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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

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation <b>THE VANGUARD GROUP FOUNDATION</b>		A Employer identification number <b>23-2699769</b>
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) <b>610-669-1000</b>
100 VANGUARD BOULEVARD		
City or town, state, and ZIP code <b>MALVERN, PA 19355</b>		
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 13,372,221</b>		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
(Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .		4,006,785			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B . . . . .					
3 Interest on savings and temporary cash investments . . . . .					
4 Dividends and interest from securities . . . . .		288,483	288,483		
5a Gross rents . . . . .					
b Net rental income or (loss) . . . . .					
6a Net gain or (loss) from sale of assets not on line 10 . . . . .					
b Gross sales price for all assets on line 6a . . . . .					
7 Capital gain net income (from Part IV, line 2) . . . . .			0		
8 Net short-term capital gain . . . . .				0	
9 Income modifications . . . . .					
10a Gross sales less returns and allowances . . . . .					
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .		0			
11 Other income (attach schedule) . . . . .		4,518			
12 Total. Add lines 1 through 11 . . . . .		4,299,786	288,483	0	
13 Compensation of officers, directors, trustees, etc . . . . .		0			
14 Other employee salaries and wages . . . . .		0			
15 Pension plans, employee benefits . . . . .					
16a Legal fees (attach schedule) . . . . .					
b Accounting fees (attach schedule) . . . . .					
c Other professional fees (attach schedule) . . . . .					
17 Interest . . . . .					
18 Taxes (attach schedule) (see instructions) (Exhibit 1) . . . . .		11,392			
19 Depreciation (attach schedule) and depletion . . . . .					
20 Occupancy . . . . .					
21 Travel, conferences, and meetings . . . . .					
22 Printing and publications . . . . .					
23 Other expenses (attach schedule) . . . . .		8,337			8,008
24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .		19,729	0	0	8,008
25 Contributions, gifts, grants paid . . . . .		3,770,112			4,095,002
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .		3,789,841	0	0	4,103,010
27 Subtract line 26 from line 12 . . . . .		509,945			
a Excess of revenue over expenses and disbursements . . . . .					
b Net investment income (if negative, enter -0-) . . . . .			288,483		
c Adjusted net income (if negative, enter -0-) . . . . .				0	

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<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .			150,439	43,912	43,912
	2 Savings and temporary cash investments . . . . .			0	0	0
	3 Accounts receivable ▶ . . . . .					
	Less allowance for doubtful accounts ▶ . . . . .					
	4 Pledges receivable ▶ . . . . .					
	Less allowance for doubtful accounts ▶ . . . . .					
	5 Grants receivable . . . . .					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .					
	Less allowance for doubtful accounts ▶ . . . . .					
	8 Inventories for sale or use . . . . .					
	9 Prepaid expenses and deferred charges . . . . .					
	10 a Investments - U.S. and state government obligations (attach schedule), . . . . .					
	b Investments - corporate stock (attach schedule) . . . . .					
	c Investments - corporate bonds (attach schedule), . . . . .					
	11 Investments - land, buildings, and equipment basis . . . . .					
<b>Liabilities</b>	Less accumulated depreciation ▶ (attach schedule) . . . . .					
	12 Investments - mortgage loans . . . . .					
	13 Investments - other (attach schedule) . . . . .			11,994,825	13,328,309	13,328,309
	14 Land, buildings, and equipment basis . . . . .					
	Less accumulated depreciation ▶ (attach schedule) . . . . .					
	15 Other assets (describe ▶ <u>Receivable Due</u> ) . . . . .			214	0	0
	16 <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .			12,145,478	13,372,221	13,372,221
	17 Accounts payable and accrued expenses . . . . .			3,314	0	
	18 Grants payable . . . . .			677,382	352,492	
	19 Deferred revenue . . . . .					
<b>Net Assets or Fund Balances</b>	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .					
	21 Mortgages and other notes payable (attach schedule) . . . . .					
	22 Other liabilities (describe ▶ . . . . .)					
	23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .			680,696	352,492	
	<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24 Unrestricted . . . . .			11,323,033	12,871,424	
	25 Temporarily restricted . . . . .			141,749	148,305	
	26 Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>					
	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 <b>Total net assets or fund balances</b> (see instructions) . . . . .			11,464,782	13,019,729	
	31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .			12,145,478	13,372,221	

**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) . . . . .	<b>1</b>	11,464,782
2 Enter amount from Part I, line 27a . . . . .	<b>2</b>	509,945
3 Other increases not included in line 2 (itemize) ▶ <u>unrealized gain on investments</u> . . . . .	<b>3</b>	1,045,002
4 Add lines 1, 2, and 3 . . . . .	<b>4</b>	13,019,729
5 Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	<b>6</b>	13,019,729

**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.)
<b>1a</b> N/A					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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))		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>		
<b>3</b> 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			<b>3</b>		

**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.

(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	4,032,894	13,158,228	0.3065
2010	3,499,943	11,679,347	0.2997
2009	3,503,109	9,818,185	0.3568
2008	3,175,157	10,504,887	0.3023
2007	2,629,849	10,483,738	0.2509
<b>2</b> Total of line 1, column (d)			<b>2</b> 1.5162
<b>3</b> 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			<b>3</b> 0.3032
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 12,789,048
<b>5</b> Multiply line 4 by line 3			<b>5</b> 3,877,639
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 2,885
<b>7</b> Add lines 5 and 6			<b>7</b> 3,880,524
<b>8</b> 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.			<b>8</b> 4,103,010

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	2,885
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, 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	2,885
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	2,885
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	5,714	
b Exempt foreign organizations - tax withheld at source . . . . .	6b		
c Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	74	
d Backup withholding erroneously withheld . . . . .	6d		
7 Total credits and payments. Add lines 6a through 6d . . . . .		7	5,788
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached . . . . .		8	18
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	2,885
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 2,885 Refunded <input type="checkbox"/> . . . . .		11	0

**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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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? . . . . . (N/A)		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) <input type="checkbox"/> Pennsylvania . . . . .		
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. See Schedule B, Page 2, Part I, No. 1 . . . . .	X	

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>PAUL ATKINS</u> Telephone no <u>610-669-1000</u> Located at <u>100 VANGUARD BLVD; MALVERN, PA</u> ZIP+4 <u>19355-2331</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
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?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>			

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

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

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ (N/A) **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Exhibit 2				

**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		0	0	0

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		0
Total number of others receiving over \$50,000 for professional services . . . . .		0

**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 NONE	0
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

Summary of Program-Related Investments (See instructions)		Amount
Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		
1	NONE	
		0
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3 . . . . .		0

Form 990-PF (2012)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	12,835,168
<b>b</b>	Average of monthly cash balances	<b>1b</b>	148,637
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	12,983,805
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	12,983,805
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	194,757
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	12,789,048
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	639,452

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	639,452
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	2,885
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	2,885
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	636,567
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	636,567
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	636,567

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	4,103,010
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	4,103,010
<b>5</b>	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)	<b>5</b>	2,885
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	4,100,125

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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				636,567
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .	2,105,845			
<b>b</b> From 2008 . . . . .	2,649,913			
<b>c</b> From 2009 . . . . .	3,012,200			
<b>d</b> From 2010 . . . . .	2,915,976			
<b>e</b> From 2011 . . . . .	3,380,679			
<b>f</b> Total of lines 3a through e . . . . .	14,064,613			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,103,010				
<b>a</b> Applied to 2011, but not more than line 2a . . .			0	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions). . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	0			
<b>d</b> Applied to 2012 distributable amount . . . . .				636,567
<b>e</b> Remaining amount distributed out of corpus . .	3,466,443			
<b>5</b> Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	17,531,056			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .		N/A		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		0		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	0			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	2,105,845			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	15,425,211			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . .	2,649,913			
<b>b</b> Excess from 2009 . . .	3,012,200			
<b>c</b> Excess from 2010 . . .	2,915,976			
<b>d</b> Excess from 2011 . . .	3,380,679			
<b>e</b> Excess from 2012 . . .	3,476,648			

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

**1 a** 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 . . . . . **N/A**

**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	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	0	0	0	0	0
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .	0	0	0	0	0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .	N/A	N/A	N/A	N/A	N/A
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets . . . . .					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					0
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .					0
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					0
<b>(3)</b> Largest amount of support from an exempt organization . . . . .					0
<b>(4)</b> Gross investment income . . . . .					0

**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

Tamí Wise, P.O. Box 2600 (V38), Valley Forge, PA 19482 610-669-6331

**b** The form in which applications should be submitted and information and materials they should include

See Exhibit 3

**c** Any submission deadlines

Written requests for grants are welcome anytime. They will be reviewed and rewarded on a quarterly basis.

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

See Exhibit 4

**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
<b>a Paid during the year</b> See Exhibit 5				
<b>Total</b> . . . . . ► <b>3a</b>				4,095,002
<b>b Approved for future payment</b> See Exhibit 5				
<b>Total</b> . . . . . ► <b>3b</b>				152,492





**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

Employer identification number

THE VANGUARD GROUP FOUNDATION

23-2699769

**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).

Name of organization

THE VANGUARD GROUP FOUNDATION

Employer identification number

23-2699769

**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	THE VANGUARD GROUP, INC.  P.O. BOX 2600  VALLEY FORGE, PA 19482-2600	\$ 4,006,785.00	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)



Name of organization

THE VANGUARD GROUP FOUNDATION

Employer identification number

23-2699769

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

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

Name of organization THE VANGUARD GROUP FOUNDATION	Employer identification number 23-2699769
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**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 the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions ) ▶ \$ \_\_\_\_\_

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

## **List of Attachments**

**THE VANGUARD GROUP FOUNDATION (EIN 23-2699769)**  
**FORM 990-PF**  
**Year Ended December 31, 2012**

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<b>Exhibit 1</b>	Part I. Line 11 - Other Income Part I. Line 18 - Taxes Part I. Line 23 - Other Expenses Part II. Line 13 - Investments
<b>Exhibit 2</b>	Part VIII, Line 1 - List all officers, directors, foundation managers and their compensation
<b>Exhibit 3</b>	Part XV Item 2(b) - The Application Process
<b>Exhibit 4</b>	Part XV Item 2(d) - The Foundation's Guidelines
<b>Exhibit 5</b>	Part XV - Contributions Section 3(a) - Paid During the Year Section 3(b) -

**Exhibit 1**

**THE VANGUARD GROUP FOUNDATION (EIN 23-2699769)**  
**FORM 990-PF**  
**Year Ended December 31, 2010**

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**Part I. Line 11 - Other Income**

Vanguard Group, Inc. - Forgiveness of Payable Due	\$4,518
<b>Total</b>	<b>\$4,518</b>

---

**Part I. Line 18 - Taxes**

Excise Tax on Net Investment Income (2011)	\$5,696
Excise Tax on Net Investment Income (2012 Safe Harbor)	\$5,696
<b>Total</b>	<b>\$11,392</b>

---

**Part I. Line 23 - Other Expenses**

Postage	\$903
Supplies	\$300
Other Administrative Expenses	\$6,805
	<u>\$329</u>
<b>Col. A Total</b>	<b>\$8,337</b>
Back Out: Penalties Paid on late payment of Excise Taxes	<u>-\$329</u>
<b>Col. D Total</b>	<b>\$8,008</b>

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**Part II. Line 13 - Investments**

