGEMENT FEE | 2,771,227. | 2,771,227. | | |
| TOTAL | \$ 5,383,430. | \$ 5,202,721. | \$ 0. | \$ 180,708. |

2012

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 | \$ 857,886. | | | |
| TOTAL | <u>\$ 857,886.</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 | \$ 20,251. | \$ 608. | | \$ 19,644. |
| COMMUNICATIONS TECHNOLOGY | 45,382. | 1,361. | | 44,021. |
| INSURANCE | 44,941. | 1,348. | | 43,593. |
| MAINTENANCE/REPAIRS | 11,904. | 357. | | 11,547. |
| MEMBERSHIP DUES | 5,135. | 154. | | 4,981. |
| MISCELLANEOUS | 2,360. | 71. | | 2,289. |
| OFFICE SUPPLIES & PRINTING | 56,375. | 1,691. | | 54,684. |
| OPERATING LEASES | 27,001. | 810. | | 26,191. |
| POSTAGE | 4,926. | 148. | | 4,778. |
| RECRUITING | 45,449. | | | 45,449. |
| STAFF/PROFESSIONAL DEVELOPMENT | 11,638. | 349. | | 11,289. |
| SUBSCRIPTIONS/BOOKS | 690. | 21. | | 669. |
| TEMPS | 11,694. | 351. | | 11,343. |
| TOTAL | <u>\$ 287,746.</u> | <u>\$ 7,269.</u> | <u>\$ 0.</u> | <u>\$ 280,478.</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 | \$ 24,997,617. | \$ 26,297,082. |
| INTERNATIONAL EQUITIES | COST | 26,801,151. | 29,011,347. |
| | TOTAL | <u>\$ 51,798,768.</u> | <u>\$ 55,308,429.</u> |

2012

FEDERAL STATEMENTS

PAGE 3

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 | \$ 272989816. | \$ 353,338,608. |
| SHORT TERM INVESTMENTS | COST | 41,354,932. | 41,377,545. |
| | TOTAL | <u>\$ 314344748.</u> | <u>\$ 394,716,153.</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 | \$ 1,031,500. | \$ 861,519. | \$ 169,981. | \$ 169,981. |
| MACHINERY AND EQUIPMENT | 590,427. | 421,954. | 168,473. | 168,473. |
| IMPROVEMENTS | 3,050,437. | 1,287,965. | 1,762,472. | 1,762,472. |
| TOTAL | <u>\$ 4,672,364.</u> | <u>\$ 2,571,438.</u> | <u>\$ 2,100,926.</u> | <u>\$ 2,100,926.</u> |

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

| | BOOK VALUE | FAIR MARKET VALUE |
|---------------------------------|----------------------|----------------------|
| PREPAID EXCISE TAXES | \$ 210,201. | \$ 210,201. |
| RECEIVABLES FROM RELATED ENTITY | 7,699,996. | 7,699,996. |
| TOTAL | <u>\$ 7,910,197.</u> | <u>\$ 7,910,197.</u> |

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

| | |
|-----------------------|----------------------|
| DEFERRED EXCISE TAXES | \$ 1,407,432. |
| TOTAL | <u>\$ 1,407,432.</u> |

STATEMENT 12
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

| | |
|--|-----------------------|
| ADJUSTMENT TO ALTERNATIVE INVESTMENTS BOOK VALUE | \$ 11,562,282. |
| TOTAL | <u>\$ 11,562,282.</u> |

STATEMENT 13
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u> | <u>COMPEN- SATION</u> | <u>CONTRI- BUTION TO EBP & DC</u> | <u>EXPENSE ACCOUNT/ OTHER</u> |
|--|---|---------------------------|---|---------------------------------------|
| CHRISTY PICHEL 500 WASHINGTON ST., #800 SAN FRANCISCO, CA 94111 | PRESIDENT 60.00 | \$ 424,400. | \$ 77,115. | \$ 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 | | \$ 424,400. | \$ 77,115. | \$ 300. |

STATEMENT 14
FORM 990-PF, PART IX-A, LINE 1
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

| <u>DIRECT CHARITABLE ACTIVITIES</u> | <u>EXPENSES</u> |
|---|-----------------|
| FOR EXPENSES RELATED TO THE INITIATIVE INTEGRATION DIRECTOR POSITION TO SUPPORT THE ADVANCEMENT OF THE FOSTER YOUTH EDUCATION FIELD. | \$ 137,434. |
| THE PROJECT TITLE IS INITIATIVE INTEGRATION DIRECTOR AND IT IS A CHILD WELFARE CAE | |

STATEMENT 15
FORM 990-PF, PART IX-A, LINE 2
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

| <u>DIRECT CHARITABLE ACTIVITIES</u> | <u>EXPENSES</u> |
|---|-----------------|
| FOR EXPENSES RELATED TO THE INITIATIVE INTEGRATION DIRECTOR POSITION TO SUPPORT THE ADVANCEMENT OF THE FOSTER YOUTH EDUCATION FIELD. | \$ 100,000. |
| THE PROJECT TITLE IS WORKFORCE AND ORGANIZATIONAL DEVELOPMENT SPECIALIST AND IS A CHILD WELFARE CAE | |

2012

FEDERAL STATEMENTS

PAGE 5

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

STATEMENT 16
FORM 990-PF, PART IX-A, LINE 3
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

| <u>DIRECT CHARITABLE ACTIVITIES</u> | <u>EXPENSES</u> |
|--|-----------------|
| FOR EXPENSES RELATED TO THE WORKFORCE AND ORGANIZATIONAL DEVELOPMENT SPECIALIST POSITION TO SUPPORT THE ADVANCEMENT OF THE FOSTER YOUTH EDUCATION FIELD. | \$ 75,000. |

THE PROJECT TITLE IS EDUCATION EQUALS PARTNERSHIP COMMUNITY OF PRACTICE AND IS A CHILD WELFARE CAE

STATEMENT 17
FORM 990-PF, PART IX-A, LINE 4
SUMMARY OF DIRECT CHARITABLE ACTIVITIES

| <u>DIRECT CHARITABLE ACTIVITIES</u> | <u>EXPENSES</u> |
|--|-----------------|
| FOR EXPENSES RELATED TO THE TORONTO, ONTARIO SITE VISIT FROM MAY 22 TO MAY 24, 2012. | \$ 47,766. |

THIS INCLUDES GUESTS EXPENSES AND THE PROFESSIONAL SERVICES FEE OF MICHAEL FULLAN.

THIS WAS AN EDUCATION CAE

STATEMENT 18
FORM 990-PF, PART X, LINE 1E
REDUCTIONS CLAIMED FOR BLOCKAGE OR OTHER FACTORS

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| DESCRIPTION OF ASSET OR ASSET GROUP: | ALTERNATIVE INVESTMENTS |
| PERCENTAGE OF SECURITIES OUTSTANDING: | 78% |
| FMV OF ASSET PRIOR TO DISCOUNT: | \$ 353,338,608. |
| AMOUNT OF DISCOUNT CLAIMED: | \$ 53,000,791. |
| EXPLANATION OF WHY THE CLAIMED DISCOUNT IS APPROPRIATE IN THE VALUATION: | ALTERNATIVE INVESTMENTS INCLUDE LIMITED PARTNERSHIPS, LIMITED LIABILITY COMPANIES AND OFFSHORE INVESTMENT FUNDS. ALTHOUGH EACH INVESTMENT IS DIFFERENT, THE MAJORITY OF THE ALTERNATIVE INVESTMENTS START OUT FOR A 10-YEAR PERIOD WITH ONE-YEAR EXTENSION OPTIONS FOR ANOTHER TWO OR THREE YEARS. REDEMPTION TERMS AND RESTRICTIONS VARY BETWEEN EACH INVESTMENT. THE RESTRICTIONS INCLUDE LOCKUP PERIODS AND NOTIFICATION REQUIREMENTS. LIQUIDATION IS GENERALLY LIMITED TO A SALE TO THE FUND MANAGER OR TO DISTRIBUTIONS FROM THE FUND. |

STATEMENT 19
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

TELEPHONE:

E-MAIL ADDRESS:

FORM AND CONTENT:

CHRISTY PICHEL, PRESIDENT, STUART FDB

500 WASHINGTON ST., #800

SAN FRANCISCO, CA 94111

415-393-1551

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.

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

STATEMENT 20

GRANTS PAID DURING THE YEAR:

| ORGANIZATION NAME AND ADDRESS | PURPOSE OF GRANT | TAX STATUS | AMOUNT |
|--|------------------------|------------|---------|
| 24TH STREET THEATRE 1117 WEST 24TH STREET LOS ANGELES, CA 90007 | EDUCATION ENRICHMENT | 501C(3) | 25,000 |
| 826LA 12515 VENICE BOULEVARD VENICE, CA 90066 | EDUCATION ENRICHMENT | 501C(3) | 20,000 |
| A WORLD FIT FOR KIDS 678 S. LA FAYETTE PARK PLACE LOS ANGELES, CA 90057 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| ACCESS BOOKS PO BOX 64951 LOS ANGELES, CA 90064 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| ACME THEATRE COMPANY P.O. BOX 159 DAVIS, CA 95617 | DAVIS CAMPBELL | 501C(3) | 5,000 |
| ACTOR'S GANGIVY SUBSTATION 9070 VENICE BLVD. CULVER CITY, CA 90232 | EDUCATION ENRICHMENT | 501C(3) | 20,000 |
| ACTS OF SIMPLE KINDNESS P.O. BOX 1614 SUN CITY, AZ 85372 | MATCHING GRANT | 501C(3) | 500 |
| ALEXANDRIA HOUSE 426 S. ALEXANDRIA AVENUE LOS ANGELES, CA 90020 | EDUCATION ENRICHMENT | 501C(3) | 25,000 |
| ALL SOULS PARISH IN BERKELEY 2200 CEDAR STREET BERKELEY, CA 94709 | MATCHING GRANT | 501C(3) | 175 |
| ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BOULEVARD SUITE 550 LOS ANGELES, CA 90010-4111 | CHILD WELFARE | 501C(3) | 100,000 |
| ALTERNATIVES IN ACTION 1900 THIRD STREET ALAMEDA, CA 94501 | MATCHING GRANT | 501C(3) | 100 |
| AMARA PARENTING & ADOPTION SERVICES 3300 EAST UNION STREET SEATTLE, WA 98122 | ELBRIDGE H. STUART III | 501C(3) | 25,000 |
| AMERICA ACHIEVES 95 MORTON STREET NEW YORK, NY 10014 | EDUCATION | 501C(3) | 50,000 |

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| AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL STREET, 29TH FLOOR NEW YORK, NY 10005 | MATCHING GRANT | 501C(3) | 500 |
| AMERICAN INSTITUTES FOR RESEARCH 1000 THOMAS JEFFERSON STREET NW WASHINGTON, DC 20007-3835 | CHILD WELFARE | 501C(3) | 75,000 |
| AMERICAN INSTITUTES FOR RESEARCH 1000 THOMAS JEFFERSON ST NW WASHINGTON, DC 20007-3835 | EDUCATION | 501C(3) | 200,000 |
| API WELLNESS CENTER 730 POLK STREET, 4TH FLOOR SAN FRANCISCO, CA 94109 | MATCHING GRANT | 501C(3) | 420 |
| API WELLNESS CENTER 730 POLK STREET, 4TH FLOOR SAN FRANCISCO, CA 94109 | MATCHING GRANT | 501C(3) | 380 |
| API WELLNESS CENTER 730 POLK STREET, 4TH FLOOR SAN FRANCISCO, CA 94109 | MATCHING GRANT | 501C(3) | 100 |
| ARK ANIMAL RESCUE INC. P.O. BOX 4336 MISSION VIEJO, CA 92690 | MATCHING GRANT | 501C(3) | 1,000 |
| ARK ANIMAL RESCUE INC. P.O. BOX 4336 MISSION VIEJO, CA 92690 | MATCHING GRANT | 501C(3) | 700 |
| ARMORY CENTER FOR THE ARTS 145 NORTH RAYMOND AVENUE PASADENA, CA 91103 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| ARTWORXLA (FORMERLY HEART OF LA YOUTH) 1140 N. CITRUS AVENUE LOS ANGELES, CA 90038 | EDUCATION ENRICHMENT | 501C(3) | 30,000 |
| ASHWOOD WALDORF SCHOOL 1180 PARK STREET ROCKPORT, ME 4856 | MATCHING GRANT | 501C(3) | 2,000 |
| ASIAN PACIFIC COMMUNITY FUND OF SOUTHERN CALIFORNIA 1145 WILSHIRE BOULEVARD 1ST FLOOR LOS ANGELES, CA 90017 | MATCHING GRANT | 501C(3) | 600 |
| ASTRAEA FOUNDATION INC. 116 EAST 16TH STREET 7TH FLOOR NEW YORK, NY 10003 | MATCHING GRANT | 501C(3) | 300 |
| AUTISM HEARTS FOUNDATION 447 SUTTER STREET, SUITE 502 SAN FRANCISCO, CA 94108 | EMPLOYEE SERVICE AWARD | 501C(3) | 500 |

