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Form **990-PF**

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

OMB No 1545-0052

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

A Employer identification number

VODAFONE AMERICAS FOUNDATION**20-5900761**

Number and street (or P O box number if mail is not delivered to street address)

999 18TH STREET, SUITE

Room/suite

1750

B Telephone number (see instructions)

303-293-5900

City or town, state, and ZIP code

DENVER**CO 80202**

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, col (c),

line 16) **\$ 20,832,241**J Accounting method ☐ Cash ☒ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis)

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 (attach schedule)	24,115			
	2	Check ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	176	176	176	
	4	Dividends and interest from securities	582,145	582,145	582,145	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	877,843			
	b	Gross sales price for all assets on line 6a	877,843			
	7	Capital gain net income (from Part IV, line 2)		877,843		
	8	Net short-term capital gain			243,049	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	1,484,279	1,460,164	825,370	
	13	Compensation of officers, directors, trustees, etc	139,327			139,327
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	31,409			31,409
	16a	Legal fees (attach schedule) SEE STMT 1	158			158
	b	Accounting fees (attach schedule) STMT 2	51,440			40,440
	c	Other professional fees (attach schedule) STMT 3	83,473	22,692		56,297
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	-22,761			36,851
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	13,115			
	21	Travel, conferences, and meetings	2,090			2,090
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	109,398			109,398
	24	Total operating and administrative expenses. Add lines 13 through 23	407,649	22,692	0	415,970
	25	Contributions, gifts, grants paid	1,145,893			1,036,923
	26	Total expenses and disbursements. Add lines 24 and 25	1,553,542	22,692	0	1,452,893
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-69,263			
	b	Net investment income (if negative, enter -0-)		1,437,472		
	c	Adjusted net income (if negative, enter -0-)			825,370	

For Paperwork Reduction Act Notice, see instructions.

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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	91,761	283,289	283,289	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				0
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	491	1,813	1,813	
	10a Investments – U.S. and state government obligations (attach schedule) STMT 6	6,847,302	7,055,881	7,055,881	
	b Investments – corporate stock (attach schedule) SEE STMT 7	12,803,142	13,491,258	13,491,258	
	c Investments – corporate bonds (attach schedule)				
	11 Investments – land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶				
	15 Other assets (describe ▶ SEE STATEMENT 8)	175,000			
	16 Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	19,917,696	20,832,241	20,832,241	
Liabilities	17 Accounts payable and accrued expenses	87,946	41,160		
	18 Grants payable	823,300	884,970		
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ▶ SEE STATEMENT 9)	77,626	9,837		
	23 Total liabilities (add lines 17 through 22)	988,872	935,967		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☒				
	24 Unrestricted	18,928,824	19,896,274		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)	18,928,824	19,896,274		
	31 Total liabilities and net assets/fund balances (see instructions)	19,917,696	20,832,241		

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	18,928,824
2 Enter amount from Part I, line 27a	2	-69,263
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	1,036,713
4 Add lines 1, 2, and 3	4	19,896,274
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	19,896,274

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 243,049			243,049
b 634,794			634,794
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			243,049
b			634,794
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	877,843
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	243,049

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,638,677	20,808,920	0.078749
2010	1,120,095	19,930,507	0.056200
2009	1,273,324	18,258,384	0.069739
2008	2,025,850	21,755,287	0.093120
2007	2,940,709	25,219,324	0.116605

2 Total of line 1, column (d)	2	0.414413
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	0.082883
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	20,462,746
5 Multiply line 4 by line 3	5	1,696,014
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,375
7 Add lines 5 and 6	7	1,710,389
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	1,452,893

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	28,749
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	28,749
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	28,749
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	30,391
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	785
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	31,176
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,427
11	Enter the amount of line 10 to be Credited to 2013 estimated tax 2,427 Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) CO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► VODAFONE AMERICAS, INC. 999 18TH STREET, SWT, SUITE 1750 Located at ► DENVER	Telephone no ► 303-293-5900 CO ZIP+4 ► 80202		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15		► ☐
16	At any time during calendar year 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	Yes ☐	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ► 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 **0**

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	20,445,539
b	Average of monthly cash balances	1b	327,009
c	Fair market value of all other assets (see instructions)	1c	1,813
d	Total (add lines 1a, b, and c)	1d	20,774,361
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	20,774,361
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	311,615
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,462,746
6	Minimum investment return. Enter 5% of line 5	6	1,023,137