	<u>Beginning of Year</u>	<u>End of Year</u>
Investments - ST Inv Grade - Unrestricted	\$535,314	\$560,076
Investments - ST Inv Grade - Restricted	\$141,749	\$148,305
Investments - Balanced Index	<u>\$11,317,762</u>	<u>\$12,619,928</u>
<b>Total</b>	<b>\$11,994,825</b>	<b>\$13,328,309</b>

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Exhibit 2

THE VANGUARD GROUP FOUNDATION (EIN 23-2699769)  
FORM 990-PF  
Year Ended December 31, 2012

Part VIII, Line 1 - List all officers, directors, foundation managers and their compensation

(a) Names 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
Michael S Miller 100 Vanguard Blvd Malvern, PA 19355	President & Chairman of the Board (15 / YR)	0	0	0
Glenn W Reed 100 Vanguard Blvd Malvern, PA 19355	Treasurer (15 / YR)	0	0	0
Mortimer J Buckley 100 Vanguard Blvd Malvern, PA 19355	Director (15 / YR)	0	0	0
F William McNabb III 100 Vanguard Blvd Malvern, PA 19355	Director (15 / YR)	0	0	0
Pauline Scalvino 100 Vanguard Blvd Malvern, PA 19355	Director (15 / YR)	0	0	0
Paul Heller 100 Vanguard Blvd Malvern, PA 19355	Director (15 / YR)	0	0	0
Amy B Cooper 100 Vanguard Blvd Malvern, PA 19355	Secretary (15 / YR)	0	0	0
Tami F Wise 100 Vanguard Blvd Malvern, PA 19355	Foundation Administrator (1,150 / YR)	0 *	0	0

\* Services donated by The Vanguard Group, Inc

**THE VANGUARD GROUP FOUNDATION (EIN 23-2699769)**  
**Form 990-PF**  
**Year Ended December 31, 2012**  
**Part XV - Item 2(b)**

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**The Application Process**

Requests for funding should be submitted in writing to the Foundation Director and must include the following:

- A completed Vanguard Foundation Summary of Grant Request form that includes:
  - A brief description of your organization, including its goals, history, past projects, staffing, and those it serves.
  - The specific contribution amount requested from The Vanguard Group Foundation.
  - A detailed statement explaining how the Foundation's funding will be used (i.e., the proposed program or activities) and how much of the funding will be used for administrative expenses (as opposed to the program itself).
  - A program timetable.
- An audited financial statement for your organization's most recently completed fiscal year and the current year's operating budget.
- A copy of the IRS exemption letter certifying your organization's tax-exempt, non-profit status under Section 501(c)(3) of the Internal Revenue Code and a statement from an officer of your organization confirming that the exemption letter is currently valid.
- The most recent annual report or other documentation describing your organization's accomplishments.
- A list of current corporate, foundation, government, and other contributors.
- A list of the members of your organization's current Board of Directors and executive staff, including each member's business affiliations.
- If possible, a list of Vanguard crew members who serve your organization or its Board.

Written requests for grants are welcome at any time. They will be reviewed and awarded on a calendar-quarter basis (although you will be notified in writing about the status of your proposal within four to six weeks of receipt). The Foundation Director will notify you in writing about the Board's decision regarding your request. No promises of support can be made by telephone.

**THE VANGUARD GROUP FOUNDATION (EIN 23-2699769)**

**Form 990-PF**

**Year Ended December 31, 2012**

**Part XV-Item 2(d)**

**The Foundation's Guidelines**

***Corporate Philosophy***

The Vanguard Group's corporate philosophy is based on the conviction that sound business principles, steadfast integrity, and a spirit of fair dealing must form the core of any company's long-term success. The Vanguard Group Foundation believes that these same qualities carry over to the success of charitable and non-profit organizations.

***Requirements for Grant Consideration***

The Foundation gives serious consideration to grant requests from groups and organizations that:

- are located in the United States.
- address a well-defined and important need or concern in the community.
- are recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or are a government agency as described in Section 170 (c)(1) of the Internal Revenue Code.
- are recognized as a public charity as defined under Section 509(a) of the Internal Revenue Code.
- are eligible to receive tax-deductible gifts.
- maintain costs at minimum levels necessary to provide high-quality services.
- combine the support provided by The Vanguard Group Foundation with monies received from other appropriate funding sources.

***Categories of Support***

The Foundation channels the majority of its available resources to organizations and programs that focus on one or more of the following areas of concern:

- *Health and Human Services...* to support those outstanding providers of health care and human services that seek to improve the overall welfare of the community. This need is addressed primarily through support of the United Way.
- *Education...* to foster higher education by allocating resources to accredited schools, colleges, and universities. This need is addressed primarily through our Matching Gift Program.
- *Culture and the Arts...* to provide assistance to performing arts groups; museums of art, history, and science; libraries; public radio, television stations, and networks; and programs that enrich our collective cultural experiences.
- *Civic and Community Affairs...* to apportion funds for programs that encourage economic development, offer employment opportunities, and enhance the quality of community life.
- *The Environment...* to support the organizations dedicated to the protection of the region's ecosystem and the conservation of natural resources.

The Foundation will also consider proposals from organizations that address concerns not directly related to the areas outlined above, but that are important to The Vanguard Group, our crew, and our community.

The Vanguard Group Foundation (EIN 23-2699769)  
Form 990-PF  
Year Ended December 31, 2012

Exhibit 5  
Part XV, Line 3

Payee Name	Purpose of Grant	City	State	Item 3(a) Paid in 2012	Item 3(b) Accruals
AARK WILDLIFE REHABILITATION AND	Environment	CHALFONT	PA	200 00	-
ABINGTON MEMORIAL HOSPITAL FOUNDATION	Health	ABINGTON	PA	200 00	-
ACADEMY OF NOTRE DAME DE NAMUR	Education	VILLANOVA	PA	1 920 00	250 00
ACADEMY WITH COMMUNITY PARTNERS	Education	MESA	AZ	400 00	-
ADAMSTOWN AREA LIBRARY	Cultural	ADAMSTOWN	PA	25 00	-
AFEWSTEPS	Environment	SWARTHMORE	PA	1 000 00	-
AGNES IRWIN SCHOOL	Education	ROSEMONT	PA	3 170 00	500 00
ALBANY COLLEGE OF PHARMACY	Education	ALBANY	NY	150 00	-
ALBRIGHT COLLEGE	Education	READING	PA	100 00	50 00
ALICE PAUL INSTITUTE	Cultural	MOUNT LAUREL	NJ	100 00	-
ALLEGHENY COLLEGE	Education	MEADVILLE	PA	750 00	-
ALLEN TOWN CENTRAL CATHOLIC HIGH SCHOOL	Education	ALLEN TOWN	PA	250 00	-
ALLEY CAT ALLIES INC	Environment	BETHESDA	MD	295 00	-
ALVERNA COLLEGE	Education	READING	PA	130 00	100 00
ALVERNO COLLEGE	Education	MILWAUKEE	WI	500 00	-
AMERICAN PUBLIC MEDIA	Cultural	SAINT PAUL	MN	25 00	-
AMERICAN RED CROSS	Human Services	PHILADELPHIA	PA	62 750 00	-
AMERICAN SOCIETY FOR THE PREVENTION OF	Environment	NEW YORK	NY	1 508 00	159 00
AMERICAN UNIVERSITY	Education	WASHINGTON	DC	-	250
AMHERST COLLEGE	Education	AMHERST	MA	1 150 00	-
ANIMAL PLACE	Environment	GRASS VALLEY	CA	150 00	-
ANIMAL RESCUE LEAGUE OF BERKS COUNTY INC	Environment	BIRDSBORO	PA	100 00	-
ANIMALS IN DISTRESS	Environment	COOPERSBURG	PA	2 525 00	-
ANNA CRISIS WOMENS CHOIR	Cultural	PHILADELPHIA	PA	200 00	665 00
ANTHEM PREPARATORY ACADEMY	Education	ANTHEM	AZ	200 00	-
ANTI CRUELTY SOCIETY	Environment	CHICAGO	IL	100 00	-
APPALACHIAN TRAIL CONFERENCE	Environment	HARPERS FERRY	WV	35 00	-
APPALACHIAN MOUNTAIN CLUB	Environment	BOSTON	MA	50 00	-
APPALACHIAN STATE UNIV FOUNDATION	Education	BOONE	NC	250 00	50 00
ARCADIA UNIVERSITY	Education	GLENSIDE	PA	1 000 00	-
ARCHBISHOP CARROLL HIGH SCHOOL	Education	RADNOR	PA	1 300 00	-
ARCHBISHOP RYAN HIGH SCHOOL	Education	PHILADELPHIA	PA	100 00	-
ARCHBISHOP RYAN SCHOOL FOR DEAF AND HARD	Education	PHILADELPHIA	PA	2 000 00	-
ARCHBISHOP WOOD HIGH SCHOOL	Education	WARMINSTER	PA	350 00	100 00
ARCHMERE ACADEMY	Education	CLAYMONT	DE	-	250
ARDEN THEATRE COMPANY	Cultural	PHILADELPHIA	PA	-	100
ARDMORE FREE LIBRARY	Cultural	ARDMORE	PA	300 00	-
ARIZONA BORDER COLLIE RESCUE	Environment	TEMPE	AZ	75 00	-
ARIZONA HUMANE SOCIETY	Environment	PHOENIX	AZ	2 105 00	250 00
ARIZONA OPERA COMPANY	Cultural	PHOENIX	AZ	50 00	-
ARIZONA SCIENCE CENTER	Cultural	PHOENIX	AZ	100 00	-
ARIZONA STATE UNIVERSITY FOUNDATION	Education	TEMPE	AZ	609 00	500 00
ARIZONA TRAIL ASSOCIATION	Environment	PHOENIX	AZ	100 00	-
ARMENIAN SISTERS ACADEMY	Education	RADNOR	PA	75 00	-
ART SANCTUARY	Cultural	PHILADELPHIA	PA	2 500 00	-
ARTREACH INC	Cultural	PHILADELPHIA	PA	3 000 00	-
ARTS AND SCIENCE COUNCIL	Cultural	CHARLOTTE	NC	200 00	-
ARTSQUEST	Cultural	BETHLEHEM	PA	250 00	-
ASSOCIATED HUMANE SOCIETIES	Environment	NEWARK	NJ	150 00	250 00
ASSOCIATION FOR THE COLONIAL THEATRE	Cultural	PHOENIXVILLE	PA	1 310 00	-
ASSOCIATION OF GRADUATES	Education	WEST POINT	NY	500 00	-
B AND O RAILROAD MUSEUM	Cultural	BALTIMORE	MD	-	50
BAKER INDUSTRIES	Civic	MALVERN	PA	5 000 00	-
BALDWIN SCHOOL	Education	BRYN MAWR	PA	7 875 00	1 500 00
BARD COLLEGE	Education	ANNANDALE ON HUDSON	NY	500 00	-
BARNARD COLLEGE	Education	NEW YORK	NY	850 00	-
BARNES FOUNDATION	Cultural	PHILADELPHIA	PA	377 00	-
BERGEN CATHOLIC HIGH SCHOOL	Education	ORADELL	NJ	300 00	-
BERKS ARTS COUNCIL	Cultural	READING	PA	50 00	-
BERKS OPERA WORKSHOP	Cultural	BARTO	PA	250 00	-
BEST FRIENDS ANIMAL SOCIETY	Environment	KANAB	UT	885 00	125 00
BETHANY COLLEGE	Education	BETHANY	WV	50 00	50 00
BIDEAWE	Environment	NEW YORK	NY	140 00	-
BIOS CHRISTIAN ACADEMY	Education	HIGLEY	AZ	500 00	-
BISHOP IRETON HIGH SCHOOL	Education	ALEXANDRIA	VA	250 00	-
BISHOP SHANAHAN HIGH SCHOOL	Education	DOWNTOWN	PA	2 550 00	425 00
BLAIR ACADEMY	Education	BLAIRSTOWN	NJ	8 000 00	-
BLESSED TERESA OF CALCUTTA	Education	SCHWENKSVILLE	PA	850 00	-
BLOOMSBURG UNIVERSITY FOUNDATION	Education	BLOOMSBURG	PA	4 000 00	110 00
BOSTON COLLEGE	Education	CHESTNUT HILL	MA	800 00	-
BOSTON SYMPHONY ORCHESTRA	Cultural	BOSTON	MA	650 00	1 500 00
BOSTON UNIVERSITY	Education	BOSTON	MA	300 00	150 00
BOYCE THOMPSON SOUTHWESTERN ARBORETUM	Environment	SUPERIOR	AZ	100 00	-
BRAMBLEY HEDGE RABBIT RESCUE	Environment	SCOTTSDALE	AZ	1 500 00	-
BRANDEIS UNIVERSITY	Education	WALTHAM	MA	350 00	350 00
BRANDYWINE CONSERVANCY	Environment	CHADDS FORD	PA	100 00	-
BRANDYWINE HEALTH AND WELLNESS	Human Services	COATESVILLE	PA	10 000 00	-
BRANDYWINE VALLEY ASSOCIATION	Cultural	WEST CHESTER	PA	100 00	-
BRANDYWINE VALLEY CHORALE	Cultural	KENNETT SQUARE	PA	675 00	-
BRIGHAM YOUNG UNIVERSITY	Education	PROVO	UT	100 00	-
BROWN UNIVERSITY	Education	PROVIDENCE	RI	250 00	250 00
BRYN MAWR COLLEGE	Education	BRYN MAWR	PA	525 00	50 00