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| BIG BROTHERS BIG SISTERS OF GREATER LOS ANGELES 800 S. FIGUEROA ST, SUITE 620 LOS ANGELES, CA 90017 | MENTORING | 501C(3) | 30,000 |
| BIG BROTHERS/BIG SISTERS OF THE NORTH BAY, INC. 1618 SECOND STREET SAN RAFAEL, CA 94901 | DAVIS CAMPBELL | 501C(3) | 5,000 |
| BIG PICTURE LEARNING 325 PUBLIC STREET PROVIDENCE, RI 02905 | EDUCATION | 501C(3) | 120,000 |
| BIGHORN GOLF CLUB CHARITIES 255 PALOWET DRIVE PALM DESERT, CA 92260 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| BLUE ANGELS FOUNDATION 178 NETAS DR. PALM DESERT, CA 92260 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| BOOJUM INSTITUTE FOR EXPERIENTIAL EDUCATION 57705 RAMSEY ROAD ANZA, CA 92539 | LEADERSHIP | 501C(3) | 15,000 |
| BOOKENDS 2957 S. SEPULVEDA BLVD. LOS ANGELES, CA 90064 | EDUCATION ENRICHMENT | 501C(3) | 30,000 |
| BOOKWORM GARDENS, INC 1415 CAMPUS DRIVE SHEBOYGAN, WI 53081 | MATCHING GRANT | 501C(3) | 300 |
| BOY & GIRLS CLUB OF INDIAN RIVER COUNTY 1729 17TH AVENUE VERO BEACH, FL 32960 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| BOYS & GIRLS CLUB OF BURBANK & GREATER EAST VALLEY 2244 N. BUENA VISTA ST. BURBANK, CA 91504 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| BOYS & GIRLS CLUB OF HOLLYWOOD 850 N. CAHUENGA BOULEVARD HOLLYWOOD, CA 90038 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| BOYS & GIRLS CLUB OF HOLLYWOOD 850 N. CAHUENGA BOULEVARD HOLLYWOOD, CA 90038 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| BOYS & GIRLS CLUB OF SAN GABRIEL VALLEY 2740 MOUNTAIN VIEW ROAD PO BOX 4703 EL MONTE, CA 91734 | EDUCATION ENRICHMENT | 501C(3) | 8,000 |
| BOYS & GIRLS CLUB OF THE FOOTHILLS 600 S. SHAMROCK AVENUE MONROVIA, CA 91016 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |

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| BOYS & GIRLS CLUB OF VENICE 2232 LINCOLN BOULEVARD VENICE, CA 90291 | EDUCATION ENRICHMENT | 501C(3) | 25,000 |
| BOYS & GIRLS CLUB OF VENICE 2232 LINCOLN BOULEVARD VENICE, CA 90291 | CAPACITY BUILDING | 501C(3) | 20,000 |
| BOYS & GIRLS CLUBS OF THE LOS ANGELES HARBOR 1200 S. CABRILLO AVENUE SAN PEDRO, CA 90731 | EDUCATION ENRICHMENT | 501C(3) | 45,000 |
| BRESEE FOUNDATION 184 S. BIMINI PLACE LOS ANGELES, CA 90004 | EDUCATION ENRICHMENT | 501C(3) | 35,000 |
| BUILD 2385 BAY ROAD REDWOOD CITY, CA 94063 | YOUTH DEVELOPMENT | 501C(3) | 55,000 |
| CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012 | CAPACITY BUILDING | 501C(3) | 50,000 |
| CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012 | CAPACITY BUILDING | 501C(3) | 15,000 |
| CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012 | CAPACITY BUILDING | 501C(3) | 20,000 |
| CALIFORNIA BUSINESS FOR EDUCATION EXCELLENCE 2300 N STREET, SUITE 3 SACRAMENTO, CA 95816 | EDUCATION | 501C(3) | 150,000 |
| CALIFORNIA CASA ASSOCIATION 660 13TH STREET, SUITE 300 OAKLAND, CA 94612-1241 | CHILD WELFARE | 501C(3) | 150,000 |
| CALIFORNIA CHARTER SCHOOLS ASSOCIATION 250 EAST 1ST STREET SUITE 1000, LOS ANGELES, CA 90012 | CHILD WELFARE | 501C(3) | 150,000 |
| CALIFORNIA CONFERENCE FOR EQUALITY & JUSTICE 444 WEST OCEAN BOULEVARD SUITE 940 LONG BEACH, CA 90802 | LEADERSHIP | 501C(3) | 40,000 |
| CALIFORNIA DANCE INSTITUTE PO BOX 3027 VENICE, CA 90294 | EDUCATION ENRICHMENT | 501C(3) | 25,000 |

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| CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET, SUITE 305 SAN FRANCISCO, CA 94111 | EDUCATION | 501C (3) | 250,000 |
| CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET, SUITE 305 SAN FRANCISCO, CA 94111 | CHILD WELFARE | 501C (3) | 60,000 |
| CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET, SUITE 305 SAN FRANCISCO, CA 94111 | EDUCATION | 501C (3) | 425,000 |
| CALIFORNIA NETWORK OF CHILD ADVOCACY CENTERS 100 SYCAMORE AVENUE, MILL VALLEY, CA 94941 | CHILD WELFARE | 501C (3) | 50,000 |
| CALIFORNIA SCIENCE CENTER FOUNDATION 700 STATE DRIVE LOS ANGELES, CA 90037 | EDUCATION ENRICHMENT | 501C (3) | 25,000 |
| CALIFORNIA YOUTH CONNECTION 604 MISSION STREET, 9TH FLOOR SAN FRANCISCO, CA 94105 | CHILD WELFARE | 501C (3) | 100,000 |
| CALIFORNIA YOUTH CONNECTION 604 MISSION STREET, 9TH FLOOR SAN FRANCISCO, CA 94105 | MATCHING GRANT | 501C (3) | 300 |
| CALIFORNIA YOUTH CONNECTION 604 MISSION STREET, 9TH FLOOR SAN FRANCISCO, CA 94105 | MATCHING GRANT | 501C (3) | 100 |
| CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 5429 MADISON AVENUE SACRAMENTO, CA 95841 | EDUCATION | 501C (3) | 60,000 |
| CAMINO NUEVO CHARTER ACADEMY 3435 W. TEMPLE ST. LOS ANGELES, CA 90026 | EDUCATION ENRICHMENT | 501C (3) | 30,000 |
| CAMP KOREY 28901 NE CARNATION FARM ROAD CARNATION, WA 98014 | OTHER | 501C (3) | 10,000 |
| CAMP KOREY 28901 NE CARNATION FARM ROAD CARNATION, WA 98014 | ELBRIDGE H. STUART III | 501C (3) | 50,000 |
| CASA OF LOS ANGELES 201 CENTRE PLAZA DRIVE, ROOM 1100 MONTEREY PARK, CA 91754-2142 | CAPACITY BUILDING | 501C (3) | 20,000 |
| CASA YOUTH SHELTER 10911 REAGAN STREET P.O. BOX 216 LOS ALAMITOS, CA 90720 | LEADERSHIP | 501C (3) | 20,000 |

CLIENT 8216

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| CAUSE COMMUNICATIONS 12304 SANTA MONICA BLVD SUITE 201 LOS ANGELES, CA 90025-2591 | CAPACITY BUILDING | 501C(3) | 40,000 |
| CCS PARTNERSHIP 1400 K STREET, SUITE 205 SACRAMENTO, CA 95814 | DAVIS CAMPBELL | 501C(3) | 5,000 |
| CENTER FOR CHILDREN AND YOUTH JUSTICE 615 2ND AVENUE, SUITE 275 SEATTLE, WA 98104 | CHILD WELFARE | 501C(3) | 20,000 |
| CENTER FOR CUBAN STUDIES INC. 231 WEST 29TH STREET SUITE 401 NEW YORK, NEW YORK 10001 | MATCHING GRANT | 501C(3) | 2,000 |
| CENTER FOR EFFECTIVE PHILANTHROPY 675 MASSACHUSETTS AVENUE 7TH FLOOR CAMBRIDGE, MA 02139 | EDUCATION | 501C(3) | 200,000 |
| CENTER FOR EFFECTIVE PHILANTHROPY 675 MASSACHUSETTS AVENUE 7TH FLOOR CAMBRIDGE, MA 02139 | OTHER | 501C(3) | 50,000 |
| CENTER FOR TEACHING QUALITY 605 W MAIN STREET SUITE 207 CARRBORO, NC 27512 | EDUCATION | 501C(3) | 175,000 |
| CENTER FOR THE ARTS, EAGLE ROCK 2225 COLORADO BOULEVARD LOS ANGELES, CA 90041 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| CHILD AND FAMILY POLICY INSTITUTE 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833 | CHILD WELFARE | 501C(3) | 22,000 |
| CHILD AND FAMILY POLICY INSTITUTE 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833 | CHILD WELFARE | 501C(3) | 8,250 |
| CHILD WELFARE CAE 500 WASHINGTON STREET SUITE 800 SAN FRANCISCO, CA 94111 | CHILD WELFARE | INTERNAL TRANSFER | 500 |
| CHILD WELFARE CAE 500 WASHINGTON STREET SUITE 800 SAN FRANCISCO, CA 94111 | CHILD WELFARE | INTERNAL TRANSFER | 137,433.55 |

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| CHILD WELFARE CAE 500 WASHINGTON STREET SUITE 800 SAN FRANCISCO, CA 94111 | CHILD WELFARE | INTERNAL TRANSFER | 100,000 |
| CHILD WELFARE CAE 500 WASHINGTON STREET SUITE 800 SAN FRANCISCO, CA 94111 | CHILD WELFARE | INTERNAL TRANSFER | 15,000 |
| CHILD WELFARE CAE 500 WASHINGTON STREET SUITE 800 SAN FRANCISCO, CA 94111 | CHILD WELFARE | INTERNAL TRANSFER | 5,000 |
| CHILD WELFARE CAE 500 WASHINGTON STREET SUITE 800 SAN FRANCISCO, CA 94111 | CHILD WELFARE | INTERNAL TRANSFER | 75,000 |
| CHILD WELFARE INITIATIVE 5757 WILSHIRE BLVD, STE 448 LOS ANGELES, CA 90036 | CHILD WELFARE | 501C(3) | 50,000 |
| CHILDREN NOW 1404 FRANKLIN STREET SUITE 700 OAKLAND, CA 94612 | CHILD WELFARE | 501C(3) | 40,000 |
| CHILDREN NOW 1404 FRANKLIN STREET SUITE 700 OAKLAND, CA 94612 | EDUCATION | 501C(3) | 42,000 |
| CHILDREN NOW 1404 FRANKLIN STREET SUITE 700 OAKLAND, CA 94612 | EDUCATION | 501C(3) | 40,000 |
| CHILDREN NOW 1404 FRANKLIN STREET SUITE 700 OAKLAND, CA 94612 | EDUCATION | 501C(3) | 120,000 |
| CHILDREN NOW 1404 FRANKLIN STREET SUITE 700 OAKLAND, CA 94612 | EDUCATION | 501C(3) | 17,000 |
| CHILDREN UNITING NATIONS 6380 WILSHIRE BLVD. SUITE 1006 LOS ANGELES, CA 90048 | MENTORING | 501C(3) | 15,000 |
| CHILDREN'S NATURE INSTITUTE 1910 MAGNOLIA AVE LOS ANGELES, CA 90007 | EDUCATION ENRICHMENT | 501C(3) | 30,000 |
| CHILDREN'S SKIN DISEASE FOUNDATION 1600 SOUTH MAIN STREET SUITE #192 WALNUT CREEK, CA 94598 | EDUCATION ENRICHMENT | 501C(3) | 5,000 |