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

1	Minimum investment return from Part X, line 6	1	1,023,137
2a	Tax on investment income for 2012 from Part VI, line 5	2a	28,749
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	28,749
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	994,388
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	994,388
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	994,388

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	1,452,893
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,452,893
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,452,893

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				994,388
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,720,255			
b From 2008	954,236			
c From 2009	372,847			
d From 2010	140,161			
e From 2011	618,568			
f Total of lines 3a through e	3,806,067			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,452,893				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				994,388
e Remaining amount distributed out of corpus	458,505			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,264,572			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
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)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,720,255			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,544,317			
10 Analysis of line 9				
a Excess from 2008	954,236			
b Excess from 2009	372,847			
c Excess from 2010	140,161			
d Excess from 2011	618,568			
e Excess from 2012	458,505			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed
JUNE SUGIYAMA 925-210-3870
275 SHORELINE DRIVE, SUITE 400 REDWOOD CITY CA 94065

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 12

c Any submission deadlines
NONE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 13

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED SCHEDULE				
Total			▶ 3a	
b Approved for future payment SEE STATEMENT 14				884,970
Total			▶ 3b	884,970

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

VODAFONE AMERICAS FOUNDATION

Employer identification number

20-5900761

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

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

Form 990-PF

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

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

VODAFONE AMERICAS FOUNDATION

Employer identification number

20-5900761

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	VODAFONE GROUP ENTERPRISES, INC. VODAFONE GROUP ENTERPRISES, INC. 275 SHORELINE DRIVE SUITE 400 SAN MATEO CA 94065	\$ 13,115	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	VODAFONE AMERICAS INC. VODAFONE AMERICAS INC. 999 18TH ST. SUITE 1750 DENVER CO 80202	\$ 11,000	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

VODAFONE AMERICAS FOUNDATION

Employer identification number

20-5900761**Part II** **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	RENT ALLOCATION	\$ 13,115	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ACCOUNTING SERVICES	\$ 11,000	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LEGAL FEES	\$ 158	\$	\$	\$ 158
TOTAL	\$ 158	\$ 0	\$ 0	\$ 158

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING AND AUDITING	\$ 51,440	\$	\$	\$ 40,440
TOTAL	\$ 51,440	\$ 0	\$ 0	\$ 40,440

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROFESSIONAL SERVICES-OTHER INVESTMENT MANAGEMENT FEES	\$ 60,781 22,692	\$ 22,692	\$	\$ 56,297
TOTAL	\$ 83,473	\$ 22,692	\$ 0	\$ 56,297

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
DEFERRED EXCISE TAX	\$ -67,789	\$	\$	\$
PAYROLL TAXES	13,851			13,851
CURRENT EXCISE TAX	31,177			23,000
TOTAL	\$ -22,761	\$ 0	\$ 0	\$ 36,851

Federal Statements

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Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
WIRELESS INNOVATION PROJECT	70,034			70,034
LODGING	11,184			11,184
M & E 100%	4,927			4,927
TRANSPORTATION	11,604			11,604
OTHER OFFICE EXPENSE	561			561
TELEPHONE CHARGES	3,432			3,432
BANK FEES	225			225
MEMBERSHIPS	2,180			2,180
FEES & LICENSES	5,251			5,251
TOTAL	\$ 109,398	\$ 0	\$ 0	\$ 109,398

Federal Statements

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Statement 6 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BARCLAYS US DEBT INDEX FUND	\$ 6,847,302	\$ 7,055,881	MARKET	\$ 7,055,881
TOTAL	\$ 6,847,302	\$ 7,055,881		\$ 7,055,881

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MSCI EMERGING MARKETS FREE B	\$ 966,922	\$ 1,060,426	MARKET	\$ 1,060,426
BARCLAYS EAFE EQUITY INDEX FUND	2,899,270	3,172,172	MARKET	3,172,172
BARCLAYS EQUITY INDEX FUND	6,942,790	7,121,264	MARKET	7,121,264
BARCLAYS RUSSELL 2000 ALPHA	1,994,160	2,137,396	MARKET	2,137,396
TOTAL	\$ 12,803,142	\$ 13,491,258		\$ 13,491,258