**The Vanguard Group Foundation (EIN 23-2699769)**  
Form 990-PF  
Year Ended December 31, 2012

**Exhibit 5**  
Part XV, Line 3

Payee Name	Purpose of Grant	City	State	Item 3(a) Paid in 2012	Item 3(b) Accruals
AARK WILDLIFE REHABILITATION AND	Environment	CHALFONT	PA	200 00	-
BRYN MAWR HOSPITAL	Health	BRYN MAWR	PA	50 00	-
BUCKNELL UNIVERSITY	Education	LEWISBURG	PA	2,150 00	2 550 00
BUCKS COUNTY SPCA	Environment	LAHASKA	PA	100 00	-
BUTLER CAVE CONSERVATION SOCIETY	Environment	BLACKSBURG	VA	2,000 00	-
BUX MONT EDUCATION RADIO	Education	HATBORO	PA	100 00	-
CABRINI COLLEGE	Education	RADNOR	PA	1 150 00	50 00
CAMPBILL SOLTANE	Education	GLENMOORE	PA	5 000 00	-
CAMPBILL SPECIAL SCHOOL	Education	GLENMOORE	PA	8,375 00	-
CANISIUS COLLEGE	Education	BUFFALO	NY	50 00	-
CARDINAL OHARA HIGH SCHOOL	Education	SPRINGFIELD	PA	50 00	-
CARDINAL SPELLMAN HIGH SCHOOL	Education	BRONX	NY	830 00	-
CARLETON COLLEGE	Education	NORTHFIELD	MN	1 151 00	500 00
CARLOW UNIVERSITY	Education	PITTSBURGH	PA	250 00	-
CARNEGIE MELLON UNIVERSITY	Education	PITTSBURGH	PA	250 00	250 00
CAROLINA RAPTOR CENTER	Environment	CHARLOTTE	NC	35 00	-
CAROLINAS HEALTHCARE FOUNDATION	Health	CHARLOTTE	NC	500 00	-
CASE WESTERN RESERVE UNIVERSITY	Education	CLEVELAND	OH	390 00	-
CASTLETON RANCH HORSE RESCUE INC	Environment	VALLEY CENTER	CA	95 00	-
CAT ANGEL NETWORK	Environment	STOWE	PA	125 00	250 00
CATHOLIC UNIVERSITY OF AMERICA	Education	WASHINGTON	DC	250 00	-
CATS BRIDGE TO RESCUE	Environment	TREVOSE	PA	75 00	-
CENTRAL PHILADELPHIA DEVELOPMENT CORP	Civic	PHILADELPHIA	PA	3 000 00	-
CENTRAL PIEDMONT COMMUNITY COLLEGE FOUND	Education	CHARLOTTE	NC	50 00	-
CHADDS FORD HISTORICAL SOCIETY	Cultural	CHADDS FORD	PA	55 00	-
CHARLOTTE CHRISTIAN SCHOOL	Education	CHARLOTTE	NC	2 665 00	500 00
CHARLOTTE SECONDARY SCHOOL	Education	CHARLOTTE	NC	100 00	-
CHEMUNG COUNTY HUMANE SOCIETY AND SPCA	Environment	ELMIRA	NY	100 00	-
CHENOA MANOR	Environment	AVONDALE	PA	50 00	-
CHESAPEAKE BAY FOUNDATION	Environment	ANNAPOLIS	MD	425 00	-
CHESAPEAKE FELINE ASSOCIATION INC	Environment	PERRYVILLE	MD	250 00	250 00
CHESTER COUNTY FOOD BANK	Human Services	DOWNTOWN	PA	20,000 00	-
CHESTER COUNTY HOSPITAL FOUNDATION	Health	WEST CHESTER	PA	725 00	-
CHESTER COUNTY PUBLIC SAFETY TRAINING	Health	COATESVILLE	PA	-	50 000
CHESTER COUNTY SPCA	Environment	WEST CHESTER	PA	1,900 00	750 00
CHESTER SPRINGS LIBRARY	Cultural	CHESTER SPRINGS	PA	25 00	-
CHESTNUT HILL COLLEGE	Education	PHILADELPHIA	PA	250 00	-
CHILDRENS HOSPITAL OF PHILADELPHIA	Health	PHILADELPHIA	PA	20,665 00	1 525 00
CHILDRENS LITERACY INITIATIVE	Education	PHILADELPHIA	PA	16,600 00	-
CHRISTIAN ACADEMY	Education	BROOKHAVEN	PA	6,695 00	1 815 00
CHURCH FARM SCHOOL	Education	EXTON	PA	200 00	50 00
CLARKE SCHOOLS FOR HEARING AND SPEECH	Education	BRYN MAWR	PA	1 250 00	-
CLEMSON UNIVERSITY FOUNDATION	Education	CLEMSON	SC	125 00	-
CLEVELAND STATE UNIVERSITY	Education	CLEVELAND	OH	250 00	-
CLINIC	Health	PHOENIXVILLE	PA	10 000 00	-
COATESVILLE AREA PUBLIC LIBRARY	Cultural	COATESVILLE	PA	-	50
COATESVILLE CULTURAL SOCIETY INC	Cultural	COATESVILLE	PA	75 00	75 00
COLGATE ROCHESTER CROZER DIVINITY SCHOOL	Education	ROCHESTER	NY	1,500 00	-
COLGATE UNIVERSITY	Education	HAMILTON	NY	9 750 00	-
COLLEGE OF NEW JERSEY FOUNDATION	Education	EWING	NJ	250 00	-
COLLEGE OF NEW ROCHELLE	Education	NEW ROCHELLE	NY	2 000 00	-
COLLEGE OF SAINT MARY	Education	OMAHA	NE	100 00	-
COLLEGE OF THE HOLY CROSS	Education	WORCESTER	MA	1 250 00	-
COLLEGE OF WILLIAM AND MARY	Education	WILLIAMSBURG	VA	150 00	-
COLLEGE OF WOOSTER	Education	WOOSTER	OH	250 00	-
COLLEGES OF THE SENECA	Education	GENEVA	NY	1 025 00	-
COLLEGIUM CHARTER SCHOOL	Education	EXTON	PA	100 00	-
COLONIAL WILLIAMSBURG FOUNDATION	Cultural	WILLIAMSBURG	VA	2 720 00	2 660 00
COLUMBIA INTERNATIONAL UNIVERSITY #4501	Education	COLUMBIA	SC	100 00	-
COLUMBIA UNIVERSITY	Education	NEW YORK	NY	1 850 00	-
COMMONWEALTH YOUTHCHOIRS INC	Cultural	PHILADELPHIA	PA	100 00	500 00
COMMUNITY COLLEGE OF PHILADELPHIA	Education	PHILADELPHIA	PA	3 500 00	-
COMMUNITY VOLUNTEERS IN MEDICINE	Health	WEST CHESTER	PA	15 000 00	-
COMPANIMALS PET RESCUE INC	Environment	LANDENBERG	PA	500 00	-
CONNECTICUT COLLEGE	Education	NEW LONDON	CT	27 00	-
CONSERVATION CENTER FOR ART	Cultural	PHILADELPHIA	PA	1 000 00	-
CONSUMER CREDIT COUNSELING SERVICE OF DV	Human Services	PHILADELPHIA	PA	15 000 00	-
COOPER UNION	Education	NEW YORK	NY	300 00	-
CORNELL UNIVERSITY	Education	ITHACA	NY	4 350 00	2 250 00
CORTLAND COLLEGE FOUNDATION	Education	CORTLAND	NY	300 00	-
COUNTRY DAY SCHOOL OF THE SACRED HEART	Education	BRYN MAWR	PA	625 00	-
CREFELD SCHOOL	Education	PHILADELPHIA	PA	100 00	100 00
CROSSING PATHS ANIMAL RESCUE	Environment	CLEVELAND	AL	25 00	-
CULVER EDUCATIONAL FOUNDATION	Education	CULVER	IN	797 97	944 13
CURIO THEATRE COMPANY	Cultural	PHILADELPHIA	PA	50 00	-
CURRY COLLEGE	Education	MILTON	MA	5,000 00	-
DANA FARBER CANCER INSTITUTE	Health	BOSTON	MA	7,300 00	-
DANIEL STOWE BOTANICAL GARDEN	Environment	BELMONT	NC	75 00	-
DAVID LIPSCOMB UNIVERSITY	Education	NASKVILLE	TN	100 00	-
DAVIDSON COLLEGE	Education	DAVIDSON	NC	625 00	-
DAYS END FARM HORSE RESCUE	Environment	WOODBINE	MD	200 00	-
DEERFIELD ACADEMY	Education	DEERFIELD	MA	100 00	-

The Vanguard Group Foundation (EIN 23-2699769)  
Form 990-PF  
Year Ended December 31, 2012