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| CHUCK GATES YOUTH GOLF ENDOWMENT PO BOX 326 KETCHUM, IDAHO 83340 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| CITY SCHOLARS FOUNDATION 611 WILSHIRE BOULEVARD SUITE 1109 LOS ANGELES, CA 90017 | CAPACITY BUILDING | 501C(3) | 25,000 |
| COLLEGE BOUND 17316 EDWARDS ROAD, SUITE 180 CERRITOS, CA 90703 | EDUCATION ENRICHMENT | 501C(3) | 25,000 |
| COLLEGE MATCH 719 GEORGINA AVENUE SANTA MONICA, CA 90402 | EDUCATION ENRICHMENT | 501C(3) | 35,000 |
| COLLEGE SUCCESS FOUNDATION 1605 NW SAMMAMISH ROAD SUITE 200 ISSAQUAH, WA 98027 | CHILD WELFARE | 501C(3) | 150,000 |
| COLLEGE SPRING 145 NATOMA STREET, FLOOR 3 SAN FRANCISCO, CA 94105 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| COMMUNITY CENTER FOR EDUCATION RESULTS 2100 24TH AVENUE SOUTH SUITE 340, SEATTLE, WA 98144-4645 | EDUCATION | 501C(3) | 150,000 |
| COMMUNITY COALITION 8101 SOUTH VERMONT AVENUE LOS ANGELES, CA 90044 | LEADERSHIP | 501C(3) | 35,000 |
| COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104-3229 | CHILD WELFARE | 501C(3) | 35,000 |
| COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104-3229 | CHILD WELFARE | 501C(3) | 165,000 |
| COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104-3229 | EDUCATION | 501C(3) | 150,000 |
| COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET SUITE 240, LOS ANGELES, CA 90012 | YOUTH DEVELOPMENT | 501C(3) | 50,000 |
| COMMUNITY SCHOOL FOR CREATIVE EDUCATION 2111 INTERNATIONAL BOULEVARD OAKLAND, CA 94606 | EDUCATION | 501C(3) | 175,000 |

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| COMMUNITY SCHOOLS COLLABORATION 137 SW 154TH STREET BURIEN, WA 98166 | MATCHING GRANT | 501C(3) | 500 |
| COMMUNITY SCHOOLS COLLABORATION 137 SW 154TH STREET BURIEN, WA 98166 | EDUCATION | 501C(3) | 100,000 |
| COMMUNITY SCHOOLS COLLABORATION 137 SW 154TH STREET BURIEN, WA 98166 | EDUCATION | 501C(3) | 200,000 |
| COMPTON JR. POSSE 453 W. CALDLWELL ST. COMPTON, CA 90220 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| CONGRESSIONAL COALITION ON ADOPTION INSTITUTE 311 MASSACHUSETTS AVENUE, NE WASHINGTON, DC 20002 | CHILD WELFARE | 501C(3) | 75,000 |
| CONNECTED: THE CALIFORNIA CENTER FOR COLLEGE AND CAREER 2150 SHATTUCK AVENUE SUITE 1200 BERKELEY, CA 94704 | EDUCATION | 501C(3) | 150,000 |
| CONSTITUTIONAL RIGHTS FOUNDATION 601 SOUTH KINGSLEY DRIVE LOS ANGELES, CA 90005 | LEADERSHIP | 501C(3) | 10,000 |
| CORNERSTONE THEATER COMPANY 708 TRACTION AVENUE LOS ANGELES, CA 90013 | EDUCATION ENRICHMENT | 501C(3) | 8,000 |
| DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER, NH 03755 | STUART LUCAS | 501C(3) | 10,000 |
| DASIE BRIDGEWATER HOPE CENTER 8445 64TH AVE. PO BOX 701483 WABASSO, FL 32970 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| DAVIS BRIDGE EDUCATIONAL FOUNDATION 1400 EAST EIGHTH STREET DAVIS, CA 95616 | DAVIS CAMPBELL | 501C(3) | 5,000 |
| DAVIS JOINT UNIFIED SCHOOL DISTRICT 526 B STREET DAVIS, CA 95616 | SCHOOL: PUBLIC/ DISTRICT/ DAVIS CAMPBELL UNIVERSITY | | 5,000 |
| DOMINICAN UNIVERSITY OF CALIFORNIA 50 ACACIA AVENUE SAN RAFAEL, CA 94901 | MATCHING GRANT | 501C(3) | 500 |

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| DOVETAIL LEARNING 825 GRAVENSTEIN HIGHWAY NORTH, SUITE 2 SEBASTOPOL, CA 95472 | EDUCATION | 501C (3) | 200,000 |
| DRAMATIC RESULTS 3308 LIME AVENUE SIGNAL HILL, CA 90755 | EDUCATION ENRICHMENT | 501C (3) | 40,000 |
| DRAWBRIDGE: AN ARTS PROGRAM FOR HOMELESS CHILDREN P.O. BOX 2698 SAN RAFAEL, CA 94912 | MATCHING GRANT | 501C (3) | 200 |
| DWIGHT STUART YOUTH FUND 9595 WILSHIRE BOULEVARD SUITE 21 BEVERLY HILLS, CA 90212 | DWIGHT L. STUART, JR. | INTERNAL TRANSFER | 90,000 |
| EARTH ISLAND INSTITUTE 1771 ALCATRAZ AVENUE BERKELEY, CA 94703 | MATCHING GRANT | 501C (3) | 100 |
| EAST BAY SPCA 8323 BALDWIN STREET OAKLAND, CA 94621 | CONNECTIONS | 501C (3) | 10,000 |
| EAST VALLEY BOYS & GIRLS CLUB PO BOX 248 4100 BALDWIN PARK BLVD. BALDWIN PARK, CA 91706 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| ECHO PARK FILM CENTER 1200 N. ALVARADO ST. LOS ANGELES, CA 90026 | EDUCATION ENRICHMENT | 501C (3) | 10,000 |
| EDSOURCE 436 14TH STREET, SUITE 723 OAKLAND, CA 94612 | EDUCATION | 501C (3) | 40,000 |
| EDSOURCE 436 14TH STREET, SUITE 723 OAKLAND, CA 94612 | EDUCATION | 501C (3) | 200,000 |
| EDUCARE FOUNDATION 16134 WYANDOTTE STREET VAN NUYS, CA 91406 | EDUCATION ENRICHMENT | 501C (3) | 20,000 |
| EDUCATING YOUNG MINDS 3325 WILSHIRE BLVD., SUITE 400 LOS ANGELES, CA 90010 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| EDUCATION CAE 500 WASHINGTON STREET SUITE 800, SAN FRANCISCO, CA 94111 | EDUCATION | INTERNAL TRANSFER | 72,763.65 |
| EDUCATION CAE 500 WASHINGTON STREE SUITE 800, SAN FRANCISCO, CA 94111 | EDUCATION | INTERNAL TRANSFER | 15,313.57 |

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| EDUCATION LEADERSHIP ADVISORY COUNCIL 500 WASHINGTON STREET SUITE 800 SAN FRANCISCO, CA 94111 | EDUCATION | INTERNAL TRANSFER | 5,452.37 |
| EDUCATION SECTOR INC. PO BOX 23350 SEATTLE, WA 98102 | EDUCATION | 501C (3) | 5,550 |
| EDUCATION TRUST 1725 K STREET, NW, SUITE 200 WASHINGTON, DC 20006 | EDUCATION | 501C (3) | 275,000 |
| EFFECTIVE EDUCATION SYSTEMS STUDY 500 WASHINGTON STREET SUITE 800 SAN FRANCISCO, CA 94111 | EDUCATION | INTERNAL TRANSFER | 261,410.34 |
| EL CENTRO DE ACCIÓN SOCIAL 37 EAST DEL MAR BOULEVARD PASADENA, CA 91105 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| ELEVATE YOUR GAME PO BOX 5281 COMPTON, CA 90224 | MENTORING | 501C (3) | 10,000 |
| ENVISION SCHOOLS 111 MYRTLE STREET SUITE 203 OAKLAND, CA 94607 | EDUCATION | 501C (3) | 100,000 |
| FAIRMOUNT ELEMENTARY SCHOOL PTA 65 CHENERY STREET, SAN FRANCISCO, CA 94131 | MATCHING GRANT | 501C (3) | 2,000 |
| FEED MY STARVING CHILDREN 401 93RD AVENUE NW COON RAPIDS, MN 55433 | MATCHING GRANT | 501C (3) | 100 |
| FIRST PLACE FOR YOUTH 426 17TH STREET, SUITE 100 OAKLAND, CA 94612 | EDUCATION ENRICHMENT | 501C (3) | 20,000 |
| FIRST PLACE FOR YOUTH 426 17TH STREET OAKLAND, CA 94612 | CHILD WELFARE | 501C (3) | 75,000 |
| FIRST STAR, INC. 10401 WYTON DRIVE LOS ANGELES, CA 90024 | CHILD WELFARE | 501C (3) | 25,000 |
| FLINTRIDGE CENTER 236 WEST MOUNTAIN STREET SUITE 106 PASADENA, CA 91103 | CAPACITY BUILDING | 501C (3) | 10,000 |
| FOOD BANK CONTRA COSTA AND SOLANO 4010 NELSON AVENUE CONCORD, CA 94520 | MATCHING GRANT | 501C (3) | 200 |

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| FOOD BANK OF YOLO COUNTY 1244 FORTNA AVENUE WOODLAND, CA 95776 | DAVIS CAMPBELL | 501C (3) | 5,000 |
| FOOD BANK OF YOLO COUNTY 1244 FORTNA AVENUE WOODLAND, CA 95776 | DAVIS CAMPBELL | 501C (3) | 7,500 |
| FOOD FOR THOUGHT P.O. BOX 1608 FORESTVILLE, CA 95436 | MATCHING GRANT | 501C (3) | 500 |
| FOOD FOR THOUGHT P.O. BOX 1608 FORESTVILLE, CA 95436 | MATCHING GRANT | 501C (3) | 1,000 |
| FORD THEATRE FOUNDATION 2580 CAHUENGA BOULEVARD EAST HOLLYWOOD, CA 90068 | CAPACITY BUILDING | 501C (3) | 25,000 |
| FOSTER YOUTH IN ACTION 500 WASHINGTON STREET 8TH FLOOR SAN FRANCISCO, CA 94111 | CHILD WELFARE | 501C (3) | 40,000 |
| FOSTERING MEDIA CONNECTIONS 182 2ND STREET, SUITE 400 SAN FRANCISCO, CA 94105 | EMPLOYEE SERVICE AWARD | 501C (3) | 1,000 |
| FOUNDATION CENTER 312 SUTTER STREET, SUITE 606 SAN FRANCISCO, CA 94108-4323 | OTHER | 501C (3) | 5,500 |
| FOUNDATION FOR ANGELMAN SYNDROME THERAPEUTICS 1918 SWEETBRIAR LANE DARIEN, IL 60561 | OTHER | 501C (3) | 5,000 |
| FOUNDATION FOR CALIFORNIA COMMUNITY COLLEGES 1102 Q STREET, SUITE 3500 SACRAMENTO, CA 95811 | CHILD WELFARE | 501C (3) | 100,000 |
| FOUNDATION FOR CALIFORNIA COMMUNITY COLLEGES 1102 Q STREET, SUITE 3500 SACRAMENTO, CA 95811 | CHILD WELFARE | 501C (3) | 10,000 |
| FOUNDATION FOR CALIFORNIA COMMUNITY COLLEGES 1102 Q STREET, SUITE 3500 SACRAMENTO, CA 95811 | CHILD WELFARE | 501C (3) | 100,000 |
| FOUNDATION FOR SANGER SCHOOLS 1905 7TH STREET SANGER, CA 93657 | EDUCATION | 501C (3) | 212,000 |
| FRANCIS W. PARKER SCHOOL 330 WEST WEBSTER CHICAGO, IL 60614 | STUART LUCAS | 501C (3) | 15,000 |

FREE ARTS FOR ABUSED CHILDREN
5301 BEETHOVEN STREET
SUITE 102
LOS ANGELES, CA 90066

EDUCATION ENRICHMENT

501C(3)

20,000

FRESNO COUNTY DEPARTMENT OF
SOCIAL SERVICES
P.O. BOX 1912
FRESNO, CA 93718-1912

CHILD WELFARE

GOVERNMENT
ENTITY

200,000

FRESNO REGIONAL FOUNDATION
5250 NORTH PALM AVENUE
SUITE 424
FRESNO, CA 93704

EDUCATION

501C(3)

240,000

FRIENDS OF THE FAMILY
15350 SHERMAN WAY
VAN NUYS, CA 91406

EDUCATION ENRICHMENT

501C(3)

45,000

FULFILLMENT FUND
6100 WILSHIRE BOULEVARD
SUITE 600
LOS ANGELES, CA 90048

EDUCATION ENRICHMENT

501C(3)

40,000

FULFILLMENT FUND
6100 WILSHIRE BOULEVARD
SUITE 600
LOS ANGELES, CA 90048

YOUTH DEVELOPMENT

501C(3)

40,000

FUREVER ANIMAL RESCUE
2687 CORNELIUS DRIVE
SAN PABLO, CA 94806-8602

EMPLOYEE SERVICE AWARD

501C(3)

2,500

GABRIELLA FOUNDATION
639 SOUTH COMMONWEALTH AVE
SUITE B
LOS ANGELES, CA 90005

EDUCATION ENRICHMENT

501C(3)

40,000

GANG ALTERNATIVES PROGRAM
309 W. OPP STREET
WILMINGTON, CA 90744

EDUCATION ENRICHMENT

501C(3)