Federal Statements**Statement 8 - Form 990-PF, Part II, Line 15 - Other Assets**

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

Statement 9 - Form 990-PF, Part II, Line 22 - Other Liabilities

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
DEFERRED EXCISE TAXES PAYABLE	\$ 77,626	\$ 9,837
TOTAL	\$ 77,626	\$ 9,837

Statement 10 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
ESTIMATED UNREALIZED GAINS FROM INVESTMENTS	\$ 1,036,713
TOTAL	\$ 1,036,713

Federal Statements

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

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
PETERS SUH 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
MEGAN DOBERNECK 999 18TH STREET, SWT, #1750 DENVER CO 80202	SECRETARY	3.00	0	0	0
ARUN SARIN 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
WILLIAM KEEVER 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
JUNE SUGIYAMA 999 18TH STREET, SWT, #1750 DENVER CO 80202	EXEC. DIREC.	40.00	139,327	34,861	8,934
PETER BARRY 999 18TH STREET, SWT, #1750 DENVER CO 80202	PRESIDENT	1.00	0	0	0
PAUL MARTIN 999 18TH STREET, SWT, #1750 DENVER CO 80202	TREASURER	3.00	0	0	0
LYNN OLIVER 999 18TH STREET, SWT, #1750 DENVER CO 80202	ASSIT. SECR.	1.00	0	0	0
FAY ARJOMANDI 999 18TH STREET, SWT, #1750 DENVER CO 80202	PRESIDENT	1.00	0	0	0

60550 Vodafone Americas Foundation
20-5900761
FYE: 12/31/2012

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

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ANNA DEVINE 999 18TH STREET, SWT, #1750 DENVER CO 80202	TREASURER	1.00	0	0	0

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

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

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

NONE

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

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

Federal Statements

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

Name		Address		Relationship	Status	Purpose	Amount
MASS INSTITUTE OF TECH.		32 VASSAR STREET	32-G414				
CAMBRIDGE MA 02139	N/A	509(A)(1)				WIRELESS INNOVATION PROJECT	216,680
UC REGENTS		UCLA ELECTRICAL ENG. DEPT					
LOS ANGELES CA 90095	N/A	509(A)(1)				WIRELESS INNOVATION PROJECT	116,600
MASSACHUSETTS GENERAL HOSPITAL		175 CAMBRIDGE ST.					
BOSTON MA 02114	N/A	501(C)(3)				WIRELESS INNOVATION PROJECT	33,360
ZERO DIVIDE		425 BUSH STREET					
SAN FRANCISCO CA 94108	N/A	501(C)(3)				WIRELESS INNOVATION PROJECT	10,000
UNIVERSITY OF CALIFORNIA, RIVERSIDE		900 UNIVERSITY AVE					
RIVERSIDE CA 92507	N/A	509(A)(1)				WIRELESS INNOVATION PROJECT	250,000
STANFORD UNIVERSITY		318 CAMPUS DRIVE WEST					
STANFORD CA 94305	N/A	509(A)(1)				WIRELESS INNOVATION PROJECT	166,650
INVENTURE		2253 THIRD AVENUE					
NEW YORK NY 10035	N/A	509(A)(1)				WIRELESS INNOVATION PROJECT	66,680
CODE FOR AMERICA		155 9TH ST.					
SAN FRANCISCO CA 94117	N/A	501(C)(3)				WIRELESS INNOVATION PROJECT	25,000
TOTAL							884,970