Exhibit 5  
Part XV, Line 3

Payee Name	Purpose of Grant	City	State	Item 3(a) Paid in 2012	Item 3(b) Accruals
AARK WILDLIFE REHABILITATION AND	Environment	CHALFONT	PA	200 00	-
DEFENDERS OF WILDLIFE	Environment	WASHINGTON	DC	305 00	-
DELAWARE ART MUSEUM	Cultural	WILMINGTON	DE	150 00	-
DELAWARE CENTER FOR	Cultural	WILMINGTON	DE	50 00	-
DELAWARE COUNTY SPCA	Environment	MEDIA	PA	481 92	-
DELAWARE HOSPICE	Health	WILMINGTON	DE	150 00	-
DELAWARE HUMANE ASSOCIATION	Environment	WILMINGTON	DE	25 00	-
DELAWARE NATURE SOCIETY	Environment	HOCKESSIN	DE	165 00	250 00
DELAWARE PUPPY RESCUE	Environment	LANDENBERG	PA	300 00	-
DELAWARE SYMPHONY	Cultural	WILMINGTON	DE	100 00	-
DELAWARE VALLEY GOLDEN RETRIEVER RESCUE	Environment	REINHOLDS	PA	9 600 00	1 000 00
DELTA RESCUE	Environment	GLENDALE	CA	235 00	-
DESALES UNIVERSITY	Education	CENTER VALLEY	PA	5 733 00	50 00
DESERT BOTANICAL GARDEN	Environment	PHOENIX	AZ	100 00	48 60
DEVON PREPARATORY SCHOOL	Education	DEVON	PA	2 573 00	750 00
DICKINSON COLLEGE	Education	CARLISLE	PA	775 00	-
DOWNINGTOWN LIBRARY COMPANY	Cultural	DOWNINGTOWN	PA	800 00	175 00
DREXEL UNIVERSITY	Education	PHILADELPHIA	PA	3,150 00	-
DUBLIN SCHOOL	Education	DUBLIN	NH	500 00	500 00
DUCKS UNLIMITED	Environment	MEMPHIS	TN	70 00	-
DUKE UNIVERSITY	Education	DURHAM	NC	1,850 00	200 00
EAGLES MERE CONSERVANCY	Environment	EAGLES MERE	PA	125 00	-
EASTERN KENTUCKY UNIVERSITY FOUNDATION	Education	RICHMOND	KY	500 00	-
EASTERN LANCASTER COUNTY LIBRARY	Cultural	NEW HOLLAND	PA	100 00	-
EASTERN STATE PENITENTIARY	Cultural	PHILADELPHIA	PA	250 00	-
EASTERN UNIVERSITY	Education	SAINT DAVIDS	PA	50 00	-
ELDRIDGE STREET PROJECT	Cultural	NEW YORK	NY	-	36
ELIZABETHTOWN COLLEGE	Education	ELIZABETHTOWN	PA	450 00	-
ELON UNIVERSITY	Education	ELON	NC	100 00	-
ENVIRONMENTAL DEFENSE	Environment	NEW YORK CITY	NY	280 00	-
EPISCOPAL ACADEMY	Education	NEWTOWN SQUARE	PA	6,908 89	-
ERIE CATHOLIC PREPARATORY SCHOOL	Education	ERIE	PA	1,300 00	1,000 00
FAIRMOUNT PARK COMMISSION	Environment	PHILADELPHIA	PA	50,000 00	-
FAIRMOUNT PARK CONSERVANCY	Environment	PHILADELPHIA	PA	25,000 00	-
FAITHFUL FRIENDS	Environment	WILMINGTON	DE	250 00	-
FARM SANCTUARY INC	Environment	WATKINS GLEN	NY	180 00	-
FOOTHILLS ANIMAL RESCUE	Environment	SCOTTSDALE	AZ	75 00	-
FORDHAM UNIVERSITY	Education	NEW YORK	NY	100 00	-
FORGOTTEN CATS INC	Environment	GREENVILLE	DE	100 00	50 00
FORTY NINERS CHORUS	Cultural	WEST CHESTER	PA	250 00	-
FOUNDATION AT GREAT VALLEY	Education	MALVERN	PA	4,700 00	-
FOUNDATION FOR INDIANA UNIVERSITY OF	Education	INDIANA	PA	150 00	-
FOUNDATION FOR LEARNING	Education	SOUTHEASTERN	PA	550 00	-
FOUNTAIN HILLS COMMUNITY THEATER INC	Cultural	FOUNTAIN HILL	AZ	200 00	-
FOX CHASE CANCER CENTER	Health	PHILADELPHIA	PA	50 00	-
FRANCISCAN UNIVERSITY OF STEUBENVILLE	Education	STEUBENVILLE	OH	100 00	-
FRANCISVALE HOME FOR SMALL ANIMALS	Environment	RADNOR	PA	475 00	525 00
FRANKLIN AND MARSHALL COLLEGE	Education	LANCASTER	PA	4,500 00	-
FRANKLIN INSTITUTE	Cultural	PHILADELPHIA	PA	61,500 00	-
FREE LIBRARY OF PHILADELPHIA	Civic	PHILADELPHIA	PA	6,000 00	-
FREE LIBRARY OF PHILADELPHIA	Cultural	PHILADELPHIA	PA	30,250 00	-
FRENCH AND PICKERING CREEKS	Environment	PHOENIXVILLE	PA	100 00	300 00
FRENCHMAN BAY CONSERVANCY	Environment	HANCOCK	ME	50 00	-
FRIENDS CENTRAL SCHOOL	Education	WYNNWOOD	PA	50 00	-
FRIENDS OF NEWTOWN LIBRARY	Cultural	NEWTOWN SQUARE	PA	100 00	-
FRIENDS OF PENNSYLVANIA LEADERSHIP	Education	WEST CHESTER	PA	2 000 00	-
FRIENDS OF PUBLIC LIBRARY OF CHARLOTTE	Cultural	CHARLOTTE	NC	75 00	-
FRIENDS OF PUBLIC RADIO ARIZONA	Cultural	TEMPE	AZ	350 00	50 00
FRIENDS OF RADNOR LIBRARY	Cultural	WAYNE	PA	100 00	-
FRIENDS OF SAINT MARTIN DE PORRES SCHOOL	Education	PHILADELPHIA	PA	250 00	-
FRIENDS OF THE OLD EAGLE SCHOOL	Cultural	WAYNE	PA	50 00	100 00
FRIENDS OF THE WILLIAM JEANES LIBRARY	Cultural	LAFAYETTE HILL	PA	350 00	-
FRIENDS OF THE WISSAHICKON INC	Environment	PHILADELPHIA	PA	280 00	25 00
FRIENDS OF TREDYFFRIN LIBRARY	Cultural	WAYNE	PA	100 00	-
FRIENDS SELECT SCHOOL	Education	PHILADELPHIA	PA	250 00	-
FROM THE TOP INC	Cultural	BOSTON	MA	100 00	-
FRONT RANGE EQUINE RESCUE	Environment	LARKSPUR	CO	265 00	-
FUND FOR PHILADELPHIA INC	Civic	PHILADELPHIA	PA	12 000 00	-
GALA CHORUSES INC	Cultural	PITTSBURGH	PA	1 500 00	1,500 00
GARRISON FOREST SCHOOL	Education	OWINGS MILLS	MD	250 00	-
GENTLE GIANT DRAFT HORSE RESCUE SOCIETY	Environment	MOUNT AIRY	MD	25 00	-
GEORGE SCHOOL	Education	NEWTOWN	PA	1,250 00	-
GEORGE WASHINGTON UNIVERSITY	Education	WASHINGTON	DC	700 00	-
GEORGETOWN UNIVERSITY	Education	WASHINGTON	DC	150 00	-
GERMAN SHORTHAIRED POINTER RESCUE PA	Environment	PITTSBURGH	PA	25 00	-
GERMANTOWN ACADEMY	Education	FORT WASHINGTON	PA	500 00	-
GERMANTOWN FRIENDS SCHOOL	Education	PHILADELPHIA	PA	900 00	-
GESU SCHOOL	Education	PHILADELPHIA	PA	500 00	-
GETTYSBURG COLLEGE	Education	GETTYSBURG	PA	9,435 00	-
GETTYSBURG FOUNDATION	Education	GETTYSBURG	PA	35 00	-
GIRARD COLLEGE	Education	PHILADELPHIA	PA	80 00	-
GLACIER NATIONAL PARK FUND	Environment	COLUMBIA FALLS	MT	1 000 00	-

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**Form 990-PF**  
**Year Ended December 31, 2012**