15,000

GARDEN GROVE UNIFIED
SCHOOL DISTRICT
10331 STANFORD AVENUE
GARDEN GROVE, CA 92840

EDUCATION

SCHOOL: PUBLIC/
DISTRICT/
UNIVERSITY

120,000

GAY MEN'S CHORUS OF
LOS ANGELES
9056 SANTA MONICA BVLD
STE 300
WEST HOLLYWOOD, CA 90069

EDUCATION ENRICHMENT

501C(3)

15,000

GRANTMAKERS FOR EFFECTIVE
ORGANIZATIONS
1725 DESALES STREET, NW
SUITE 604
WASHINGTON, DC 20036

MEMBERSHIPS

501C(3)

5,175

GRANTMAKERS FOR EFFECTIVE
ORGANIZATIONS1725 DESALES STREET, NW
SUITE 604
WASHINGTON, DC 20036

MEMBERSHIPS

501C (3)

5,490

GRANTS MANAGERS NETWORK, INC.
1666 K STREET, NW
WASHINGTON, DC 20006

MEMBERSHIPS

501C (3)

1,750

GREATNONPROFITS
330 TWIN DOLPHIN DRIVE
SUITE 131
REDWOOD CITY, CA 94065

OTHER*

501C (3)

40,000

GREEN DOT PUBLIC SCHOOLS
1149 SOUTH HILL STREET
SUITE 600
LOS ANGELES, CA 90015

EDUCATION

501C (3)

50,000

GREENWAY ARTS ALLIANCE
544 NORTH FAIRFAX AVENUE
LOS ANGELES, CA 90036

EDUCATION ENRICHMENT

501C (3)

20,000

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

EDUCATION ENRICHMENT

501C (3)

10,000

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

EDUCATION ENRICHMENT

501C (3)

30,000

HEAL THE BAY
1444 9TH STREET
SANTA MONICA, CA 90401

EDUCATION ENRICHMENT

501C (3)

10,000

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

EDUCATION ENRICHMENT

501C (3)

50,000

HIGHLINE PUBLIC SCHOOLS
15675 AMBAUM BOULEVARD SW
BURIEN, WA 98166

EDUCATION

SCHOOL: PUBLIC/
DISTRICT/
UNIVERSITY

200,000

HOLLYWOOD ARTS COUNCIL
PO BOX 931056
HOLLYWOOD, CA 90093

EDUCATION ENRICHMENT

501C (3)

10,000

HOMEBOY INDUSTRIES
130 W. BRUNO STREET
LOS ANGELES, CA 90012

EDUCATION ENRICHMENT

501C (3)

25,000

HORIZONS FOUNDATION
550 MONTGOMERY STREET
SUITE 700
SAN FRANCISCO, CA 94111

MATCHING GRANT

501C (3)

4,985

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

CAPACITY BUILDING

501C (3)

9,000

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

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|--|----------------------|---|---------|
| I.E. COMMUNICATIONS 760 MARKET STREET SUITE 1067 SAN FRANCISCO, CA 94102 | CHILD WELFARE | NON-CHARITABLE (EXPENDITURE RESPONSIBILITY) | 60,000 |
| I.E. COMMUNICATIONS 760 MARKET STREET SUITE 1067 SAN FRANCISCO, CA 94102 | CHILD WELFARE | NON-CHARITABLE (EXPENDITURE RESPONSIBILITY) | 40,000 |
| IFOSTER 10049 MARTIS VALLEY ROAD UNIT C TRUCKEE, CA 96161 | CHILD WELFARE | 501C (3) | 50,000 |
| INDEPENDENT ORDER OF ODD FELLOWS 415 2ND STREET DAVIS, CA 95616 | DAVIS CAMPBELL | TAX EXEMPT | 5,000 |
| INDEPENDENT SECTOR 1602 L STREET NW SUITE 900 WASHINGTON, DC 20036 | MEMBERSHIPS | 501C (3) | 12,150 |
| INDEPENDENT SECTOR 1602 L STREET NW SUITE 900 WASHINGTON, DC 20036 | OTHER | 501C (3) | 15,000 |
| INNER CITY EDUCATION FOUNDATION 5150 WEST GOLDLEAF CIRCLE SUITE 401 LOS ANGELES, CA 90056 | EDUCATION | 501C (3) | 166,000 |
| INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021 | EDUCATION ENRICHMENT | 501C (3) | 40,000 |
| INSTITUTE FOR EDUCATIONAL LEADERSHIP 4301 CONNECTICUT AVENUE, NW SUITE 100 WASHINGTON, DC 20008 | EDUCATION | 501C (3) | 30,000 |
| INSTITUTE FOR EDUCATIONAL LEADERSHIP 4301 CONNECTICUT AVENUE, NW SUITE 100 WASHINGTON, DC 20008 | EDUCATION | 501C (3) | 115,000 |
| INSTITUTE FOR THE STUDY OF FAMILY, WORK, AND COMMUNITY 2150 SHATTUCK AVENUE SUITE 800 BERKELEY, CA 94704 | CHILD WELFARE | 501C (3) | 125,000 |

INSTITUTE FOR THE STUDY OF
FAMILY, WORK, AND COMMUNITY
2150 SHATTUCK AVENUE
SUITE 800
BERKELEY, CA 94704

CHILD WELFARE

501C(3)

215,000

JAZZ ASPEN SNOWMASS.
110 E. HALLAM ST.
SUITE 104
ASPEN, CO 81611

EDUCATION ENRICHMENT

501C(3)

10,000

JOHN GARDNER CENTER FOR
YOUTH AND THEIR COMMUNITIES
STANFORD UNIVERSITY LOCKBOX
P.O. BOX 44253
SAN FRANCISCO, CA 94144

EDUCATION

501C(3)

50,000

JUDICIAL COUNCIL OF
CALIFORNIA, ADMINISTRATIVE
OFFICE OF THE COURTS
455 GOLDEN GATE AVENUE
SAN FRANCISCO, CA 94102

CHILD WELFARE

GOVERNMENT
ENTITY

3,000

JUMPSTART
1625 WEST OLYMPIC BLVD.
SUITE 1050
LOS ANGELES, CA 90015

SCHOOL READINESS

501C(3)

25,000

JUNIOR STATE OF AMERICA
800 S. CLAREMONT STREET
SUITE 202
SAN MATEO, CA 94402

LEADERSHIP

501C(3)

20,000

K9 CONNECTION
1453 16TH STREET
SANTA MONICA, CA 90404

EDUCATION ENRICHMENT

501C(3)

10,000

KARE YOUTH LEAGUE
5150 FARNA AVENUE
PO BOX 662080
ARCADIA, CA 91066-2080

LEADERSHIP

501C(3)

25,000

KIDS IN SPORTS
3980 S. MENLO AVENUE,
SUITE 237
LOS ANGELES, CA 90037

EDUCATION ENRICHMENT

501C(3)

10,000

KQED INC.
2601 MARIPOSA STREET
SAN FRANCISCO, CA 94110

MATCHING GRANT

501C(3)

500

KYDS
7026 SOPHIA AVENUE
VAN NUYS, CA 91406

EDUCATION ENRICHMENT

501C(3)

10,000

LA COMMONS
4343 LEIMERT BOULEVARD
LOS ANGELES, CA 90008

EDUCATION ENRICHMENT

501C(3)

15,000

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|--|----------------------|------------|--------|
| LA SCORES 3685 MOTOR AVENUE SUITE 110 LOS ANGELES, CA 90034 | EDUCATION ENRICHMENT | 501C(3) | 25,000 |
| LA YOUTH 5967 W. 3RD STREET SUITE 301 LOS ANGELES, CA 90036 | EDUCATION ENRICHMENT | 501C(3) | 20,000 |
| LACER 1277 N. WILCOX AVENUE SUITE 2 HOLLYWOOD, CA 90038 | EDUCATION ENRICHMENT | 501C(3) | 20,000 |
| LAMBDA LEGAL DEFENSE AND EDUCATION FUND 120 WALL STREET 19TH FLOOR NEW YORK, NY 10005-3919 | OTHER | 501C(3) | 5,000 |
| LAMBDA LEGAL DEFENSE AND EDUCATION FUND 120 WALL STREET 19TH FLOOR NEW YORK, NY 10005-3919 | OTHER | 501C(3) | 10,000 |
| LARKIN STREET YOUTH SERVICES 701 SUTTER STREET FLOOR 2 SAN FRANCISCO, CA 94109 | MATCHING GRANT | TAX EXEMPT | 300 |
| LAS FAMILIAS DEL PUEBLO 307 EAST SEVENTH STREET LOS ANGELES, CA 90014 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| LAUGHTER FOR A CHANGE 3099 SUMAC RIDGE ROAD MALIBU, CA 90265 | EDUCATION ENRICHMENT | 501C(3) | 20,000 |
| LEADERSHIP LONG BEACH 743 ATLANTIC AVENUE LONG BEACH, CA 90813 | LEADERSHIP | 501C(3) | 30,000 |
| LEADERSHIP LONG BEACH 743 ATLANTIC AVENUE LONG BEACH, CA 90813 | MATCHING GRANT | 501C(3) | 400 |
| LEAGUE OF EDUCATION VOTERS FOUNDATION 2734 WESTLAKE AVENUE NORTH SEATTLE, WA 98109 | EDUCATION | 501C(3) | 60,000 |
| LEGACY CHARTER SCHOOL 4217 WEST 18TH STREET NORTH BUILDING, CHICAGO, IL 60623 | STUART LUCAS | 501C(3) | 15,000 |

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

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| LEGACY CHARTER SCHOOL 4217 WEST 18TH STREET NORTH BUILDING CHICAGO, IL 60623 | DAVIS CAMPBELL | 501C(3) | 7,500 |
| LEGACY LAHAZARD PARK ARMORY 1350 SAN PABLO ST. LOS ANGELES, CA 90033 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD SUITE 700 LOS ANGELES, CA 90048 | OTHER | 501C(3) | 25,000 |
| LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD. SUITE 700 LOS ANGELES, CA 90048 | OTHER | 501C(3) | 10,000 |
| LIBERTY HILL FOUNDATION 6420 WILSHIRE BOULEVARD SUITE 700 LOS ANGELES, CA 90024 | MATCHING GRANT | 501C(3) | 1,000 |
| LINCOLN HEIGHTS TUTORIAL PROGRAM 2618 WORKMAN STREET ROOM 13 LOS ANGELES, CA 90031 | EDUCATION ENRICHMENT | 501C(3) | 20,000 |
| LITTLE TOKYO SERVICE CENTER 231 E. THIRD STREET SUITE G106 LOS ANGELES, CA 90013 | MENTORING | 501C(3) | 40,000 |
| LONG BEACH B.L.A.S.T 737 PINE AVENUE, SUITE 201 LONG BEACH, CA 90813 | EDUCATION ENRICHMENT | 501C(3) | 20,000 |
| LONG BEACH NON-PROFIT PARTNERSHIP 4900 E. CONANT STREET LONG BEACH, CA 90808 | CAPACITY BUILDING | 501C(3) | 50,000 |
| LONG BEACH UNIFIED SCHOOL DISTRICT 1515 HUGHES WAY LONG BEACH, CA 90810 | EDUCATION | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 240,000 |
| LOS ANGELES AREA CHAMBER OF COMMERCE 350 S. BIXEL STREET LOS ANGELES, CA 90017 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| LOS ANGELES BOYS & GIRLS CLUB 2635 PASADENA AVENUE LOS ANGELES, CA 90031 | EDUCATION ENRICHMENT | 501C(3) | 40,000 |

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| LOS ANGELES BROTHERHOOD CRUSADE 200 EAST SLAUSON AVENUE LOS ANGELES, CA 90011 | EDUCATION | 501C(3) | 60,000 |
| LOS ANGELES CHAMBER BALLET 1222 S. WESTGATE SUITE 102 LOS ANGELES, CA 90025 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| LOS ANGELES CONSERVATION CORP PO BOX 15868 LOS ANGELES, CA 90015 | EDUCATION ENRICHMENT | 501C(3) | 40,000 |
| LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET SUITE 200 LOS ANGELES, CA 90017 | EDUCATION | 501C(3) | 6,500 |
| LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET SUITE 200 LOS ANGELES, CA 90017 | EDUCATION | 501C(3) | 350,000 |
| LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET SUITE 200, LOS ANGELES, CA 90017 | EDUCATION | 501C(3) | 125,000 |
| LOS ANGELES EDUCATION PARTNERSHIP 1055 WEST 7TH STREET SUITE 200 LOS ANGELES, CA 90017 | EDUCATION | 501C(3) | 150,000 |
| LOS ANGELES GAY & LESBIAN CENTER MCDONALD/WRIGHT BUILDING 1625 N. SCHRADER BOULEVARD LOS ANGELES, CA 90028 | MENTORING | 501C(3) | 50,000 |
| LOS ANGELES GAY AND LESBIAN COMMUNITY CENTER, INC. 1625 NORTH SCHRADER BOULEVARD LOS ANGELES, CA 90028-6213 | CHILD WELFARE | 501C(3) | 50,000 |
| LOS ANGELES MARITIME INSTITUTE BERTH 73, SUITE 2 SAN PEDRO, CA 90731 | EDUCATION ENRICHMENT | 501C(3) | 20,000 |
| LOS ANGELES OPERA 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012 | EDUCATION ENRICHMENT | 501C(3) | 20,000 |