Grants Made by Program Area

January 1 – December 31, 2012
1/10/2013

Organization and Project Grant Amount	Grant No. Ref. o.	Payment Date	Payment Amount	Tax Status
<u>Arts</u>				
Colorado Ballet 1278 Lincoln St. Denver, CO 80203 <i>For education and outreach programs</i>	7119	5/24/2012	\$10,000.00	509(a)(2)
		Total Arts (1 item)	\$10,000.00	
<u>Civic Participation</u>				
Groundwork Denver 2740 W. 28 th Ave. Denver, CO 80211 <i>General operating support/Lost check replacement. Original Grant 12/31/11</i>	7040	1/1/2012	\$5,000.00	509(a)(1)
Groundwork Denver 2740 W. 28 th Ave. Denver, CO 80211 <i>General operating support</i>	7208	11/29/2012	\$5,000.00	509(a)(1)
		Total Civic Participation (2 items)	\$10,000.00	
<u>Director's Match</u>				
AIDS LifeCycle 1035 Market St., Suite 400 San Francisco, CA 94103 <i>Directors Match</i>	7113	5/8/2012	\$1,500.00	509(a)(1)
The Athenian School 2100 Mt. Diablo Scenic Blvd. Danville, CA 94506-2002 <i>Director's Match</i>	7068	3/16/2012	\$1,185.00	509(a)(1)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
COPE Family Center 1340 Fourth Street PO Box 815 Napa, CA 94559 <i>Director's Match</i> CURE	7078	3/28/2012	\$2,500.00	509(a)(1)
223 W. Erie, Suite 2SW Chicago, IL 60654 <i>Director's Match</i> CURE	7071	3/27/2012	\$1,500.00	509(a)(1)
223 W. Erie, Suite 2SW Chicago, IL 60654 <i>Director's Match</i>	7089	4/9/2012	\$1,500.00	509(a)(1)
Free Minds Book Club 2201 P St. NW Washington, DC 20037 <i>Director's Match</i>	7109	4/30/2012	\$1,500.00	509(a)(1)
Haas Annual Fund UC Berkeley Foundation Gift Processing File #31932 Box 60000 San Francisco, CA 94160-1932 <i>Director's Match</i>	7243	12/17/2012	\$5,000.00	509(a)(1)
International House University of California 2299 Piedmont Ave Berkeley, CA 94720-2320 <i>Directors' Match</i>	7242	12/17/2012	\$5,000.00	509(a)(2)
Jefferson Center for Mental Health 4851 Independence St. Wheat Ridge, CO 80033-6715 <i>Director's Match</i>	7101	4/30/2012	\$3,000.00	509(a)(1)
Napa Valley Museum PO Box 3567 55 Presidents Circle Yountville, CA 94599 <i>Directors' Match</i> Nepal Aama PO Box 1565 Simi Valley, CA 93062 <i>Director's Match</i>	7244	12/19/2012	\$2,500.00	509(a)(1)
	7043	2/21/2012	\$1,500.00	501(c)(3)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Pasadena Educational Foundation 351 S. Hudson Avenue Pasadena, CA 91109 <i>Director's Match</i>	7248	12/21/2012	\$1,500.00	509(a)(2)
Planned Parenthood of Shasta-Diablo 2185 Pacheco Street Concord, CA 94520 <i>Director's Match</i>	7238	12/17/2012	\$2,500.00	509(a)(1)
Pomona College The Renwick House 333 N. College Way Claremont, CA 91711 <i>Director's Match</i>	7072	3/22/2012	\$1,500.00	509(a)(1)
Pomona College The Renwick House 333 N. College Way Claremont, CA 91711 <i>Director's Match</i>	7072	4/25/2012	(\$1,500.00)	509(a)(1)
Southmoor Partners in Excellence Inc. 3755 A S Magnolia Way % Christine M Butkovich Denver, CO 80237 <i>Director's Match</i>	7126	5/30/2012	\$5,000.00	509(a)(1)
Southmoor Partners in Excellence Inc. 3755 A S Magnolia Way % Christine M Butkovich Denver, CO 80237 <i>Director's Match</i>	7213	10/29/2012	\$2,400.00	509(a)(1)
St. Mary's College of California PO Box 3400 Moraga, CA 94575-3400 <i>Director's Match</i>	7114	5/8/2012	\$100.00	509(a)(1)
Tahoe Maritime Museum PO Box 627 Homewood, CA 96141 <i>Director's Match</i>	7237	12/17/2012	\$2,500.00	509(a)(1)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
UCLA Foundation 10920 Wilshire Blvd. 11 th Floor Los Angeles, CA 90095-9000 <i>Director's Match</i>	7100	4/30/2012	\$3,000.00	509(a)(1)
Walnut Creek Education Foundation 960 Ygnacio Valley Road Walnut Creek, CA 94596 <i>Director's Match</i>	7048	1/23/2012	\$5,400.00	509(a)(1)
<i>Total Director's Match (21 items)</i>			\$49,085.00	
<u>Employee Match</u>				
Alameda Girls Softball Association PO Box 1759 Alameda, CA 94501 <i>Employee Match</i>	7125	5/30/2012	\$200.00	509(a)(1)
Alameda Girls Softball Association PO Box 1759 Alameda, CA 94501 <i>Employee Match</i>	7125	6/14/2012	\$200.00	509(a)(1)
Alameda Youth Basketball Inc. 2866 Santa Clara Ave. Alameda, CA 94501 <i>Employee Match</i>	7218	10/31/2012	\$162.50	509(a)(2)
American Cancer Society 250 Williams Street Atlanta, GA 30303 <i>Employee Match</i>	7116	5/8/2012	\$200.00	509(a)(1)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
American Cancer Society 250 Williams Street Atlanta, GA 30303 <i>Employee Match</i>	7227	11/19/2012	\$100.00	509(a)(1)