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**Part XV, Line 3**

Payee Name	Purpose of Grant	City	State	Item 3(a) Paid in 2012	Item 3(b) Accruals
AARK WILDLIFE REHABILITATION AND	Environment	CHALFONT	PA	200 00	-
GORDON COLLEGE	Education	WENHAM	MA	250 00	-
GOSHEN FRIENDS SCHOOL	Education	WEST CHESTER	PA	400 00	-
GRAND TETON NATIONAL PARK FOUNDATION	Environment	MOOSE	WY	500 00	-
GRAND VIEW HOSPITAL	Health	SELLERSVILLE	PA	50 00	50 00
GREEN VALLEYS ASSOCIATION	Environment	POTTSTOWN	PA	5,200 00	-
GREENWICH ACADEMY	Education	GREENWICH	CT	50 00	-
GROVE CITY COLLEGE	Education	GROVE CITY	PA	850 00	-
GWYNEDD MERCY ACADEMY	Education	SPRINGHOUSE	PA	500 00	-
GWYNEDD MERCY COLLEGE	Education	GWYNEDD VALLEY	PA	125 00	-
HALO ANIMAL RESCUE	Environment	PHOENIX	AZ	50 00	-
HAMILTON COLLEGE	Education	CLINTON	NY	500 00	750 00
HARCUM JUNIOR COLLEGE	Education	BRYN MAWR	PA	25 00	-
HARID CONSERVATORY OF MUSIC INC	Education	BOCA RATON	FL	100 00	-
HARPSWELL HERITAGE LAND TRUST	Environment	HARPSWELL	ME	500 00	-
HARVARD BUSINESS SCHOOL CLUB	Civic	FORT WASHINGTON	PA	5,000 00	-
HARVARD UNIVERSITY	Education	CAMBRIDGE	MA	3 700 00	-
HAVERFORD COLLEGE	Education	HAVERFORD	PA	1 400 00	-
HAVERFORD SCHOOL	Education	HAVERFORD	PA	5 900 00	-
HAVERFORD TOWNSHIP FREE LIBRARY	Cultural	HAVERTOWN	PA	1 650 00	50 00
HAVERFORD TOWNSHIP SCHOOL DISTRICT	Education	HAVERTOWN	PA	200 00	100 00
HAWK MOUNTAIN SANCTUARY ASSOCIATION	Environment	KEMPTON	PA	800 00	-
HEARTLAND HOSPICE MEMORIAL FUND INC	Health	TOLEDO	OH	25 00	-
HELEN KATE FURNESS FREE LIBRARY	Cultural	WALLINGFORD	PA	525 00	-
HENRY FRANCIS DUPONT WINTERTHUR MUSEUM	Cultural	WINTERTHUR	DE	74 00	-
HILLSDALE COLLEGE	Education	HILLSDALE	MI	100 00	-
HILLSIDE SPCA INC	Environment	POTTSVILLE	PA	50 00	-
HILLTOP PREPARATORY SCHOOL	Education	ROSEMONT	PA	1 000 00	-
HISTORIC BETHLEHEM PARTNERSHIP INC	Cultural	BETHLEHEM	PA	75 00	-
HISTORIC LANSDOWNE THEATRE CORPORATION	Cultural	LANSDOWNE	PA	300 00	-
HISTORIC ROCK FORD PLANTATION	Cultural	LANCASTER	PA	500 00	-
HOLY CHILD ACADEMY	Education	DREXEL HILL	PA	50 00	-
HOLY FAMILY SCHOOL	Education	PHOENIXVILLE	PA	800 00	1 100 00
HOLY FAMILY UNIVERSITY	Education	PHILADELPHIA	PA	40 00	-
HOPE HOSPICE	Health	FORT MYERS	FL	150 00	-
HOPE PARTNERSHIP FOR EDUCATION	Education	PHILADELPHIA	PA	150 00	-
HOSPICE AND HOME CARE FOUNDATION	Health	RADNOR	PA	8,985 00	-
HOTCHKISS SCHOOL	Education	LAKEVILLE	CT	50 00	-
HOUGHTON COLLEGE	Education	HOUGHTON	NY	-	500
HOUSING PARTNERSHIP OF CHESTER COUNTY	Civic	DOWNINGTOWN	PA	10,000 00	-
HUMANE SOCIETY OF BERKS COUNTY	Environment	READING	PA	260 00	-
HUMANE SOCIETY OF CHARLOTTE	Environment	CHARLOTTE	NC	200 00	-
HUMANE SOCIETY OF PINELLAS	Environment	CLEAR WATER	FL	250 00	-
HUMANE SOCIETY OF ROME INC	Environment	ROME	NY	-	25
HUMANE SOCIETY OF THE UNITED STATES	Environment	WASHINGTON	DC	510 00	-
HUMANE SOCIETY OF YORK COUNTY	Environment	FORT MILL	SC	250 00	-
IDAHO SHAKESPEARE FESTIVAL	Cultural	BOISE	ID	250 00	-
IMMACULATA UNIVERSITY	Education	IMMACULATA	PA	830 00	-
INDIAN VALLEY PUBLIC LIBRARY	Cultural	TELFORD	PA	250 00	170 00
INDIANA UNIVERSITY FOUNDATION	Education	BLOOMINGTON	IN	500 00	-
IOWA STATE UNIVERSITY FOUNDATION	Education	AMES	IA	550 00	-
ISLAND DOG INC	Environment	FAJARDO	PR	500 00	-
J W HALLAHAN CATHOLIC GIRLS HIGH SCHOOL	Education	PHILADELPHIA	PA	50 00	50 00
JENKINS ARBORETUM	Cultural	DEVON	PA	45 00	-
JENKINS ARBORETUM	Environment	DEVON	PA	20 040 00	375 00
JOHN BARTRAM ASSOCIATION	Cultural	PHILADELPHIA	PA	5 000 00	-
JOHNS HOPKINS UNIVERSITY	Education	BALTIMORE	MD	1 652 75	-
JUNIATA COLLEGE	Education	HUNTINGDON	PA	1,000 00	1 000 00
JUNK	Cultural	PHILADELPHIA	PA	100 00	-
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION	Education	LAWRENCE	KS	3,500 00	-
KCRW FM	Cultural	SANTA MONICA	CA	94 00	-
KENNEDY CENTER FOR THE PERFORMING ARTS	Cultural	WASHINGTON	DC	1 500 00	-
KENNETT SYMPHONY OF CHESTER COUNTY	Cultural	KENNETT SQUARE	PA	50 00	-
KENT SCHOOL CORPORATION	Education	KENT	CT	50 00	-
KENT STATE UNIVERSITY	Education	KENT	OH	100 00	-
KENYON COLLEGE	Education	GAMBIER	OH	1 500 00	-
KIAWAH ISLAND NATURAL HABITAT	Environment	KIAWAN ISLAND	SC	250 00	-
KIMBERTON WALDORF SCHOOL	Education	KIMBERTON	PA	4 300 00	-
KIMMEL CENTER FOR THE PERFORMING ARTS	Cultural	PHILADELPHIA	PA	60,000 00	-
KINGS COLLEGE	Education	WILKES BARRE	PA	75 00	-
KISKIMINETAS SPRINGS SCHOOL	Education	SALTSBURG	PA	750 00	-
KITTY ADOPTION TEAM	Environment	BLUE BELL	PA	65 00	-
KITTY COTTAGE ADOPTION CENTER INC	Environment	EAST NORRITON	PA	100 00	-
KUTZTOWN UNIVERSITY FOUNDATION INC	Education	KUTZTOWN	PA	485 00	-
KYRENE SCHOOLS COMMUNITY FOUNDATION	Education	TEMPE	AZ	200 00	-
LAFAYETTE COLLEGE	Education	EASTON	PA	1,000 00	-
LAMANCHA ANIMAL RESCUE	Environment	UNIONVILLE	PA	-	50
LANCASTER CATHOLIC HIGH SCHOOL	Education	LANCASTER	PA	400 00	-
LANCASTER COUNTY CONSERVANCY	Environment	LANCASTER	PA	50 00	-
LANCASTER FARMLAND TRUST	Environment	STRASBURG	PA	100 00	-
LANTERN THEATER COMPANY	Cultural	PHILADELPHIA	PA	5 000 00	50 00
LASALLE COLLEGE HIGH SCHOOL	Education	WYNDMOOR	PA	400 00	100 00

The Vanguard Group Foundation (EIN 23-2699769)  
Form 990-PF  
Year Ended December 31, 2012

Exhibit 5  
Part XV, Line 3

Payee Name	Purpose of Grant	City	State	Item 3(a) Paid in 2012	Item 3(b) Accruals
AARK WILDLIFE REHABILITATION AND	Environment	CHALFONT	PA	200 00	-
LASALLE UNIVERSITY	Education	PHILADELPHIA	PA	11,258 00	-
LAST CHANCE RANCH INC	Environment	QUAKERTOWN	PA	-	250
LAWRENCE UNIVERSITY OF WISCONSIN	Education	APPLETON	WI	50 00	-
LEBANON VALLEY COLLEGE	Education	ANNVILLE	PA	50 00	-
LEHIGH COUNTY HUMANE SOCIETY	Environment	ALLENTOWN	PA	50 00	-
LEHIGH UNIVERSITY	Education	BETHLEHEM	PA	4,227 50	-
LEHIGH VALLEY HOSPITAL	Health	ALLENTOWN	PA	50 00	-
LEHIGH VALLEY PBS 39	Cultural	BETHLEHEM	PA	50 00	-
LIFESAVERS INC	Environment	LANCASTER	CA	30 00	-
LIGHT FACTORY INC	Cultural	CHARLOTTE	NC	50 00	-
LINCOLN SCHOOL	Education	PROVIDENCE	RI	250 00	-
LINCOLN UNIVERSITY	Education	LINCOLN UNIVERSITY	PA	500 00	-
LINDEN HALL SCHOOL	Education	LITITZ	PA	150 00	-
LONG TRAIL SCHOOL	Education	DORSET	VT	100 00	-
LOUISA MAY ALCOTT MEMORIAL ASSOCIATION	Cultural	CONCORD	MA	25 00	25 00
LOWER PROVIDENCE COMMUNITY LIBRARY	Cultural	EAGLEVILLE	PA	385 00	-
LOYOLA ACADEMY	Education	WILMETTE	IL	175 00	-
LOYOLA UNIVERSITY	Education	BALTIMORE	MD	750 00	-
LUDINGTON PUBLIC LIBRARY	Cultural	BRYN MAWR	PA	250 00	-
LYCOMING COLLEGE	Education	WILLIAMSPORT	PA	2,675 00	-
MACS EDUCATION FOUNDATION	Education	CHARLOTTE	NC	325 00	-
MAHARISHI UNIVERSITY OF MANAGEMENT	Education	FAIRFIELD	IA	200 00	200 00
MAIN LINE ANIMAL RESCUE	Environment	CHESTER SPRINGS	PA	6,680 00	2,800 00
MAIN LINE HOSPITALS INC	Health	PAOLI	PA	50,000 00	-
MAIN LINE HOSPITALS INC	Health	MALVERN	PA	35,100 00	-
MAIN LINE SYMPHONY ORCHESTRA ASSOCIATION	Cultural	SOUTHEASTERN	PA	50 00	-
MALVERN PREPARATORY SCHOOL	Education	MALVERN	PA	10,501 00	9,750 00
MALVERN PUBLIC LIBRARY	Cultural	MALVERN	PA	50 00	-
MANSFIELD UNIVERSITY FOUNDATION	Education	MANSFIELD	PA	150 00	-
MARIANA BRACETTI ACADEMY CHARTER SCHOOL	Education	PHILADELPHIA	PA	250 00	340 00
MARINE MAMMAL STRANDING CENTER	Environment	BRIGANTINE	NJ	25 00	-
MARPLE PUBLIC LIBRARY	Cultural	BROOMALL	PA	75 00	-
MARQUETTE UNIVERSITY	Education	MILWAUKEE	WI	100 00	100 00
MARSHALL WYTHE SCHOOL OF LAW FOUNDATION	Education	WILLIAMSBURG	VA	500 00	-
MARYLAND SCIENCE CENTER	Cultural	BALTIMORE	MD	250 00	-
MARYWOOD UNIVERSITY	Education	SCRANTON	PA	2,650 00	-
MASSACHUSETTES INSTITUTE OF TECHNOLOGY	Education	CAMBRIDGE	MA	9,250 00	500 00
MCCARTER THEATRE	Cultural	PRINCETON	NJ	250 00	-
MCDONOGH SCHOOL	Education	OWINGS MILLS	MD	75 00	-
MCQUAID JESUIT HIGH SCHOOL	Education	ROCHESTER	NY	50 00	-
MEDIA UPPER PROVIDENCE FREE LIBRARY	Cultural	MEDIA	PA	-	500
MEMORIAL LIBRARY OF RADNOR TOWNSHIP	Cultural	WAYNE	PA	175 00	-
MEMORIAL SLOAN KETTERING CANCER CENTER	Health	NEW YORK	NY	3,450 00	-
MERION MERCY ACADEMY	Education	MERION	PA	-	125
MESSIAH COLLEGE	Education	GRANTHAM	PA	138 00	-
METROLINA REGIONAL SCHOLARS ACADEMY	Education	CHARLOTTE	NC	6,050 00	-
METROPOLITAN OPERA	Cultural	NEW YORK	NY	150 00	-
MIAMI UNIVERSITY	Education	OXFORD	OH	500 00	-
MICHIGAN STATE UNIVERSITY	Education	EAST LANSING	MI	25 00	-
MID ATLANTIC ENGLISH SPRINGER SPANIEL	Cultural	RICHMOND	VA	-	100
MILL AT ANSELMA PRSV & EDUC TRUST INC	Cultural	CHESTER SPRINGS	PA	1,100 00	100 00
MILLERSVILLE UNIVERSITY	Education	MILLERSVILLE	PA	830 00	-
MINNESOTA STATE UNIVERSITY MANKATO	Education	MANKATO	MN	-	100
MINT MUSEUM	Cultural	CHARLOTTE	NC	60 00	-
MISERICORDIA UNIVERSITY	Education	DALLAS	PA	125 00	-
MONMOUTH COUNTY SPCA	Environment	EATONTOWN	NJ	100 00	-
MONMOUTH UNIVERSITY	Education	WEST LONG BRANCH	NJ	-	300
MONROE COMMUNITY COLLEGE FOUNDATION	Education	ROCHESTER	NY	1,000 00	-
MONSIGNOR BONNER HIGH SCHOOL	Education	DREXEL HILL	PA	650 00	-
MONTGOMERY COUNTY COMMUNITY COLLEGE FDN	Education	BLUE BELL	PA	2,600 00	-
MONTGOMERY COUNTY LANDS TRUST	Environment	LEDERACH	PA	25 00	-
MONTGOMERY COUNTY NORRISTOWN PUBLIC	Cultural	NORRISTOWN	PA	100 00	-
MONTGOMERY COUNTY SPCA	Environment	CONSHOHOCKEN	PA	250 00	100 00
MONTGOMERY SCHOOL	Education	CHESTER SPRINGS	PA	13,975 00	2,500 00
MOORES MEMORIAL LIBRARY	Cultural	CHRISTIANA	PA	100 00	-
MORAVIAN COLLEGE	Education	BETHLEHEM	PA	250 00	-
MORGAN STATE UNIVERSITY FOUNDATION INC	Education	BALTIMORE	MD	100 00	-
MOTE MARINE LABORATORY AND AQUARIUM	Environment	SARASOTA	FL	160 00	-
MOTHER OF PROVIDENCE REGIONAL	Education	WALLINGFORD	PA	-	250
MOUNT SAINT MARYS COLLEGE	Education	EMMITTSBURG	MD	100 00	-
MUHLENBERG COLLEGE	Education	ALLENTOWN	PA	2,475 00	-
MUSICAL ARTS ASSOCIATION	Cultural	CLEVELAND	OH	15,000 00	-
NANTUCKET HISTORICAL SOCIETY	Cultural	NANTUCKET	MA	62 50	-
NATIONAL ARBOR DAY FOUNDATION	Environment	LINCOLN	NE	50 00	-
NATIONAL AUDUBON SOCIETY	Environment	NEW YORK	NY	170 00	-
NATIONAL GALLERY OF ART	Cultural	LANDOVER	MD	2,500 00	-
NATIONAL NURSING CENTERS CONSORTIUM	Health	PHILADELPHIA	PA	5,000 00	-
NATIONAL PARK FOUNDATION	Cultural	WASHINGTON	DC	5,050 00	250 00
NATIONAL PARK FOUNDATION	Environment	WASHINGTON	DC	200 00	-
NATIONAL PARKS CONSERVATION ASSOCIATION	Environment	WASHINGTON	DC	312 00	-
NATIONAL TRUST FOR HISTORIC PRESERVATION	Cultural	WASHINGTON	DC	35 00	-