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| LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| LOS ANGELES TEAM MENTORING 714 WEST OLYMPIC BOULEVARD SUITE 940 LOS ANGELES, CA 90015 | MENTORING | 501C (3) | 40,000 |
| LOS ANGELES YOUTH NETWORK PO BOX 988 LOS ANGELES, CA 90078 | EDUCATION ENRICHMENT | 501C (3) | 35,000 |
| LOYOLA LAW SCHOOL 919 ALBANY STREET LOS ANGELES, CA 90015 | CHILD WELFARE | 501C (3) | 30,000 |
| LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE UNIVERSITY HALL SUITE 2800 LOS ANGELES, CA 90045-2659 | CHILD WELFARE | 501C (3) | 75,000 |
| LUCIA MAR UNIFIED SCHOOL DISTRICT 602 ORCHARD STREET ARROYO GRANDE, CA 93420 | EDUCATION | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 240,000 |
| MAR VISTA FAMILY CENTER 5075 SLAUSON AVENUE CULVER CITY, CA 90230 | LEADERSHIP | 501C (3) | 50,000 |
| MAR VISTA FAMILY CENTER 5075 SLAUSON AVENUE CULVER CITY, CA 90230 | CAPACITY BUILDING | 501C (3) | 25,000 |
| MARISSA BERGER INTERACTIVE, INC. 1640 WHITMAN ROAD CONCORD, CA 94518 | CHILD WELFARE | NON-CHARITABLE (EXPENDITURE RESPONSIBILITY) | 10,000 |
| MILLS COLLEGE 5000 MACARTHUR BOULEVARD OAKLAND, CA 94613 | MATCHING GRANT | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 1,000 |
| MILLS COLLEGE 5000 MACARTHUR BOULEVARD OAKLAND, CA 94613 | MATCHING GRANT | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 1,000 |
| MONTEREY PENINSULA FOUNDATION 1 LOWER RAGSDALE DRIVE BLDG. 3, STE. 100 MONTEREY, CA 93940 | OTHER | 501C (3) | 10,000 |
| MOTIVATING OUR STUDENTS THROUGH EXPERIENCE 645 WEST 9TH STREET UNIT 110-376 LOS ANGELES, CA 90015 | MENTORING | 501C (3) | 10,000 |

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| MUCH LOVE ANIMAL RESCUE P.O. BOX 341721 LOS ANGELES, CA 90034 | MATCHING GRANT | 501C(3) | 3,000 |
| MUCH LOVE ANIMAL RESCUE P.O. BOX 341721, LOS ANGELES, CA 90034 | MATCHING GRANT | 501C(3) | 1,000 |
| MUCH LOVE ANIMAL RESCUE P.O. BOX 341721 LOS ANGELES, CA 90034 | MATCHING GRANT | 501C(3) | 1,600 |
| MUCH LOVE ANIMAL RESCUE P.O. BOX 341721 LOS ANGELES, CA 90034-1721 | EMPLOYEE SERVICE AWARD | 501C(3) | 2,500 |
| NATIONAL CENTER FOR FAMILY PHILANTHROPY 1101 CONNECTICUT AVENUE NW SUITE 220 WASHINGTON, DC 20036 | MEMBERSHIPS | 501C(3) | 1,500 |
| NATIONAL CENTER FOR YOUTH LAW 405 14TH STREET 15TH FLOOR OAKLAND, CA 94612-2701 | CHILD WELFARE | 501C(3) | 100,000 |
| NATIONAL CENTER FOR YOUTH LAW 405 14TH STREET 15TH FLOOR OAKLAND, CA 94612-2701 | CHILD WELFARE | 501C(3) | 50,000 |
| NATIONAL CHARITY LEAGUE INC. WESTSIDE CHAPTER 15332 ANTIOCH STREET SUITE 494 PACIFIC PALISADES, CA 90272 | MATCHING GRANT | 501C(3) | 2,000 |
| NATIONAL EQUITY PROJECT 1720 BROADWAY STREET, 4F OAKLAND, CA 94612-2114 | EDUCATION | 501C(3) | 125,000 |
| NATIONAL FORUM TO ACCELERATE MIDDLE GRADES REFORM INC. P.O. BOX 224 SAVOY, IL 61874 | EDUCATION | 501C(3) | 60,000 |
| NATIONAL MULTIPLE SCLEROSIS SOCIETY, NORTHERN CALIFORNIA 1700 OWENS STREET SUITE 190 SAN FRANCISCO, CA 94158 | MATCHING GRANT | 501C(3) | 400 |
| NATIONAL MULTIPLE SCLEROSIS SOCIETY, NORTHERN CALIFORNIA 1700 OWENS STREET SUITE 190 SAN FRANCISCO, CA 94158 | MATCHING GRANT | 501C(3) | 400 |

NATIONAL MULTIPLE
SCLEROSIS SOCIETY,
PACIFIC SOUTH COAST CHAPTER
12121 SCRIPPS SUMMIT DRIVE
SUITE 190
SAN DIEGO, CA 92131-4600

MATCHING GRANT

501C(3)

200

NATIONAL PUBLIC EDUCATION
SUPPORT FUND
1825 K STREET NW SUITE 400
WASHINGTON, DC 20006

MEMBERSHIPS

501C(3)

25,000

NEIGHBORHOOD YOUTH
ASSOCIATION
1016 PLEASANT VIEW AVENUE
VENICE, CA 90291

EDUCATION ENRICHMENT

501C(3)

15,000

NEIGHBORHOOD YOUTH
ASSOCIATION
1016 PLEASANT VIEW AVENUE
VENICE, CA 90291

EDUCATION ENRICHMENT

501C(3)

10,000

NEIGHBORHOOD YOUTH
ASSOCIATION
1016 PLEASANT VIEW AVENUE
VENICE, CA 90291

EDUCATION ENRICHMENT

501C(3)

35,000

NETWORK FOR TEACHING
ENTREPRENEURSHIP
350 S. BIXEL STREET
SUITE 280
LOS ANGELES, CA 90017

EDUCATION ENRICHMENT

501C(3)

30,000

NEW TEACHER CENTER
725 FRONT STREET
SANTA CRUZ, CA 95060

EDUCATION

501C(3)

250,000

NEXT GENERATION SCHOLARS
912 LOOTENS PLACE
1ST FLOOR
SAN RAFAEL, CA 94901

MATCHING GRANT

501C(3)

100

NORTHERN CALIFORNIA
GRANTMAKERS
625 MARKET STREET
3RD FLOOR
SAN FRANCISCO, CA 94105

MEMBERSHIPS

501C(3)

12,000

NPR FOUNDATION
635 MASSACHUSETTS AVENUE NW
WASHINGTON, DC 20001

STUART LUCAS

501C(3)

25,000

OAKLAND CHILDREN'S
FAIRYLAND INC.
699 BELLEVUE AVENUE
OAKLAND, CA 94610

CONNECTIONS

501C(3)

10,000

OAKLAND CHILDREN'S
FAIRYLAND INC.
699 BELLEVUE AVENUE
OAKLAND, CA 94610

MATCHING GRANT

501C(3)

800

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|---|------------------------|--|---------|
| OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612 | MATCHING GRANT | 501C(3) | 1,600 |
| OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612 | MATCHING GRANT | 501C(3) | 800 |
| OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612 | MATCHING GRANT | 501C(3) | 700 |
| OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612 | MATCHING GRANT | 501C(3) | 2,000 |
| OAKLAND UNIFIED SCHOOL DISTRICT TRANS PACIFIC CENTRE BLDG 1000 BROADWAY SUITE 450 OAKLAND, CA 94607 | EDUCATION | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 240,000 |
| OBERLIN DANCE COLLECTIVE 351 SHOTWELL STREET SAN FRANCISCO, CA 94110 | MATCHING GRANT | 501C(3) | 500 |
| ONE VOICE 1228 15TH STREET, SUITE C SANTA MONICA, CA 90404 | EDUCATION ENRICHMENT | 501C(3) | 30,000 |
| ORANGE COUNTY SUPERINTENDENT OF SCHOOLS 200 KALMUS DRIVE P.O. BOX 9050 COSTA MESA, CA 92628-9050 | CHILD WELFARE | GOVERNMENT ENTITY | 200,000 |
| OUR NEIGHBORHOOD HOMEWORK HOUSE PO BOX 0993 AZUSA, CA 91702 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| P.S. ARTS 1728 ABBOT KINNEY BLVD STE 101 VENICE, CA 90291 | EDUCATION ENRICHMENT | 501C(3) | 40,000 |
| PALISADES HIGH SCHOOL BOOSTER CLUB P.O. BOX 223 PACIFIC PALISADES, CA 90272 | MATCHING GRANT | 501C(3) | 500 |
| PALISADES HIGH SCHOOL BOOSTER CLUB P.O. BOX 223 PACIFIC PALISADES, CA 90272 | EMPLOYEE SERVICE AWARD | 501C(3) | 2,500 |
| PARA LOS NIÑOS 500 SOUTH LUCAS AVENUE LOS ANGELES, CA 90017-2002 | EDUCATION ENRICHMENT | 501C(3) | 40,000 |

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| PARENT REVOLUTION, INC. 315 WEST 9TH STREET, SUITE 1000 LOS ANGELES, CA 90015 | EDUCATION | 501C(3) | 50,000 |
| PARK SIDE ELEMENTARY SCHOOL 7450 BODEGA AVENUE SEBASTOPOL, CA 95472 | EMPLOYEE SERVICE AWARD | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 1,500 |
| PARTNERS IN SCHOOL INNOVATION 1060 TENNESSEE STREET 2ND FLOOR SAN FRANCISCO, CA 94107 | EDUCATION | 501C(3) | 150,000 |
| PARTNERSHIP SCHOLARS PROGRAM 14013 OLD HARBOR LANE #308 MARINA DEL REY, CA 90292 | MENTORING | 501C(3) | 20,000 |
| PEACE FIRST 865 S. FIGUEROA ST. #900 LOS ANGELES, CA 90017 | EDUCATION ENRICHMENT | 501C(3) | 40,000 |
| PEN CENTER USA PO BOX 6037 BEVERLY HILLS, CA 90212 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |
| PEOPLE RESOURCES INC. 40 NORTH EAST STREET SUITE C WOODLAND, CA 95776 | DAVIS CAMPBELL | 501C(3) | 12,500 |
| PETS ARE WONDERFUL SUPPORT-LOS ANGELES 1150 SOUTH HOPE STREET, #A LOS ANGELES, CA 90015 | MARK AUGENSTEIN | 501C(3) | 15,000 |
| PHILANTHROPY ROUNDTABLE 1730 M STREET NW SUITE 601 WASHINGTON, DC 20036 | MEMBERSHIPS | 501C(3) | 1,000 |
| PHILANTHROPY ROUNDTABLE 1730 M STREET NW SUITE 601 WASHINGTON, DC 20036 | OTHER | 501C(3) | 20,000 |
| PICO YOUTH & FAMILY CENTER 715 PICO BLVD. SANTA MONICA, CA 90405 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| PIVOT LEARNING PARTNERS 731 MARKET STREET SUITE 400 SAN FRANCISCO, CA 94103 | EDUCATION | 501C(3) | 50,000 |
| PIVOT LEARNING PARTNERS 731 MARKET STREET SUITE 400 SAN FRANCISCO, CA 94103 | EDUCATION | 501C(3) | 50,000 |