Asha for Education PO Box 322 New York, NY 10040-0032 <i>Employee Match</i>	7179	9/13/2012	\$1,000.00	509(a)(1)
Bay Area Mountain Rescue 15827 Poppy Lane Monte Sereno, CA 95030 <i>Employee Matching</i>	7241	12/17/2012	\$100.00	509(a)(2)
Charities Aid Foundation America Kings St Station, 1800 Diagonal Rd Ste. 150 Alexandria, VA 22314-8931 <i>Employee Match</i>	7128	5/30/2012	\$300.00	509(a)(1)
Dixie State College Athletics Department 225 South 700 East St. George, UT 84770 <i>Employee Matching</i>	7129	7/10/2012	\$175.00	509(a)(1)
Eden II and Genesis Foundation 150 Granite Ave. Staten Island, NY 10303 <i>Employee Match</i>	7232	12/17/2012	\$1,000.00	509(a)(1)
GlobalGiving.org 1023 15 th St. NW 12 th Floor Washington, DC 20005-2602 <i>Employee Matching</i>	7240	12/17/2012	\$100.00	509(a)(1)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Haas Annual Fund UC Berkeley Foundation Gift Processing File # 31932 Box 60000 San Francisco, CA 94160-1932 <i>Employee Match</i>	7046	1/23/2012	\$500.00	509(a)(1)
Kentfield Schools Foundation- Kentfield Invests in Kids 750 College Ave. Kentfield, CA 94904 <i>Employee Match</i>	7236	12/3/2012	\$2,000.00	509(a)(1)
Kupona Foundation 1230 Ave. of the Americas 7 th F New York, NY 10020 <i>Employee Matching</i>	7056	3/14/2012	\$100.00	509(a)(1)
Lebanon Valley College 101 N. College Ave. Annville, PA 17003 <i>Employee Match</i>	7049	1/23/2012	\$500.00	509(a)(1)
Make a Wish Foundation 4742 N 24 th Street Suite 400 Phoenix, AZ 85016-4862 <i>Employee Matching</i>	7212	10/23/2012	\$600.00	509(a)(1)
National Multiple Sclerosis Society 246 Monmouth Road Oakhurst, NJ 07755 <i>Employee Match</i>	7148	7/3/2012	\$220.00	509(a)(1)
Reach Potential Movement PO Box 2625 Sunnyvale, CA 94087 <i>Employee Match</i>	7247	12/21/2012	\$1,000.00	509(a)(1)
University of Denver Graduate Tax Program 2255 East Evans Avenue #390 Denver, CO 80208-6239 <i>Employee Match</i>	7047	1/23/2012	\$500.00	509(a)(1)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
University of Denver Graduate Tax Program 2255 East Evans Avenue #390 Denver, CO 80208-6239 <i>Employee Match</i>	7214	10/29/2012	\$350.00	509(a)(1)
YMCA of the San Francisco Peninsula 1877 S. Grant Street San Mateo, CA 94402 <i>Employee Matching</i>	7055	3/14/2012	\$250.00	509(a)(2)
<i>Total Employee Match (22 items)</i>			\$9,357.50	
Families				
Raising a Reader 330 Twin Dolphin Dr. Suite 147 Redwood City, CA 94065 <i>To support the work of its San Mateo County and Napa Valley affiliates serving high-risk populations</i>	7104	4/30/2012	\$10,000.00	509(a)(3)
<i>Total Families (1 item)</i>			\$10,000.00	
Special Projects				
American Red Cross, Bay Area Chapter 85 Second Street, 8 th Floor San Francisco, CA 94105-3441 <i>For relief efforts for Hurricane Sandy</i>	7221	11/19/2012	\$10,000.00	509(a)(1)
American Red Cross, Pikes Peak Chapter 120 Saturn Dr. Fort Collins, CO 80525 <i>Disaster relief for the Colorado wildfires</i>	7152	7/3/2012	\$15,000.00	509(a)(1)
Asian Pacific Fund 225 Bush Street, Suite 590 San Francisco, CA 94104 <i>General Operating Support</i>	7131	5/30/2012	\$2,500.00	509(a)(1)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Denver Rescue Mission 3501 East 46 th Ave. Denver, CO 80216 <i>Employee Match for Turkey Jeans campaign</i>	7231	12/17/2012	\$150.00	509(a)(1)
Technology				
Bay Area Video Coalition 2727 Mariposa St. 2 nd Floor San Francisco, CA 94110 <i>For the 2012 Producers Institute for New Media Technology projects</i>	7192	9/24/2012	\$10,000.00	509(a)(1)
Code for America 155 9 th St. San Francisco, CA 94117 <i>To support the Fellowship Program</i>	7220	12/17/2012	\$25,000.00	509(a)(1)
Development Gateway Foundation 1889 F St. NE Second Floor Washington, DC 20006 <i>For the creation of a mobile version of their application, the AidData platform</i>	7134	6/4/2012	\$30,000.00	509(a)(1)
Global Health Research Foundation PO Box 320 Los Altos, CA 94022 <i>For development of mobile technology in programs in Bhutan and Nepal</i>	7112	5/8/2012	\$50,000.00	509(a)(3)
IEEE Humanitarian Technology Challenge 445 Hoes Lane Piscataway, NJ 08854 <i>UNF Partnership - RFID Deployment in India</i>	7065	3/19/2012	\$10,000.00	509(a)(1)
ImpactAssets Inc. 7315 Wisconsin Ave Ste. 1000W Bethesda, MD 20814 <i>To provide six scholarships for nonprofit representatives to attend the SoCap Conference</i>	7203	10/23/2012	\$5,000.00	509(a)(1)
Total Special Projects (4 items)			\$27,650.00	