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Form 990-PF  
Year Ended December 31, 2012

**Exhibit 5**  
Part XV, Line 3

Payee Name	Purpose of Grant	City	State	Item 3(a) Paid in 2012	Item 3(b) Accruals
AARK WILDLIFE REHABILITATION AND	Environment	CHALFONT	PA	200 00	-
NATIONAL TRUST FOR HISTORIC PRESERVATION	Environment	WASHINGTON	DC	60 00	-
NATIONAL WILDLIFE FEDERATION	Environment	RESTON	VA	350 00	96 00
NATIONAL WOMENS HISTORY MUSEUM	Cultural	ALEXANDRIA	VA	25 00	-
NATIONAL WORLD WAR II MUSEUM INC	Cultural	NEW ORLEANS	LA	25 00	-
NATIVITY BVM HIGH SCHOOL	Education	POTTSVILLE	PA	500 00	-
NATURAL LANDS TRUST	Environment	MEDIA	PA	400 00	350 00
NATURE CONSERVANCY	Environment	ALBERT LEA	MN	1 899 00	-
NATURE CONSERVANCY	Environment	ARLINGTON	VA	200 00	-
NC BLUMENTHAL PERFORMING ARTS CENTER	Cultural	CHARLOTTE	NC	2 500 00	-
NEIGHBORHOOD HEALTH AGENCIES INC	Health	WEST CHESTER	PA	350 00	-
NEMOURS FOUNDATION	Cultural	WILMINGTON	DE	100 00	-
NEMOURS FOUNDATION	Health	WILMINGTON	DE	200 00	-
NEW COVENANT CHRISTIAN SCHOOL	Education	LEBANON	PA	50 00	-
NEW YORK CITY BALLET	Cultural	NEW YORK	NY	185 00	-
NEW YORK PUBLIC LIBRARY	Cultural	NEW YORK	NY	70 00	-
NEW YORK PUBLIC RADIO	Cultural	NEW YORK	NY	100 00	-
NEW YORK UNIVERSITY	Education	NEW YORK	NY	100 00	-
NEWARK CHARTER SCHOOL	Education	NEWARK	DE	100 00	-
NORRISTOWN ZOOLOGICAL SOCIETY	Cultural	NORRISTOWN	PA	75 00	25 00
NORTH CAROLINA A&T STATE UNIVERSITY	Education	GREENSBORO	NC	2 500 00	-
NORTH CAROLINA DANCE THEATRE	Cultural	CHARLOTTE	NC	100 00	100 00
NORTH CAROLINA STATE UNIVERSITY	Education	RALEIGH	NC	200 00	1 250 00
NORTH MECKLENBURG ANIMAL RESCUE	Environment	OLD FORT	NC	-	600
NORTH SHORE ANIMAL LEAGUE AMERICA	Environment	PORT WASHINGTON	NY	250 00	-
NORTHEAST ANIMAL RESCUE INC	Environment	PHILADELPHIA	PA	-	150
NORTHEAST ANIMAL SHELTER	Environment	SALEM	MA	175 00	-
NORTHEAST PENNSYLVANIA EDUCATIONAL TV	Cultural	PITTSSTON	PA	50 00	-
NORTHERN ARIZONA UNIVERSITY FOUNDATION	Education	FLAGSTAFF	AZ	100 00	-
NORTHWEST CATHOLIC HIGH SCHOOL	Education	W HARTFORD	CT	2 750 00	-
NORTHWESTERN UNIVERSITY	Education	EVANSTON	IL	5 500 00	-
NOTRE DAME PREPARATORY HIGH SCHOOL	Education	SCOTTSDALE	AZ	100 00	-
OAK KNOLL SCHOOL OF THE HOLY CHILD	Education	SUMMIT	NJ	500 00	-
OASIS SANCTUARY	Environment	SCOTTSDALE	AZ	280 00	-
OCEAN CONSERVANCY INC	Environment	WASHINGTON	DC	100 00	-
OLD FELLA BURKE COUNTY ANIMAL RESCUE	Environment	WAYNESBORO	GA	25 00	-
OPEN LANDS CONSERVANCY	Environment	PAOLI	PA	25 00	-
OPERA COMPANY OF PHILADELPHIA	Cultural	PHILADELPHIA	PA	250 00	-
OUR LADY OF CONFIDENCE DAY SCHOOL	Education	PHILADELPHIA	PA	250 00	-
OUR LADY OF MERCY HIGH SCHOOL	Education	ROCHESTER	NY	250 00	-
OUR MOTHER OF PERPETUAL HELP	Education	EPHRATA	PA	25 00	-
OWEN J ROBERTS EDUCATION FOUNDATION	Education	POTTSTOWN	PA	2,000 00	-
PALMYRA PUBLIC LIBRARY	Cultural	PALMYRA	PA	150 00	175 00
PAOLI MEMORIAL HOSPITAL FOUNDATION	Health	PAOLI	PA	250 00	-
PARADISE VALLEY CHRISTIAN PREPARATORY	Education	PHOENIX	AZ	280 00	-
PARDES JEWISH DAY SCHOOL	Education	PHOENIX	AZ	460 00	-
PAW PLACEMENT	Environment	SCOTTSDALE	AZ	625 00	-
PEACEFUL VALLEY DONKEY RESCUE	Environment	MILES	TX	70 00	-
PEIRCE COLLEGE	Education	PHILADELPHIA	PA	1,625 00	1 500 00
PENN CHRISTIAN ACADEMY	Education	NORRISTOWN	PA	1 800 00	-
PENN HOSPITAL OF THE UNIVERSITY OF	Cultural	PHILADELPHIA	PA	5,000 00	-
PENN JERSEY EDUCATIONAL RADIO	Cultural	SERGEANTSVILLE	NJ	50 00	-
PENN STATE UNIVERSITY	Education	UNIVERSITY PARK	PA	7 705 00	50 00
PENNINGTON SCHOOL	Education	PENNINGTON	NJ	800 00	1,250 00
PENNSYLVANIA BALLET	Cultural	PHILADELPHIA	PA	2 358 25	1 408 10
PENNSYLVANIA SPCA	Environment	PHILADELPHIA	PA	6,395 00	2 625 00
PEOPLE HELPING HORSES	Environment	ARLINGTON	WA	27 00	-
PEOPLES LIGHT AND THEATRE COMPANY	Cultural	MALVERN	PA	5,075 00	-
PERKJOMEN SCHOOL	Education	PENNSBURG	PA	150 00	-
PETS FOR PATRIOTS	Environment	LONG BEACH	NY	50 00	-
PHILABUNDANCE	Human Services	PHILADELPHIA	PA	25,000 00	-
PHILADELPHIA COLLEGE OF OSTEOPATHIC	Education	PHILADELPHIA	PA	50 00	-
PHILADELPHIA DANCE COMPANY	Cultural	PHILADELPHIA	PA	1,000 00	-
PHILADELPHIA DANCE PROJECTS	Cultural	PHILADELPHIA	PA	200 00	-
PHILADELPHIA EDUCATION FUND	Education	PHILADELPHIA	PA	25 000 00	-
PHILADELPHIA MONTGOMERY CHRISTIAN	Education	ERDENHEIM	PA	4 000 00	-
PHILADELPHIA MUSEUM OF ART	Cultural	PHILADELPHIA	PA	10,492 00	-
PHILADELPHIA ORCHESTRA ASSOCIATION	Cultural	PHILADELPHIA	PA	1,040 00	-
PHILADELPHIA SCHOOL	Education	PHILADELPHIA	PA	250 00	-
PHILADELPHIA UNIVERSITY	Education	PHILADELPHIA	PA	25 00	-
PHILLIPS EXETER ACADEMY	Education	EXETER	NH	-	1 000
PHOENIX ART MUSEUM	Cultural	PHOENIX	AZ	100 00	-
PHOENIX SYMPHONY	Cultural	PHOENIX	AZ	100 00	-
PHOENIX THEATRE	Cultural	PHOENIX	AZ	100 00	-
PHOENIXVILLE COMMUNITY EDUCATION	Education	PHOENIXVILLE	PA	1,355 00	400 00
PHOENIXVILLE PUBLIC LIBRARY	Cultural	PHOENIXVILLE	PA	135 00	50 00
PHRENIC NEW BALLET COMPANY	Cultural	PHILADELPHIA	PA	450 00	100 00
PILOT SCHOOL	Education	WILMINGTON	DE	250 00	-
PLEASE TOUCH MUSEUM	Cultural	PHILADELPHIA	PA	7 500 00	-
POINT PARK UNIVERSITY	Education	PITTSBURGH	PA	30 00	-
POLYTECHNIC UNIVERSITY	Education	BROOKLYN	NY	500 00	-
POPE JOHN PAUL II HIGH SCHOOL	Education	PHILADELPHIA	PA	4,000 00	-

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Year Ended December 31, 2012