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| PIVOT LEARNING PARTNERS 731 MARKET STREET SUITE 400 SAN FRANCISCO, CA 94103 | EDUCATION | 501C (3) | 350,000 |
| PIVOT LEARNING PARTNERS 731 MARKET STREET SUITE 400 SAN FRANCISCO, CA 94103 | EDUCATION | 501C (3) | 250,000 |
| POLICY IMPACT 1130 K STREET, SUITE 250 SACRAMENTO, CA 95814 | EDUCATION | 501C (3) | 70,000 |
| POLICY INNOVATORS IN EDUCATION (PIE) NETWORK 110 5TH STREET NORTH SUITE 410 MINNEAPOLIS, MN 55403 | EDUCATION | 501C (3) | 100,000 |
| PRIDE 1450 ALLENFORD AVENUE LOS ANGELES, CA 90049 | EDUCATION ENRICHMENT | 501C (3) | 1,500 |
| PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD. SUITE 255 MISSION HILLS, CA 91345 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| PROJECT TOMORROW 15707 ROCKFIELD BLVD. SUITE 330 IRVINE, CA 92618 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| PUBLIC ADVOCATES, INC. 131 STEUART STREET SUITE 300 SAN FRANCISCO, CA 94105 | EDUCATION | 501C (3) | 60,000 |
| PUBLIC ADVOCATES, INC. 131 STEUART STREET SUITE 300 SAN FRANCISCO, CA 94105 | OTHER | 501C (3) | 2,500 |
| PUBLIC ADVOCATES, INC. 131 STEUART STREET SUITE 300 SAN FRANCISCO, CA 94105 | EDUCATION | 501C (3) | 200,000 |
| PUBLIC COUNSEL P.O. BOX 76900 LOS ANGELES, CA 90076-0900 | CHILD WELFARE | 501C (3) | 30,000 |
| PUBLIC COUNSEL P.O. BOX 76900, LOS ANGELES, CA 90076-0900 | CHILD WELFARE | 501C (3) | 100,000 |
| PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111 | EDUCATION | 501C (3) | 45,000 |

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| PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111 | EDUCATION | 501C (3) | 60,000 |
| PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO, CA 94111 | OTHER | 501C (3) | 10,000 |
| QUEER WOMEN OF COLOR MEDIA ARTS PROJECT 59 COOK STREET SAN FRANCISCO, CA 94118 | MATCHING GRANT | 501C (3) | 500 |
| RAINIER SCHOLARS 2100 24TH AVENUE SOUTH SUITE 360 SEATTLE, WA 98144 | YOUTH DEVELOPMENT | 501C (3) | 50,000 |
| READING PARTNERS 605 W. OLYMPIC BLVD SUITE 805 LOS ANGELES, CA 90015 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| READING TO KIDS 1600 SAWTELLE BOULEVARD, #210 LOS ANGELES, CA 90025 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| RED HEN PRESS PO BOX 40820 PASADENA, CA 91114 | EDUCATION ENRICHMENT | 501C (3) | 10,000 |
| REDWOOD EMPIRE FOOD BANK 3320 INDUSTRIAL DRIVE SANTA ROSA, CA 95403 | MATCHING GRANT | 501C (3) | 500 |
| REDWOOD EMPIRE FOOD BANK 3320 INDUSTRIAL DRIVE SANTA ROSA, CA 95403 | MATCHING GRANT | 501C (3) | 500 |
| REEL GRRLS INC. 1409 21ST AVENUE SEATTLE, WA 98122 | YOUTH DEVELOPMENT | 501C (3) | 50,000 |
| RILEY'S PLACE 800 RUNNYMEDE ROAD WOODSIDE, CA 94062 | CONNECTIONS | 501C (3) | 10,000 |
| RONALD MCDONALD HOUSE CHARITIES OF THE CENTRAL VALLEY, INC. 9161 RANDALL WAY MADERA, CA 93636 | MATCHING GRANT | 501C (3) | 1,000 |
| ROSELAND SCHOOL DISTRICT 1934 BIWANA DRIVE SANTA ROSA, CA 95407 | EMPLOYEE SERVICE AWARD | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 3,500 |

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| RUTH ASAWA SAN FRANCISCO SCHOOL OF THE ARTS 555 PORTOLA DRIVE SAN FRANCISCO, CA 94134 | EMPLOYEE SERVICE AWARD | 501C(3) | 1,000 |
| SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003 | CHILD WELFARE | GOVERNMENT ENTITY | 200,000 |
| SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003 | CHILD WELFARE | GOVERNMENT ENTITY | 125,000 |
| SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003 | CHILD WELFARE | GOVERNMENT ENTITY | 125,000 |
| SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003 | CHILD WELFARE | GOVERNMENT ENTITY | 75,000 |
| SAN FRANCISCO AIDS FOUNDATION 1035 MARKET STREET SUITE 400 SAN FRANCISCO, CA 94103 | MATCHING GRANT | 501C(3) | 250 |
| SAN FRANCISCO DEPUTY SHERIFFS' ASSOCIATION FOUNDATION INC. 460 BRANNAN STREET SUITE 77650 SAN FRANCISCO, CA 94107 | OTHER | 501C(3) | 1,000 |
| SAN FRANCISCO FOUNDATION 225 BUSH STREET, SUITE 500 SAN FRANCISCO, CA 94104 | MATCHING GRANT | 501C(3) | 10,000 |
| SAN FRANCISCO MUSEUM OF MODERN ART 151 THIRD STREET SAN FRANCISCO, CA 94103 | MATCHING GRANT | 501C(3) | 180 |
| SAN FRANCISCO SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 201 ALABAMA STREET SAN FRANCISCO, CA 94103 | CONNECTIONS | 501C(3) | 10,000 |
| SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO CA 94102-4585 | EMPLOYEE SERVICE AWARD | TAX EXEMPT | 500 |
| SAN FRANCISCO UNIFIED SCHOOL DISTRICT 350 HARBOR ROAD SAN FRANCISCO, CA 94124 | GRANT | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 200 |

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| SAN FRANCISCO UNIFIED SCHOOL DISTRICT 500 MANSEL STREET SAN FRANCISCO, CA 94134 | MATCHING GRANT | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 100 |
| SAN FRANCISCO WOMEN AGAINST RAPE 3543 18TH STREET, #7 SAN FRANCISCO, CA 94110 | MATCHING GRANT | 501C (3) | 1,000 |
| SAN FRANCISCO WOMEN'S CENTERS 3543 18TH STREET, #8 SAN FRANCISCO, CA 94110 | MATCHING GRANT | 501C (3) | 100 |
| SAN FRANCISCO ZEN CENTER 300 PAGE STREET, SAN FRANCISCO, CA 94102 | MATCHING GRANT | CHURCH / CATHOLIC CHARITY | 500 |
| SANGER UNIFIED SCHOOL DISTRICT 1905 7TH STREET SANGER, CA 93657 | EDUCATION | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 240,000 |
| SANTA CECILIA ORCHESTRA 2759 WEST BROADWAY LOS ANGELES, CA 90041 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| SCHOOL ON WHEELS PO BOX 23371 VENTURA, CA 93002 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| SEARCH TO INVOLVE PILIPINO AMERICANS 3200 W. TEMPLE ST. LOS ANGELES, CA 90026 | EDUCATION ENRICHMENT | 501C (3) | 25,000 |
| SEBASTOPOL COMMUNITY CULTURAL CENTER P.O. BOX 2028 SEBASTOPOL, CA 95473 | MATCHING GRANT | 501C (3) | 200 |
| SHAKESPEARE CENTER OF LOS ANGELES 1238 WEST FIRST STREET LOS ANGELES, CA 90026 | EDUCATION ENRICHMENT | 501C (3) | 25,000 |
| SIERRA NEVADA COLLEGE 999 TAHOE BOULEVARD INCLINE VILLAGE, NV 89451 | ELBRIDGE H. STUART III | 501C (3) | 5,000 |
| SILICON VALLEY EDUCATION FOUNDATION 1400 PARKMOOR AVENUE SUITE 200 SAN JOSE, CA 95126 | EDUCATION | 501C (3) | 56,000 |
| SKIRBALL CULTURAL CENTER 2701 W. SEPULVEDA LOS ANGELES, CA 90049 | EDUCATION ENRICHMENT | 501C (3) | 30,000 |

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

SONOMA VALLEY
MENTORING ALLIANCE, INC.
P.O. BOX 721
SONOMA, CA 95476

YOUTH DEVELOPMENT

501C (3)

60,000

SOUTHEAST ASIAN
COMMUNITY ALLIANCE
970 N. BROADWAY
SUITE 209
LOS ANGELES, CA 90012

LEADERSHIP

501C (3)

1,000

SOUTHEAST ASIAN
COMMUNITY ALLIANCE
970 N. BROADWAY, SUITE 209
LOS ANGELES, CA 90012

LEADERSHIP

501C (3)

25,000

SOUTHERN CALIFORNIA
GRANTMAKERS
1000 NORTH ALAMEDA STREET
SUITE 230
LOS ANGELES, CA 90012

MEMBERSHIPS

501C (3)

6,450

SPARK
251 RHODE ISLAND ST.
SUITE 205
SAN FRANCISCO, CA 94103

MENTORING

501C (3)

15,000

SPARK
2130 FILLMORE STREET
SUITE 243
SAN FRANCISCO, CA 94115

MATCHING GRANT

501C (3)

500

SPARK
2130 FILLMORE STREET
SUITE 243
SAN FRANCISCO, CA 94115

MATCHING GRANT

501C (3)

235

SRI INTERNATIONAL
333 RAVENSWOOD AVENUE
BS-376
MENLO PARK, CA 94025-3493

EDUCATION

501C (3)

50,000

ST. ANNE'S FINANCE
DEPARTMENT
155 NORTH OCCIDENTAL
BOULEVARD
LOS ANGELES, CA 90026

CHILD WELFARE

501C (3)

45,000

ST. ELIZABETH CATHOLIC
CHURCH
449 HOLYOKE STREET
SAN FRANCISCO, CA 94134

EMPLOYEE SERVICE AWARD

501C (3)

500

STAND FOR THE SILENT
6918 W. 128TH STREET
PERKINS, OK 74059

EDUCATION ENRICHMENT

501C (3)

50,000

STANFORD UNIVERSITY
STANFORD UNIVERSITY LOCKBOX
P.O. BOX 44253
SAN FRANCISCO, CA 94144

EDUCATION

501C (3)

100,000

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

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|---|------------------------|---|--------|
| STANFORD UNIVERSITY SCHOOL OF EDUCATION STANFORD UNIVERSITY LOCKBOX P.O. BOX 44253 SAN FRANCISCO, CA 94111 | EDUCATION | 501C (3) | 2,000 |
| STANFORD UNIVERSITY SCHOOL OF EDUCATION STANFORD UNIVERSITY LOCKBOX P.O. BOX 44253 SAN FRANCISCO, CA 94144 | EDUCATION | 501C (3) | 60,000 |
| STEP UP WOMEN'S NETWORK 510 S. HEWITT ST. #111 LOS ANGELES, CA 90013 | EDUCATION ENRICHMENT | 501C (3) | 10,000 |
| STEWARDS OF CHANGE 100 CENTERSHORE ROAD CENTERPORT, NY 11721 | CHILD WELFARE | NON-CHARITABLE (EXPENDITURE RESPONSIBILITY) | 40,000 |
| STRIVE 9124 S. MAIN STREET LOS ANGELES, CA 90003 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| SUMMER SEARCH 500 SANSOME STREET SUITE 350 SAN FRANCISCO, CA 94111 | YOUTH DEVELOPMENT | 501C (3) | 60,000 |
| TAKING THE REINS 3919 1/2 RIGALI AVENUE LOS ANGELES, CA 90039 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| TAPROOT FOUNDATION 1000 N. ALAMEDA STREET LOS ANGELES, CA 90012 | CAPACITY BUILDING | 501C (3) | 80,000 |
| TECHNOLOGY AFFINITY GROUP INC. 23 BRIAR ROAD WAYNE, PA 19087 | MEMBERSHIPS | 501C (3) | 650 |
| THE CENTER LONG BEACH 2017 EAST FOURTH ST. LONG BEACH, CA 90814-1001 | MENTORING | 501C (3) | 25,000 |
| THE CHILDREN'S HOSPITAL CENTRAL CALIFORNIA FOUNDATION 9300 VALLEY CHILDRENS PLACE-PC 17 MADERA, CA 93636 | MATCHING GRANT | 501C (3) | 1,000 |
| THE HISTORY THEATRE INC. 30 10TH STREET EAST SAINT PAUL, MN 55101 | EMPLOYEE SERVICE AWARD | 501C (3) | 1,500 |
| THE MOCKINGBIRD SOCIETY 2100 24TH AVENUE SUITE 240 SEATTLE, WA 98144 | CHILD WELFARE | 501C (3) | 85,000 |

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

THE PARASOL TAHOE
COMMUNITY FOUNDATION, INC.
948 INCLINE WAY
INCLINE VILLAGE, NV 89451

ELBRIDGE H. STUART III

501C(3)

10,000

THE RAPE FOUNDATION
1223 WILSHIRE BOULEVARD
SUITE 410
SANTA MONICA, CA 90403

CHILD WELFARE

501C(3)

60,000

THE UNIVERSITY CORPORATION
SAN FRANCISCO STATE
1600 HOLLOWAY AVENUE
SAN FRANCISCO, CA 94132

MATCHING GRANT

501C(3)

200

THEATRE OF HEARTS/
YOUTH FIRST
672 S. LAFAYETTE PARK PLACE
SUITE 47
LOS ANGELES, CA 90057

EDUCATION ENRICHMENT

501C(3)

15,000

THINK TOGETHER
2100 EAST 4TH STREET
SUITE 200
SANTA ANA, CA 92705

EDUCATION ENRICHMENT

501C(3)