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Inveneo 972 Mission St. Fl 5 San Francisco, CA 94103 <i>For ICTworks' Technology Salon Series in the Bay Area</i>	7115	5/24/2012	\$15,000.00	509(a)(2)
ISIS, Inc. Executive Director and Founder ISIS, Inc 409 13 th St, 14 th Floor Oakland, CA 94612 <i>For general operating support</i>	6858	8/9/2012	\$15,000.00	509(a)(1)
Kupona Foundation 1230 Ave of the Americas 7 th F New York, NY 10020 <i>For the Vodafone Foundation Moyo campaign</i>	7124	7/19/2012	\$100,000.00	509(a)(1)
ReAllocate 926 Howard St. San Francisco, CA 94103-9410 <i>For StartUP Country Haiti</i>	7210	11/2/2012	\$10,000.00	509(a)(1)
Social Media for Nonprofits JCCSF, 3200 California St. San Francisco, CA 94118 <i>For two Bay Area panel sessions on mobile for social good</i>	7135	7/18/2012	\$5,000.00	N/A
techsoup 435 Brannan Street, Suite 100 San Francisco, CA 94107 <i>For their mobile web bed-finding service for Domestic Violence agencies</i>	7136	7/18/2012	\$25,000.00	509(a)(1)
Tides Center/Open mHealth Tides Center, c/o Ava Therkelsen 1014 Torney Ave. San Francisco, CA 94129 <i>For open source work in mHealth</i>	7215	12/3/2012	\$5,000.00	509(a)(1)
Worldreader 2030 1 st Avenue Ste. 300 Seattle, WA 98121 <i>For general operating support in Ghana</i>	7121	7/3/2012	\$25,000.00	509(a)(1)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Youth Radio 1701 Broadway Oakland, CA 94612 <i>For the Mobile Action Lab</i>	7142	8/9/2012	\$20,000.00	509(a)(1)
Urban & Community Issues Habitat for Humanity of Metro Denver 3245 Eliot Street Denver, CO 80211 <i>To support the building of the home at 211 S. Ingalls, Lakewood, CO</i>			Total technology (15 items) \$350,000.00	509(a)(1)
Second Harvest Food Bank 2950 - B Jefferson St. Riverside, CA 92504 <i>2012 Share Your Lunch program</i>	7001	5/8/2012	\$12,500.00	509(a)(1)
Total Urban & Community Issues (2 items) \$32,500.00				
Wireless Innovation Project				
Columbia University Electrical Engineering Columbia University MC 4712 500 West 120 St., Room 1300 New York, NY 10027 <i>5th payment of WIP 2009 - Columbia - EnHANT's</i>	7033	1/12/2012	\$50,000.00	509(a)(1)
Columbia University Electrical Engineering Columbia University MC 4712 500 West 120 St., Room 1300 New York, NY 10027 <i>6th payment of WIP 2009 - Columbia - EnHANT's</i>	7162	7/20/2012	\$50,000.00	509(a)(1)
The General Hospital Corporation D/b/a Massachusetts General Hospital MGH Research Finance Bank of America NA PO Box 414876 Boston, MA 02241-4876	7030	7/20/2012	\$16,660.00	501(c)(3)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
The General Hospital Corporation D/b/a Massachusetts General Hospital MGH Research Finance Bank of America NA PO Box 414876 Boston, MA 02241-4876 <i>2011 WIP 3rd Place Winner</i>	7030	12/19/2012	\$16,660.00	501(c)(3)
InVenture Fund Inc. D/B/A InVenture Foundation c/o East Harlem Neighborhood Based Alliance Corporation 2253 Third Avenue, 2 nd Floor New York, NY 10035 <i>WIP 2012 3rd Place Winner</i>	7167	7/23/2012	\$16,660.00	509(a)(1)
InVenture Fund Inc. D/B/A InVenture Foundation c/o East Harlem Neighborhood Based Alliance Corporation 2253 Third Avenue, 2 nd Floor New York, NY 10035 <i>WIP 2012 3rd Place Winner</i>	7167	12/19/2012	\$16,660.00	509(a)(1)
The Kiwanja Foundation c/o Sean McDonald 920 U St NW Washington, DC 20016 <i>6th payment of WIP 2010 - FrontlineSMS Credit</i>	7163	7/20/2012	\$33,300.00	509(a)(1)
Massachusetts Institute of Technology Computer Science and Artificial Intelligence Laboratory 32 Vassar Street, 32-G414 Cambridge, MA 02139 <i>4th payment of WIP 2010 - MIT - Sana</i>	7164	7/20/2012	\$16,660.00	509(a)(1)
Massachusetts Institute of Technology Computer Science and Artificial Intelligence Laboratory 32 Vassar Street, 32-G414 Cambridge, MA 02139 <i>5th payment of WIP 2010 - MIT SANA</i>	7249	12/19/2012	\$16,680.00	509(a)(1)
MIT Media Lab Room E14-474G 75 Amherst St. Cambridge, MA 02139 <i>WIP 2011 1st Place Winner</i>	7026	3/26/2012	\$50,000.00	509(a)(1)
The Regents of the University of California Department of Computer Science and Engineering Winston Chung Hall (formally EB II) University of California, Riverside Riverside, CA 92521 <i>WIP 2012 1st Place Winner</i>	7165	7/23/2012	\$50,000.00	509(1)(1)