Exhibit 5  
Part XV, Line 3

Payee Name	Purpose of Grant	City	State	Item 3(a) Paid in 2012	Item 3(b) Accruals
AARK WILDLIFE REHABILITATION AND	Environment	CHALFONT	PA	200 00	-
POPE JOHN PAUL II REGIONAL CATHOLIC	Education	WEST BRANDYWINE	PA	250 00	50 00
PRAATT INSTITUTE	Education	BROOKLYN	NY	150 00	-
PRESERVATION SOCIETY OF NEWPORT COUNTY	Cultural	NEWPORT	RJ	1,255 00	-
PRESIDENT AND TRUSTEES OF BATES COLLEGE	Education	LEWISTON	ME	750 00	-
PRINCETON HEALTHCARE SYSTEM FOUNDATION	Health	PRINCETON	NJ	200 00	-
PRINCETON UNIVERSITY	Education	PRINCETON	NJ	2,150 00	-
PROTECT EAGLES MERE ALLIANCE	Environment	EAGLES MERE	PA	100 00	-
PURDUE UNIVERSITY	Education	WEST LAFAYETTE	IN	100 00	-
QUAKER RIDGE MEETING HOUSE FUND	Cultural	CASCO	ME	-	100
RABBIT SANCTUARY INC	Environment	SIMPSONVILLE	SC	300 00	-
RADFORD UNIVERSITY FOUNDATION INC	Education	RADFORD	VA	500 00	-
RAILS TO TRAILS CONSERVANCY	Environment	WASHINGTON	DC	175 00	-
RAWHIDE RESCUE INC	Environment	WARREN	NJ	200 00	-
READING PUBLIC MUSEUM	Cultural	READING	PA	40 00	-
REDROVER	Environment	SACRAMENTO	CA	100 00	-
REED COLLEGE	Education	PORTLAND	OR	500 00	-
REGIS HIGH SCHOOL	Education	NEW YORK	NY	2 500 00	-
REHOBOTH ART LEAGUE INC	Cultural	REHOBOTH BEACH	DE	250 00	-
RENSSELAER POLYTECHNIC INSTITUTE	Education	BOSTON	MA	500 00	-
RERUN INC	Environment	HELMETTA	NJ	120 00	-
RIVERBEND ENVIRONMENTAL EDUCATION CENTER	Environment	GLADWYNE	PA	8 500 00	-
RIVERSIDE PARK FUND	Environment	NEW YORK	NY	-	200
ROCK POINT SCHOOL	Education	BURLINGTON	VT	100 00	-
ROMAN CATHOLIC HIGH SCHOOL	Education	PHILADELPHIA	PA	100 00	-
ROSEMONT COLLEGE	Education	ROSEMONT	PA	360 00	-
ROSEMONT SCHOOL OF THE HOLY CHILD	Education	ROSEMONT	PA	1 500 00	-
ROSENBACH MUSEUM AND LIBRARY	Cultural	PHILADELPHIA	PA	58 00	-
ROYER GREAVES SCHOOL FOR THE BLIND	Education	PAOLI	PA	5,000 00	-
RSVP OF MONTGOMERY COUNTY	Human Services	PLYMOUTH MEETING	PA	5 000 00	-
RUTGERS UNIVERSITY FOUNDATION	Education	NEW BRUNSWICK	NJ	450 00	-
RYERSS FARM FOR AGED EQUINES	Environment	POTTSTOWN	PA	-	100
SACRED HEART SCHOOL	Education	HAVERTOWN	PA	2,000 00	-
SADDLERS WOODS CONSERVATION ASSOCIATION	Environment	OAKLYN	NJ	100 00	-
SAINT AGNES OF BOHEMIA SCHOOL	Education	CHICAGO	IL	250 00	-
SAINT ALOYSIUS GRADE SCHOOL	Education	BRYN MAWR	PA	2,100 00	2 500 00
SAINT ALOYSIUS PARISH SCHOOL	Education	POTTSTOWN	PA	25 00	-
SAINT ANDREWS SCHOOL	Education	MIDDLETOWN	DE	100 00	-
SAINT ANTHONY HIGH SCHOOL	Education	JERSEY CITY	NJ	90 00	-
SAINT BONAVENTURE INDIAN MISSION AND SCHOOL	Education	THOREAU	NM	50 00	-
SAINT CHARLES BORROMEO SEMINARY OVERBROOK	Education	WYNNEWOOD	PA	12,600 00	-
SAINT CHRISTOPHERS FOUNDATION FOR CHILDREN	Health	PHILADELPHIA	PA	375 00	-
SAINT DAVID CHURCH SCHOOL	Education	WILLOW GROVE	PA	700 00	-
SAINT EDMONDS ACADEMY	Education	WILMINGTON	DE	60 00	-
SAINT ELIZABETH EDUCATION FUND	Education	UWCHLAN	PA	2,850 00	1 550 00
SAINT HUBERT HIGH SCHOOL	Education	PHILADELPHIA	PA	3,750 00	3 750 00
SAINT HUBERTS ANIMAL WELFARE CENTER	Environment	MADISON	NJ	35 00	-
SAINT JOHN THE BELOVED	Education	WILMINGTON	DE	-	250
SAINT JOHNS UNIVERSITY	Education	QUEENS	NY	100 00	-
SAINT JOSEPHS INDIAN SCHOOL	Education	CHAMBERLAIN	SD	135 00	-
SAINT JOSEPHS PREPARATORY SCHOOL	Education	PHILADELPHIA	PA	600 00	-
SAINT JOSEPHS UNIVERSITY	Education	PHILADELPHIA	PA	1 350 00	7 625 00
SAINT JUDE CHILDRENS RESEARCH HOSPITAL	Health	MEMPHIS	TN	1,520 00	130 00
SAINT LABRE INDIAN SCHOOL	Education	ASHLAND	MT	75 00	25 00
SAINT LUCY DAY SCHOOL	Education	PHILADELPHIA	PA	1,000 00	-
SAINT LUKES HOSPITAL	Health	KANSAS CITY	MO	500 00	-
SAINT LUKES HOSPITAL AND HEALTH NETWORK	Health	BETHLEHEM	PA	75 00	-
SAINT MARKS HIGH SCHOOL	Education	WILMINGTON	DE	250 00	-
SAINT MARY MAGDALEN SCHOOL	Education	MEDIA	PA	750 00	-
SAINT MATTHEW CATHOLIC SCHOOL	Education	PHOENIX	AZ	500 00	-
SAINT MAXIMILIAN KOLBE SCHOOL	Education	WEST CHESTER	PA	3,150 00	-
SAINT PATRICK SCHOOL	Education	MALVERN	PA	750 00	-
SAINT PAUL CATHOLIC HIGH SCHOOL	Education	BRISTOL	CT	1,000 00	-
SAINT PETERS COLLEGE	Education	JERSEY CITY	NJ	-	100
SAINT PETERS SCHOOL	Education	PHILADELPHIA	PA	1,041 62	-
SAINTS SIMON AND JUDE SCHOOL	Education	WEST CHESTER	PA	2,200 00	-
SALESIANUM SCHOOL	Education	WILMINGTON	DE	250 00	-
SCHUYLKILL CENTER FOR ENVIRONMENTAL	Environment	PHILADELPHIA	PA	750 00	-
SCHUYLKILL RIVER GREENWAY ASSOCIATION	Environment	POTTSTOWN	PA	50 00	-
SCHWENKFELDER LIBRARY & HERITAGE CENTER	Cultural	PENNSBURG	PA	300 00	50 00
SCOTTSDALE CHRISTIAN ACADEMY	Education	PHOENIX	AZ	1,000 00	-
SCOTTSDALE PREPARATORY ACADEMY	Education	SCOTTSDALE	AZ	400 00	-
SECURITIES AND EXCHANGE COMMISSION	Cultural	WASHINGTON	DC	750 00	-
SETTLEMENT MUSIC SCHOOL	Cultural	PHILADELPHIA	PA	750 00	-
SHIPLEY SCHOOL	Education	BRYN MAWR	PA	885 00	-
SHIPPENSBURG UNIVERSITY	Education	SHIPPENSBURG	PA	1 655 00	475 00
SHRINERS HOSPITAL FOR CHILDREN	Health	TAMPA	FL	25 00	-
SILVER SPRINGS MARTIN LUTHER SCHOOL	Education	PLYMOUTH MEETING	PA	150 00	-
SKIDMORE COLLEGE	Education	SARATOGA SPRINGS	NY	1,050 00	-
SMITHSONIAN INSTITUTION	Cultural	WASHINGTON	DC	100 00	-
SPAY AND SAVE INC	Environment	LAFAYETTE HILL	PA	479 00	-
SPEAKERS HOUSE	Cultural	COLLEGEVILLE	PA	50 00	50 00

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Year Ended December 31, 2012