20,000

TIDES CENTERWOMEN'S
COMMUNITY CLINIC
1833 FILLMORE STREET
3RD FLOOR
SAN FRANCISCO, CA 94115

MATCHING GRANT

501C(3)

200

TIDES CENTER
1014 TORNEY AVENUE
SAN FRANCISCO, CA 94129

CHILD WELFARE

501C(3)

60,000

TOLT CONGREGATIONAL CHURCH
P.O. BOX 447
CARNATION, WA 98014-0447

LEGACY GRANTS

501C(3)

50,000

TOMORROW'S AERONAUTICAL
MUSEUM
961 W. ALONDRA BLVD.
COMPTON, CA 90220

CAPACITY BUILDING

501C(3)

10,000

TREEHOUSE
2100 24TH AVENUE SOUTH
SUITE 200
SEATTLE, WA 98144-4632

CHILD WELFARE

501C(3)

150,000

TRUST SOUTH LA
4331 S. MAIN STREET
LOS ANGELES, CA 90037

LEADERSHIP

501C(3)

20,000

TRUSTEES OF BOSTON
UNIVERSITY
595 COMMONWEALTH AVENUE
SUITE 700 WEST ENTRANCE
BOSTON, MA 02215

MATCHING GRANT

501C(3)

500

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| TRUSTEES OF BOSTON UNIVERSITY 595 COMMONWEALTH AVENUE SUITE 700 WEST ENTRANCE BOSTON, MA 02215 | MATCHING GRANT | 501C(3) | 500 |
| UNCOMMON GOOD 425 BERKELEY AVENUE CLAREMONT, CA 91711 | EDUCATION ENRICHMENT | 501C(3) | 25,000 |
| UNIVERSITY OF CALIFORNIA DAVIS, SCHOOL OF EDUCATION UC DAVIS CONFERENCE CENTER (2ND FLOOR) ONE SHIELDS AVENUE DAVIS, CA 95616-5270 | CHILD WELFARE | 501C(3) | 60,000 |
| UNIVERSITY OF CALIFORNIA DAVIS, SCHOOL OF EDUCATION CASHIER'S OFFICE P.O. BOX 989062 WEST SACRAMENTO, CA 95798 | CHILD WELFARE | 501C(3) | 17,000 |
| UNIVERSITY OF CALIFORNIA DAVIS, SCHOOL OF EDUCATION 3251 BEACON BLVD. WEST SACRAMENTO, CA 95691 | EDUCATION | 501C(3) | 50,000 |
| UNIVERSITY OF CALIFORNIA DAVIS, SCHOOL OF EDUCATION CASHIER'S OFFICE P.O. BOX 989062 WEST SACRAMENTO, CA 95798 | EDUCATION | 501C(3) | 375,000 |
| UNIVERSITY OF CALIFORNIA, AT BERKELEY CENTER FOR SOCIAL SERVICES RESEARCH SCHOOL OF SOCIAL WELFARE 120 HAVILAND HALL UNIVERSITY OF CALIFORNIA AT BERKELEY BERKELEY, CA 94720-7400 | CHILD WELFARE | 501C(3) | 250,000 |
| UNIVERSITY OF CALIFORNIA, AT BERKELEY CENTER FOR SOCIAL SERVICES RESEARCH AVC-FINANCE & CONTROLLER 2195 HEARST AVENUE ROOM 130 BERKELEY, CA 94720-1103 | CHILD WELFARE | 501C(3) | 15,000 |
| UNIVERSITY OF CALIFORNIA, AT BERKELEY CENTER FOR SOCIAL SERVICES RESEARCH AVC-FINANCE & CONTROLLER 2195 HEARST AVENUE ROOM 130 BERKELEY, CA 94720-1103 | CHILD WELFARE | 501C(3) | 150,000 |

UNIVERSITY OF CALIFORNIA,
BERKELEY FOUNDATION
ATTN: MATCHING GIFT UNIT
2080 ADDISON STREET
#4200
BERKELEY, CA 94720-4200

GRANT

SCHOOL: PUBLIC/
DISTRICT/
UNIVERSITY

100

UNIVERSITY OF CALIFORNIA,
BERKELEY FOUNDATION
ATTN: MATCHING GIFT UNIT
2080 ADDISON STREET
#4200
BERKELEY, CA

MATCHING GRANT

SCHOOL: PUBLIC/
DISTRICT/
UNIVERSITY

200

UNIVERSITY OF CALIFORNIA,
DAVIS UC DAVIS ARBORETUM
ONE SHIELDS AVENUE
DAVIS, CA 95616

DAVIS CAMPBELL

501C(3)

10,000

UNIVERSITY OF CALIFORNIA,
DAVIS UC DAVIS ARBORETUM
ONE SHIELDS AVENUE
DAVIS, CA 95616

DAVIS CAMPBELL

501C(3)

10,000

UNIVERSITY OF CHICAGO
1427 EAST 60TH STREET
CHICAGO, IL 60637

CHILD WELFARE

501C(3)

150,000

UNIVERSITY OF WASHINGTON
SCHOOL OF SOCIAL WORK
PARTNERS FOR OUR CHILDREN
BOX 359476
SEATTLE, WA 98195

CHILD WELFARE

SCHOOL: PUBLIC/
DISTRICT/
UNIVERSITY

100,000

UNIVERSITY OF WASHINGTON
SCHOOL OF SOCIAL WORK
P.O. BOX 359476
SEATTLE, WA 98195-9476

CHILD WELFARE

SCHOOL: PUBLIC/
DISTRICT/
UNIVERSITY

200,000

VENICE ARTS
1702 LINCOLN BLVD.
VENICE, CA 90291

EDUCATION ENRICHMENT

501C(3)

15,000

VENICE COMMUNITY
HOUSING CORPORATION
720 ROSE AVENUE
VENICE, CA 90291-2710

EDUCATION ENRICHMENT

501C(3)

15,000

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

EDUCATION ENRICHMENT

501C(3)

15,000

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

EDUCATION ENRICHMENT

501C(3)

15,000

WALNUT CREEK EDUCATION
FOUNDATION
PO BOX 186
WALNUT CREEK, CA 94597

MATCHING GRANT

501C(3)

300

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

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| WASHINGTON STATE CASA 1700 7TH AVENUE, SUITE 116 PMB 169 SEATTLE, WA 98101 | CHILD WELFARE | 501C(3) | 100,000 |
| WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481 | STUART LUCAS | 501C(3) | 5,000 |
| WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481 | STUART LUCAS | 501C(3) | 20,000 |
| WEST SACRAMENTO EARLY COLLEGE PREPATORY CHARTER SCHOOL INC. 1504 FALLBROOK STREET WEST SACRAMENTO, CA 95691 | DAVIS CAMPBELL | 501C(3) | 10,000 |
| WESTED 300 LAKESIDE DRIVE 25TH FLOOR OAKLAND, CA 94612 | EDUCATION | GOVERNMENT ENTITY | 135,000 |
| WESTED 4665 LAMPSON AVENUE LOS ALAMITOS, CA 90720 | CHILD WELFARE | GOVERNMENT ENTITY | 150,000 |
| WESTED 4665 LAMPSON AVENUE LOS ALAMITOS, CA 90720 | EDUCATION | GOVERNMENT ENTITY | 100,000 |
| WESTED 4665 LAMPSON AVENUE LOS ALAMITOS, CA 90720 | EDUCATION | GOVERNMENT ENTITY | 60,000 |
| WESTED 4665 LAMPSON AVENUE LOS ALAMITOS, CA 90720 | EDUCATION | GOVERNMENT ENTITY | 250,000 |
| WESTED 1000 G STREET, SUITE 500 SACRAMENTO, CA 95814 | CHILD WELFARE | GOVERNMENT ENTITY | 100,000 |
| WESTMARK SCHOOL 5461 LOUISE AVENUE ENCINO, CA 91316 | EDUCATION ENRICHMENT | 501C(3) | 5,000 |
| WOODCRAFT RANGERS 1625 W. OLYMPIC BLVD. STE 800 LOS ANGELES, CA 90015 | EDUCATION ENRICHMENT | 501C(3) | 15,000 |
| WOUNDED WARRIOR PROJECT INC. 4899 BELFORT ROAD SUITE 300 JACKSONVILLE, FL 32256 | MATCHING GRANT | 501C(3) | 700 |
| WYLY COMMUNITY ARTS CENTER PO BOX 4707 BASALT, CO 81621 | EDUCATION ENRICHMENT | 501C(3) | 10,000 |

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| YMCA OF GREATER LONG BEACH 525 EAST 7TH STREET LONG BEACH, CA 90813 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| YOLO FAMILY RESOURCE CENTER 828 COURT STREET WOODLAND, CA 95695 | DAVIS CAMPBELL | 501C (3) | 2,500 |
| YOUTH LAW CENTER 200 PINE STREET, SUITE 300 SAN FRANCISCO, CA 94104 | CHILD WELFARE | 501C (3) | 50,000 |
| YOUTH MENTORING CONNECTION 1818 S. WESTERN AVENUE SUITE 505 LOS ANGELES, CA 90006 | MENTORING | 501C (3) | 20,000 |
| YOUTH POLICY INSTITUTE 13630 VAN NUYS BLVD SUITE 101 PACOIMA, CA 91331 | EDUCATION ENRICHMENT | 501C (3) | 35,000 |
| YOUTH RADIO 1701 BROADWAY AVENUE OAKLAND, CA 94612 | YOUTH DEVELOPMENT | 501C (3) | 50,000 |
| YOUTH SPEAK COLLECTIVE 444 SOUTH BRAND BLVD #201 SAN FERNANDO, CA 91340 | LEADERSHIP | 501C (3) | 15,000 |
| YOUTH SPEAKS, INC. 1663 MISSION STREET SUITE 604 SAN FRANCISCO, CA 94103 | YOUTH DEVELOPMENT | 501C (3) | 15,000 |
| YOUTHCARE 2500 NE 54TH STREET SEATTLE, WA 98105 | MATCHING GRANT | 501C (3) | 250 |
| YWCA PASADENA-FOOTHILL VALLEY 1015 NORTH LAKE AVENUE SUITE 205 PASADENA, CA 91104 | EDUCATION ENRICHMENT | 501C (3) | 15,000 |
| YWCA SANTA MONICA / WESTSIDE 2019 14TH STREET SANTA MONICA, CA 90405 | LEADERSHIP | 501C (3) | 25,000 |
| ALLIANCE FOR EDUCATION 509 OLIVE WAY, SUITE 500 SEATTLE, WA 98101-2556 | EDUCATION | 501C (3) | -15,662.86 |
| CHILD AND FAMILY POLICY INSTITUTE 1331 GARDEN HIGHWAY SACRAMENTO, CA 95833 | CHILD WELFARE | 501C (3) | -1,435.61 |

CHILD AND FAMILY POLICY
INSTITUTE1331 GARDEN HIGHWAY
SACRAMENTO, CA 95833

CHILD WELFARE

501C(3)

-5,219.50

EAST CONTRA COSTA COUNTY
HOMELESS ANIMAL LIFELINE
ORGANIZATIONP.O. BOX 2011
ANTIOCH, CA 94531

CONNECTIONS

501C(3)

-10,000

EDUCATION DEVELOPMENT
CENTER, INC.55 CHAPEL STREET
NEWTON, MA 02458

EDUCATION

501C(3)