Organization and Project Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
The Regents of the University of California 900 University Ave. Riverside, CA 92521 <i>WIP 2011 2nd Place Winner</i>	7029	8/14/2012	\$33,350.00	509(a)(1)
The Regents of the University of California 900 University Ave. Riverside, CA 92521 <i>WIP 2011 2nd Place Winner</i>	7029	12/17/2012	\$33,350.00	509(a)(1)
Stanford University Bioengineering Department 318 Campus Drive West Room S170 James H Clark Building Stanford, CA 94305-5444 <i>WIP 2012 2nd Place Winner</i>	7168	7/23/2012	\$33,350.00	509(a)(1)
University of California Accounting Services- EFA 2195 Hearst Ave, Room 130 Berkeley, CA 94720-1103 <i>5th payment of 2010 WIP - UC Berkeley - 100M Stoves</i>	7173	8/14/2012	\$50,000.00	509(a)(1)
World Affairs Council of Northern California 312 Sutter Street, Suite 200 San Francisco, CA 94108 <i>2012 Innovation Project - Global Philanthropy Forum</i>	7103	4/30/2012	\$50,000.00	509(a)(2)
<i>Total Wireless Innovation Project (16 items)</i>			\$533,330.00	
Youth & Children				
Super Stars Literacy 675 Hegenberger Road Suite 250 Oakland, CA 94621 <i>For general operating support</i>	7137	7/18/2012	\$5,000.00	509(a)(1)
<i>Total Youth & Children (1 item)</i>			\$5,000.00	
Grand Total (85 items)			\$1,036,922.50	