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AARK WILDLIFE REHABILITATION AND	Environment	CHALFONT	PA	200 00	-
SPELMAN COLLEGE	Education	ATLANTA	GA	500 00	-
SPRINGSIDE SCHOOL	Education	PHILADELPHIA	PA	250 00	-
SPRUCE HILL CHRISTIAN SCHOOL	Education	PHILADELPHIA	PA	3 250 00	-
SRUTI INDIA MUSIC AND DANCE SOCIETY	Cultural	AUDUBON	PA	400 00	-
STANFORD UNIVERSITY	Education	STANFORD	CA	1 100 00	50 00
STOCKTON COLLEGE FOUNDATION	Education	GALLOWAY	NJ	50 00	50 00
SUCCESS CHARTER NETWORK	Education	NEW YORK	NY	7,000 00	-
SUMMERTRIOS	Cultural	NEW YORK	NY	200 00	-
SUPPLYING TECHNOLOGY IN COUNTY KILL	Environment	ASHEVILLE	NC	645 00	-
SUSQUEHANNA UNIVERSITY	Education	SELINGSGROVE	PA	325 00	-
SWARTHMORE COLLEGE	Education	SWARTHMORE	PA	200 00	-
SYRACUSE UNIVERSITY	Education	SYRACUSE	NY	1 077 17	-
TABBYS PLACE	Environment	RINGOES	NJ	100 00	50 00
TATNALL SCHOOL INC	Education	WILMINGTON	DE	125 00	-
TAYLOR UNIVERSITY	Education	UPLAND	IN	250 00	-
TEMPLE UNIVERSITY	Education	PHILADELPHIA	PA	1 565 00	200 00
THEATRE HORIZON	Cultural	NORRISTOWN	PA	300 00	-
THUNDERBIRD SCHOOL OF GLOBAL MANAGEMENT	Education	GLENDALE	AZ	100 00	-
TIGER HAVEN INC	Environment	KINGSTON	TN	28 50	250 00
TILGHMAN WATERMENS MUSEUM	Cultural	TILGHMAN	MD	50 00	-
TOLEDO SYMPHONY ORCHESTRA	Cultural	TOLEDO	OH	-	100
TOWER HILL SCHOOL	Education	WILMINGTON	DE	2,250 00	-
TRAVERSE AREA RECREATION AND	Environment	TRAVERSE CITY	MI	1 000 00	-
TREDYFFRIN HISTORICAL PRESERVATION TRUST	Cultural	DEVON	PA	1,000 00	-
TREDYFFRIN TOWNSHIP LIBRARY FOUNDATION	Cultural	WAYNE	PA	750 00	-
TRI STATE BIRD RESCUE AND RESEARCH INC	Environment	NEWARK	DE	1,500 00	-
TRINITY COLLEGE	Education	HARTFORD	CT	100 00	-
TRISKELES FOUNDATION	Human Services	EXTON	PA	7 500 00	-
TROUT UNLIMITED	Environment	ARLINGTON	VA	50 00	-
TRUST FOR PUBLIC LAND	Environment	SAN FRANCISCO	CA	50 00	-
TRUSTEES OF DARTMOUTH COLLEGE	Education	HANOVER	NH	2,420 49	-
TRUSTEES OF SMITH COLLEGE	Education	NORTHAMPTON	MA	200 00	-
TRUSTEES OF THE UNIV OF PENNSYLVANIA	Education	PHILADELPHIA	PA	17 564 00	1,450 00
TULANE UNIVERSITY	Education	NEW ORLEANS	LA	75 00	-
TYLER ARBORETUM	Environment	MEDIA	PA	1 070 00	50 00
UC BERKELEY FOUNDATION	Education	BERKELEY	CA	250 00	-
UNC CHARLOTTE FOUNDATION INC	Education	CHARLOTTE	NC	149 00	-
UNION OF CONCERNED SCIENTISTS	Cultural	CAMBRIDGE	MA	75 00	-
UNION THEOLOGICAL SEMINARY	Education	NEW YORK	NY	250 00	-
UNITED WAY GREATER PHILADELPHIA AND	Human Services	PHILADELPHIA	PA	2 210 000 00	-
UNITED WAY OF SOUTHEASTERN PENNSYLVANIA	Education	PHILADELPHIA	PA	50 000 00	-
UNITED WAY OF SOUTHEASTERN PENNSYLVANIA	Human Services	PHILADELPHIA	PA	24,000 00	-
UNITED WAY OF THE CENTRAL CAROLINAS	Human Services	CHARLOTTE	NC	121,000 00	-
UNIVERSITY OF ALABAMA	Education	TUSCALOOSA	AL	580 00	-
UNIVERSITY OF ARIZONA FOUNDATION	Education	TUCSON	AZ	1,150 00	-
UNIVERSITY OF BALTIMORE	Education	BALTIMORE	MD	7,500 00	7 500 00
UNIVERSITY OF BUFFALO FOUNDATION INC	Education	BUFFALO	NY	1,250 00	-
UNIVERSITY OF COLORADO FOUNDATION	Education	BOULDER	CO	-	100
UNIVERSITY OF DAYTON	Education	DAYTON	OH	2,500 00	-
UNIVERSITY OF DELAWARE	Education	NEWARK	DE	1 540 00	550 00
UNIVERSITY OF ILLINOIS FOUNDATION	Education	URBANA	IL	1,000 00	-
UNIVERSITY OF IOWA FOUNDATION	Education	IOWA CITY	IA	100 00	-
UNIVERSITY OF MAINE	Education	ORONO	ME	200 00	200 00
UNIVERSITY OF MARYLAND BALTIMORE	Education	BALTIMORE	MD	100 00	-
UNIVERSITY OF MARYLAND COLLEGE PARK	Education	COLLEGE PARK	MD	50 00	-
UNIVERSITY OF MARYLAND FOUNDATION	Education	ADELPHI	MD	250 00	-
UNIVERSITY OF MASSACHUSETTS	Education	AMHERST	MA	150 00	-
UNIVERSITY OF MICHIGAN	Education	PALATINE	IL	300 00	-
UNIVERSITY OF MISSISSIPPI FOUNDATION	Education	UNIVERSITY	MS	25 00	-
UNIVERSITY OF NORTH CAROLINA	Education	CHAPEL HILL	NC	250 00	-
UNIVERSITY OF NOTRE DAME	Education	NOTRE DAME	IN	7 595 00	-
UNIVERSITY OF OKLAHOMA FOUNDATION INC	Education	NORMAN	OK	1 000 00	-
UNIVERSITY OF PITTSBURGH	Education	PITTSBURGH	PA	2 250 00	-
UNIVERSITY OF RICHMOND	Education	UNIVERSITY OF RICHMOND	VA	1 700 00	-
UNIVERSITY OF ROCHESTER	Education	ROCHESTER	NY	2,300 00	2,125 00
UNIVERSITY OF SCRANTON	Education	SCRANTON	PA	250 00	-
UNIVERSITY OF SOUTH CAROLINA EDUCATIONAL	Education	COLUMBIA	SC	768 00	-
UNIVERSITY OF THE ARTS	Education	PHILADELPHIA	PA	1 000 00	-
UNIVERSITY OF THE SOUTH	Education	SEWANEE	TN	250 00	-
UNIVERSITY OF VERMONT	Education	BURLINGTON	VT	200 00	-
UNIVERSITY OF VIRGINIA	Education	CHARLOTTESVILLE	VA	50 00	-
UNIVERSITY OF VIRGINIA FUND	Education	CHARLOTTESVILLE	VA	2 930 00	-
UNIVERSITY OF VIRGINIA LAW SCHOOL FOUND	Education	CHARLOTTESVILLE	VA	15 000 00	-
UNIVERSITY OF WISCONSIN FOUNDATION	Education	MADISON	WI	30 00	-
UNIVERSITY RADIO FOUNDATION INC	Cultural	CHARLOTTE	NC	449 00	25 00
URBAN AFFAIRS COALITION	Civic	PHILADELPHIA	PA	10,000 00	-
URBAN TREE CONNECTION	Human Services	PHILADELPHIA	PA	7,500 00	-
URSINUS COLLEGE	Education	COLLEGEVILLE	PA	725 00	300 00
US COAST GUARD ACADEMY ALUMNI ASSOCIATION	Education	NEW LONDON	CT	50 00	-
US NAVY MEMORIAL FOUNDATION	Cultural	WASHINGTON	DC	25 00	-
USLOQUY DANCE DESIGNS	Cultural	PHILADELPHIA	PA	50 00	-

The Vanguard Group Foundation (EIN 23-2699769)  
Form 990-PF  
Year Ended December 31, 2012

Exhibit 5  
Part XV, Line 3

Payee Name	Purpose of Grant	City	State	Item 3(a) Paid in 2012	Item 3(b) Accruals
AARK WILDLIFE REHABILITATION AND	Environment	CHALFONT	PA	200 00	-
VALLEY FORGE MILITARY ACADEMY AND	Education	WAYNE	PA	250 00	-
VALLEY OF THE SUN UNITED WAY	Human Services	PHOENIX	AZ	198,000 00	-
VANDERBILT UNIVERSITY	Education	NASHVILLE	TN	75 00	-
VERITAS PREPARATORY ACADEMY	Education	PHOENIX	AZ	200 00	-
VILLA MARIA ACADEMY	Education	MALVERN	PA	6,600 00	-
VILLA MARIA ACADEMY LOWER SCHOOL	Education	IMMACULATA	PA	3,100 00	750 00
VILLANOVA UNIVERSITY	Education	VILLANOVA	PA	4,270 00	25 00
VILLANOVA UNIVERSITY SCHOOL OF LAW	Education	VILLANOVA	PA	100 00	-
VIRGINIA MILITARY INSTITUTE FOUNDATION	Education	LEXINGTON	VA	100 00	-
VOLUNTEER ENGLISH PROGRAM IN CHESTER CO	Education	WEST CHESTER	PA	5,000 00	-
WAKE FOREST UNIVERSITY	Education	WINSTON SALEM	NC	275 00	-
WALDEN SCHOOL	Education	MEDIA	PA	500 00	-
WALDRON MERCY ACADEMY	Education	MERION STATION	PA	750 00	-
WALNUT STREET THEATRE	Cultural	PHILADELPHIA	PA	2,600 00	-
WARREN ALVARADO OSLO EDU FOUNDATION	Education	WARREN	MN	100 00	-
WASHINGTON AND LEE UNIVERSITY	Education	LEXINGTON	VA	350 00	-
WASHINGTON ANIMAL RESCUE LEAGUE	Environment	WASHINGTON	DC	100 00	-
WELLESLEY COLLEGE	Education	WELLESLEY	MA	1,752 00	300 00
WELLS COLLEGE	Education	AURORA	NY	2,750 00	-
WESLEYAN UNIVERSITY	Education	MIDDLETOWN	CT	600 00	-
WEST CHESTER FRIENDS SCHOOL	Education	WEST CHESTER	PA	850 00	-
WEST CHESTER PUBLIC LIBRARY	Cultural	WEST CHESTER	PA	-	100
WEST CHESTER UNIVERSITY	Education	WEST CHESTER	PA	1,050 00	-
WEST MONT CHRISTIAN ACADEMY	Education	POTTSTOWN	PA	1,500 00	-
WEST VIRGINIA UNIVERSITY FOUNDATION INC	Education	MORGANTOWN	WV	75 00	-
WESTERN MICHIGAN UNIVERSITY	Education	KALAMAZOO	MI	100 00	-
WESTMONT COLLEGE	Education	SANTA BARBARA	CA	500 00	-
WESTTOWN SCHOOL	Education	WEST CHESTER	PA	4,900 00	-
WHYY	Cultural	PHILADELPHIA	PA	15,275 00	210 00
WIDENER UNIVERSITY	Education	CHESTER	PA	4,000 00	300 00
WILD ANIMAL SANCTUARY	Environment	KEENESBURG	CO	50 00	-
WILKES UNIVERSITY	Education	WILKES BARRE	PA	25 00	-
WILLIAM JEANES LIBRARY	Cultural	LAFAYETTE HILLS	PA	30 00	50 00
WILLIAM PENN CHARTER	Education	PHILADELPHIA	PA	2,300 00	1,500 00
WILLIAMS COLLEGE	Education	WILLIAMSTOWN	MA	300 00	-
WILLIAMSON FREE SCHOOL OF MECH TRADES	Education	MEDIA	PA	500 00	-
WILLISTOWN CONSERVATION TRUST	Environment	NEWTOWN SQUARE	PA	250 00	100 00
WILMA THEATRE	Cultural	PHILADELPHIA	PA	3,050 00	150 00
WILSON COLLEGE	Education	CHAMBERSBURG	PA	5,130 00	5,000 00
WINSTON SCHOOL	Education	SHORT HILLS	NJ	100 00	-
WISSAHICKON VALLEY PUBLIC LIBRARY	Cultural	BLUE BELL	PA	100 00	-
WITF FM INC	Cultural	HARRISBURG	PA	217 00	-
WOMENS HUMANE SOCIETY INC	Environment	BENSALEM	PA	50 00	50 00
WOODHALL SCHOOL	Education	BETHLEHEM	CT	5,000 00	-
WOODLYNDE SCHOOL	Education	STRAFFORD	PA	250 00	-
WOODWARD ACADEMY	Education	COLLEGE PARK	GA	75 00	-
WORCESTER POLYTECHNIC INSTITUTE	Education	WORCESTER	MA	100 00	-
WTVI PUBLIC TELEVISION	Cultural	CHARLOTTE	NC	150 00	-
WYNDCROFT SCHOOL	Education	POTTSTOWN	PA	2,900 00	100 00
WYOMING SEMINARY PREP	Education	KINGSTON	PA	250 00	-
XAVIER HIGH SCHOOL	Education	NEW YORK	NY	100 00	-
YALE UNIVERSITY	Education	NEW HAVEN	CT	400 00	-
YELLOWSTONE PARK FOUNDATION	Environment	BOZEMAN	MT	500 00	-
YOSEMITE FOUNDATION	Environment	SAN FRANCISCO	CA	950 00	250 00
ZOOLOGICAL SOCIETY OF PHILADELPHIA	Cultural	PHILADELPHIA	PA	125,100 00	-
				<u>4,095,002</u>	<u>152,492</u>