-167.62

UNIVERSITY OF WASHINGTON
COLLEGE OF EDUCATION222 MILLER, BOX 353600
SEATTLE, WA 98195-3600

EDUCATION

SCHOOL: PUBLIC/
DISTRICT/
UNIVERSITY

-296.03

WESTED

4665 LAMPSON AVENUE
LOS ALAMITOS, CA 90720

EDUCATION

GOVERNMENT
ENTITY

-311.31

TOTAL

20,096,321

STATEMENT 21 GRANTS APPROVED FOR FUTURE PAYMENT

| ORGANIZATION NAME AND ADDRESS | PURPOSE OF GRANT | TAX STATUS | AMOUNT |
|---|------------------|---|---------|
| CA COURT APPOINTED SPECIAL ADVOCATE ASSOC 660 13TH STREET, SUITE 300 OAKLAND, CA 94612-1241 | CHILD WELFARE | 501C(3) | 25,000 |
| CALIFORNIA YOUTH CONNECTION 604 MISSION STREET, 9TH FLOOR SAN FRANCISCO, CA 94105 | CHILD WELFARE | 501C(3) | 50,000 |
| CENTER FOR EFFECTIVE PHILANTHROPY, INC 675 MASSACHUSETTS AVENUE 7TH FLOOR CAMBRIDGE, MA 02139 | OTHER | 501C(3) | 100,000 |
| FENTON COMMUNICATIONS, INC 182 SECOND STREET, SUITE 400 SAN FRANCISCO, CA 94105 | CHILD WELFARE | NON-CHARITABLE (EXPENDITURE RESPONSIBILITY) | 25,142 |
| FOUNDATION FOR CALIFORNIA COMM COLLEGES 1102 Q STREET, SUITE 3500 SACRAMENTO, CA 95811 | CHILD WELFARE | 501C(3) | 125,000 |
| FRESNO REGIONAL FOUNDATION 5250 NORTH PALM AVENUE SUITE 424, FRESNO, CA 93704 | EDUCATION | 501C(3) | 120,000 |
| GARDEN GROVE UNIFIED SCHOOL DISTRICT 10331 STANFORD AVENUE GARDEN GROVE, CA 92840 | EDUCATION | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 120,000 |
| LONG BEACH UNIFIED SCHOOL DISTRICT 1515 HUGHES WAY LONG BEACH, CA 90810 | EDUCATION | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 120,000 |
| NATIONAL CENTER FOR YOUTH LAW 405 14TH STREET, 15TH FLOOR OAKLAND, CA 94612-2701 | CHILD WELFARE | 501C(3) | 100,000 |
| OAKLAND UNIFIED SCHOOL DISTRICT 4551 STEELE STREET OAKLAND, CA 94619 | EDUCATION | SCHOOL: PUBLIC/ DISTRICT/ UNIVERSITY | 120,000 |
| REGENTS OF THE UNIVERSITY OF CA, DAVIS CASHIER'S OFFICE P.O. BOX 989062 WEST SACRAMENTO, CA 95798-9062 | CHILD WELFARE | 501C(3) | 8,500 |
| THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET, SUITE 305 SAN FRANCISCO, CA 94111 | EDUCATION | 501C(3) | 425,000 |
| UC DAVIS SCHOOL OF EDUCATION | | | |

2012

FEDERAL SUPPLEMENTAL INFORMATION

PAGE 38

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

11/06/13

09 28AM

UC DAVIS CONFERENCE CENTER
(2ND FLOOR)
ONE SHIELDS AVENUE
DAVIS, CA 95616-5270

CHILD WELFARE

501C(3)

15,000

UNIVERSITY OF CHICAGO
1427 EAST 60TH STREET
CHICAGO, IL 60637

CHILD WELFARE

501C(3)

600,000

UNIVERSITY OF WASHINGTON
P.O. BOX 359476
SEATTLE, WA 98195-9476

CHILD WELFARE

SCHOOL:PUBLIC/
DISTRICT/
UNIVERSITY

300,000

TOTAL

2,253,642

11/06/13

09 28AM

STATEMENT 22

SECURITIES SCHEDULE - BEGINNING AND ENDING OF YEAR BOOK VALUE AND ENDING FAIR MARKET VALUE

| DESCRIPTION | TYPE SEE BELOW | COST OR MARKET | BEGINNING OF YEAR BOOK VALUE | ENDING OF YEAR BOOK VALUE | ENDING OF YEAR FMV |
|---------------------------------------|----------------------|-------------------|------------------------------------|---------------------------------|--------------------------|
| 1 LONGLEAF SMALL CAP | 6 | MARKET | 10040191.42 | 10799299.79 | 11664356.77 |
| 2 VANGUARD ENERGY | 6 | MARKET | 10673899.23 | 14198317.30 | 14632725.56 |
| DOMESTIC EQUITIES SUBTOTAL | | | 20714090.65 | 24997617.09 | 26297082.33 |
| 3 SILCHESTER | 6 | MARKET | 24911546.13 | 26801151.13 | 29011347.13 |
| INTERNATIONAL EQUITIES SUBTOTAL | | | 24911546.13 | 26801151.13 | 29011347.13 |
| 4 ACTIS | 6 | MARKET | 2809613.86 | 3932016.81 | 5110016.81 |
| 5 ADAGE | 6 | MARKET | 29176907.44 | 32921669.75 | 42476882.82 |
| 6 ANCHORAGE | 6 | MARKET | 11350027.00 | 11350027.00 | 15817341.82 |
| 7 AUDAX | 6 | MARKET | 32698.37 | 25206.42 | 24935.42 |
| 8 AXIOM | 6 | MARKET | 1500029.00 | 2485187.00 | 2552993.00 |
| 9 AZENTUS GLOBAL OPPORTUNITIES | 6 | MARKET | 4718529.73 | 4339586.48 | 4694702.52 |
| 10 CAMCAP RESOURCES OFFSHORE | 6 | MARKET | 5000000.00 | 0.00 | 0.00 |
| 11 CANYON | 6 | MARKET | 4000000.00 | 4000000.00 | 8132777.00 |
| 12 CD&R | 6 | MARKET | 5544316.00 | 6734343.00 | 8506404.00 |
| 13 CEDAR ROCK CAPITAL PARTNERS LLC | 6 | MARKET | 12330535.00 | 12827573.00 | 15719257.00 |
| 14 CERBERUS II | 6 | MARKET | 3707332.64 | 3452472.32 | 3357555.32 |
| 15 CERBERUS III | 6 | MARKET | 4321155.31 | 3433270.79 | 2880028.79 |
| 16 CERBERUS IV | 6 | MARKET | 10919126.50 | 8205602.03 | 9038536.48 |
| 17 CHEROKEE | 6 | MARKET | 105255.00 | 122931.00 | 110255.00 |
| 18 CONVEXITY | 6 | MARKET | 11675818.08 | 6660799.18 | 15863616.60 |
| 19 CONVEXITY S&P 500 CLASS G | 6 | MARKET | 10000000.00 | 10000000.00 | 13042207.86 |
| 20 DEERFIELD | 6 | MARKET | 8146283.89 | 7507155.98 | 10422858.16 |
| 21 DEERFIELD PRIVATE | 6 | MARKET | 1876662.10 | 2137289.14 | 3038469.85 |
| 22 DOUBLELINE OPPOURTUNISTIC | 6 | MARKET | 0.00 | 11006550.38 | 12071042.61 |
| 23 ETON PARK | 6 | MARKET | 15000000.00 | 7317392.33 | 8452702.07 |
| 24 FARALLON/FCOI II | 6 | MARKET | 4753928.91 | 4753928.91 | 14454063.63 |
| 25 FLAG III | 6 | MARKET | -645014.80 | -748371.21 | 351149.70 |
| 26 FLAG IV | 6 | MARKET | 1623851.85 | 1444025.70 | 1800552.86 |
| 27 FORTRESS CREDIT OPPORTUNITIES | 6 | MARKET | 2923843.48 | 2411833.76 | 2857011.76 |
| 28 GRAHAM PARTNERS II, LP | 6 | MARKET | 692613.01 | 729250.71 | 992306.00 |
| 29 GRAHAM PARTNERS III, LP | 6 | MARKET | 249738.39 | 521238.22 | 614032.00 |
| 30 HIGHFIELDS IV LP | 6 | MARKET | 14499101.00 | 13440063.00 | 10511084.00 |
| 31 INDUS ASIA | 6 | MARKET | 8112381.76 | 3112381.76 | 6343003.84 |
| 32 LEGACY | 6 | MARKET | 5193436.00 | 5193436.00 | 4322364.00 |
| 33 LIGHTSPEED | 6 | MARKET | 1047985.75 | 874284.56 | 970140.14 |
| 34 MD SASS III | 6 | MARKET | 757801.57 | 0.00 | 0.00 |
| 35 MORGENTHAUER VII | 6 | MARKET | 1020930.75 | 789434.45 | 693644.45 |
| 36 MPM BIOVENTURES II | 6 | MARKET | 802726.65 | 874785.65 | 1164113.65 |
| 37 NEA 08 | 6 | MARKET | 389594.76 | 361286.76 | 195598.00 |
| 38 NEA 09 | 6 | MARKET | 622553.95 | 542670.95 | 347320.95 |
| 39 NEA 10 | 6 | MARKET | 1201574.10 | 1035689.30 | 909038.30 |
| 40 NEWPORT ASIA | 6 | MARKET | 9899100.00 | 10305050.00 | 14866823.00 |
| 41 OAK HILL II | 6 | MARKET | 4638753.45 | 3497576.52 | 1544776.85 |

2012

FEDERAL SUPPLEMENTAL INFORMATION

PAGE 40

CLIENT 8216

ELBRIDGE STUART FOUNDATION
DBA STUART FOUNDATION

20-0882784

11/06/13

09 28AM

| | | | | | | |
|----------------------------------|------------------------------------|---|--------|--------------|--------------|--------------|
| 42 | OCM OPP III | 6 | MARKET | 940243.00 | 2698943.00 | 3174315.00 |
| 43 | OCM OPP IV | 6 | MARKET | 2904.00 | 2905.00 | 3184.00 |
| 44 | OCM OPPORTUNITIES VI | 6 | MARKET | 1176954.00 | 852452.00 | 794874.00 |
| 45 | OCM PRINCIPAL II | 6 | MARKET | 808206.35 | 456011.35 | 34444.00 |
| 46 | OCM PRINCIPAL IV | 6 | MARKET | 2634027.41 | 2098840.41 | 2458788.41 |
| 47 | OCM/GFI II | 6 | MARKET | 1931230.00 | 1391998.00 | 896480.00 |
| 48 | PALO ALTO ENERGY LIQUIDATING | 6 | MARKET | 292942.99 | 292942.99 | 33581.71 |
| 49 | PASSPORT GLOBAL SERIES 34 | 6 | MARKET | 268816.96 | 268816.96 | 75522.80 |
| 50 | PASSPORT GLOBAL SERIES 56 | 6 | MARKET | 152578.96 | 152578.96 | 48825.49 |
| 51 | PAUL ROYALTY | 6 | MARKET | 1680376.03 | 992192.62 | 1087960.15 |
| 52 | PAUL ROYALTY FUND II | 6 | MARKET | 201742.89 | 203797.49 | 167960.83 |
| 53 | PAUL VII | 6 | MARKET | 969128.28 | 842618.49 | 814529.98 |
| 54 | PERRY | 6 | MARKET | 449482.22 | 322349.24 | 614048.65 |
| 55 | PIMCO DISTRESSED | 6 | MARKET | 14189018.70 | -8620.44 | 2107.56 |
| 56 | RAPTOR PRIVATE | 6 | MARKET | 525786.99 | 263092.69 | 261448.23 |
| 57 | RESERVOIR | 6 | MARKET | 16000000.00 | 16000000.00 | 18244556.00 |
| 58 | SEMINOLE OFFSHORE | 6 | MARKET | 8605917.46 | 5605917.46 | 10854699.63 |
| 59 | SEVIN ROSEN 08 | 6 | MARKET | 512152.00 | 382943.91 | 657198.91 |
| 60 | SEVIN ROSEN 09 | 6 | MARKET | 1508649.36 | 1454281.82 | 979514.82 |
| 61 | SPINNAKER | 6 | MARKET | 12545467.87 | 7954475.38 | 7954475.38 |
| 62 | SPO | 6 | MARKET | 15515608.00 | 18180973.00 | 21704840.00 |
| 63 | SUN IV | 6 | MARKET | 1997724.98 | 1835329.98 | 2801564.98 |
| 64 | SUN OFFSHORE | 6 | MARKET | 1884181.94 | 1236319.94 | 1404123.94 |
| 65 | TAO SPV | 6 | MARKET | 201601.31 | 92395.33 | 800172.42 |
| 66 | TCV IV | 6 | MARKET | 765361.54 | 630100.54 | 196044.54 |
| 67 | TENASKA | 6 | MARKET | 3551949.00 | 3482198.00 | 3726381.00 |
| 68 | TIFF REALTY AND RESOURCES | 6 | MARKET | 1016241.00 | 1230050.00 | 1356990.00 |
| 69 | TPF II | 6 | MARKET | 5118643.00 | 5133895.00 | 5863285.00 |
| 70 | VALUEACT | 6 | MARKET | 10000000.00 | 10000000.00 | 20547196.00 |
| 71 | VENTURE INVESTMENT ASSOC. V | 6 | MARKET | 1305984.00 | 1342379.00 | 1529888.00 |
| ALTERNATIVE INVESTMENTS SUBTOTAL | | | | 306752110.74 | 272989815.77 | 353338607.69 |
| 72 | BNY HAMILTON/NT INSTL FDS 12041 | 6 | MARKET | 10773000.68 | 34438105.75 | 34438105.75 |
| 73 | PIMCO SHORT TERM 12042 | 6 | MARKET | 6822439.98 | 6916826.61 | 6939439.56 |
| SHORT TERM INVESMENT ACCOUNT | | | | 17595440.66 | 41354932.36 | 41377545.31 |
| SECURITIES TOTAL | | | | 369973188.18 | 366143516.35 | 450024582.46 |

TYPES OF INVETMENTS:

6 OTHER INVESTMENTS. MUTUAL FUNDS FALL INTO "OTHER INVESTMENTS."