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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE LEMELSON FOUNDATION		A Employer identification number 88-0391959
Number and street (or P.O. box number if mail is not delivered to street address) 45 SW ANKENY STREET	Room/suite 200	B Telephone number 503-222-2924
City or town, state, and ZIP code PORTLAND, OR 97204		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 343,785,771	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		509.	509.		
4 Dividends and interest from securities		4,435,609.	5,761,678.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		8,896,853.			
b Gross sales price for all assets on line 6a		68,629,775.			
7 Capital gain net income (from Part IV, line 2)			19,155,996.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		624,670.	723,758.		
12 Total. Add lines 1 through 11		13,957,641.	25,641,941.		
13 Compensation of officers, directors, trustees, etc.		474,900.	28,500.		446,400.
14 Other employee salaries and wages		584,264.	0.		572,485.
15 Pension plans, employee benefits		387,676.	6,785.		376,576.
16a Legal fees		307,505.	36,248.		262,294.
b Accounting fees		101,679.	0.		100,735.
c Other professional fees		3,348,208.	2,603,283.		744,925.
17 Interest		835.	0.		835.
18 Taxes		603,587.	181,195.		5,280.
19 Depreciation and depletion		179,289.	0.		
20 Occupancy		94,437.	2,832.		99,093.
21 Travel, conferences, and meetings		388,425.	19,421.		374,700.
22 Printing and publications		36,742.	0.		36,547.
23 Other expenses		538,110.	1,483,009.		418,321.
24 Total operating and administrative expenses. Add lines 13 through 23		7,045,657.	4,361,273.		3,438,191.
25 Contributions, gifts, grants paid		10,812,475.			11,940,587.
26 Total expenses and disbursements. Add lines 24 and 25		17,858,132.	4,361,273.		15,378,778.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<3,900,491.			
b Net investment income (if negative, enter -0-)			21,280,668.		
c Adjusted net income (if negative, enter -0-)				N/A	

a.14 48

Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	178,653.	2,024,873.	2,024,873.	
	2 Savings and temporary cash investments	3,541,597.	19,025,670.	19,025,670.	
	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				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges	49,756.	80,658.	80,658.	
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock	STMT 7	16,301,454.	9,326,873.	9,326,873.
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other	STMT 8	297,971,375.	307,771,807.	307,771,807.
	14 Land, buildings, and equipment basis ▶	4,043,591.			
	Less: accumulated depreciation ▶	STMT 9	1,141,329.	3,046,140.	2,902,262.
	15 Other assets (describe ▶	STATEMENT 10	1,822,174.	2,653,628.	2,653,628.
	16 Total assets (to be completed by all filers)	322,911,149.	343,785,771.	343,785,771.	
	17 Accounts payable and accrued expenses	69,982.	124,856.		
	18 Grants payable	2,450,211.	1,503,099.		
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ▶	DEFERRED TAXES	991,897.	1,384,151.	
	23 Total liabilities (add lines 17 through 22)	3,512,090.	3,012,106.		
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	319,399,059.	340,773,665.		
	25 Temporarily restricted				
	26 Permanently restricted				
Foundations that do not follow SFAS 117, check here ... ▶ <input type="checkbox"/>					
and complete lines 27 through 31.					
27 Capital stock, trust principal, or current funds					
28 Paid-in or capital surplus, or land, bldg., and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances	319,399,059.	340,773,665.			
31 Total liabilities and net assets/fund balances	322,911,149.	343,785,771.			

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	319,399,059.
2 Enter amount from Part I, line 27a	2	<3,900,491.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	3	25,275,097.
4 Add lines 1, 2, and 3	4	340,773,665.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	340,773,665.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b PASS THROUGH INVESTMENTS REPORTED ON SCH K-1	P		
c 1256 LOSSES FROM PASS THROUGH INVESTMENTS	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 68,629,775.		69,357,298.	<727,523.>
b			20,002,195.
c			<118,676.>
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<727,523.>
b			20,002,195.
c			<118,676.>
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	19,155,996.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	20,857,596.	337,412,827.	.061816
2010	15,218,298.	337,151,469.	.045138
2009	21,796,861.	300,443,218.	.072549
2008	21,241,032.	289,056,955.	.073484
2007	15,748,830.	382,511,334.	.041172

2 Total of line 1, column (d)	2	.294159
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.058832
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	329,146,120.
5 Multiply line 4 by line 3	5	19,364,325.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	212,807.
7 Add lines 5 and 6	7	19,577,132.
8 Enter qualifying distributions from Part XII, line 4	8	16,602,891.

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

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

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)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	425,613.
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	425,613.
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	425,613.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	168,023.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	350,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	518,023.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	92,410.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 92,410. Refunded <input type="checkbox"/>	11	0.	

Part VII 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 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NV, OR		
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	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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Part VIIA 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)	STMT 11	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?		13	X	
Website address ► WWW.LEMELSON.ORG					
14	The books are in care of ► PHILIP J. VARNUM	Telephone no. ► 503-222-2924			
Located at ► 45 SW ANKENY ST, SUITE 200, PORTLAND, OR		ZIP+4 ► 97204			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		15	N/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16	X	
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► INDIA					

Part VIIB 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here		
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?		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 ►		
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
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.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ N/A**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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		474,900.	108,954.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
JENNIFER BURRAN - 45 SW ANKENY STREET, STE 200, PORTLAND, OR 97204	GRANTS MANAGER 40.00	103,786.	40,545.	0.
ABIGAIL SARMA - 45 SW ANKENY STREET, STE 200, PORTLAND, OR 97204	PROGRAM OFFICER 40.00	88,000.	37,287.	0.
ALEXANDER NICHOLAS - 45 SW ANKENY STREET, STE 200, PORTLAND, OR 97204	PROGRAM OFFICER 40.00	95,386.	20,509.	0.
CLAUDIA JIMENEZ - 45 SW ANKENY STREET, STE 200, PORTLAND, OR 97204	ACCOUNTANT 40.00	73,400.	21,723.	0.
ERIN TOCHEN - 45 SW ANKENY STREET, STE 200, PORTLAND, OR 97204	PROGRAM OFFICER 40.00	68,500.	21,141.	0.
Total number of other employees paid over \$50,000 <input type="checkbox"/>				2

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THRESHOLD GROUP, LLC PO BOX 2358, GIG HARBOR, WA 98367	INVESTMENT CONSULTING	688,141.
QUARLES & BRADY LLP - 300 N. LASALLE STREET SUITE 4000, CHICAGO, IL 60654	LEGAL SERVICES	250,925.
KPMG PO BOX 120001, DALLAS, TX 75312	PROGRAM CONSULTING	186,915.
JIBE CONSULTING, INC - 2501 SW FIRST AVE, SUITE 300, PORTLAND, OR 97201	FINANCIAL SYSTEM CONSULTING	172,268.
RECON STRATEGY, LLC ONE BROADWAY 14TH FLOOR, CAMBRIDGE, MA 2142	STRATEGY CONSULTING	157,500.
Total number of others receiving over \$50,000 for professional services		3

Part IXA Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IXB Summary of Program-Related Investments

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

	Amount
1 SEE STATEMENT 13	302,257.
2 SEE STATEMENT 14	886,446.
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	1,188,703.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	68,489,429.
b	Average of monthly cash balances	1b	14,644,014.
c	Fair market value of all other assets	1c	251,025,054.
d	Total (add lines 1a, b, and c)	1d	334,158,497.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	334,158,497.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,012,377.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	329,146,120.
6	Minimum investment return. Enter 5% of line 5	6	16,457,306.

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

1	Minimum investment return from Part X, line 6	1	16,457,306.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	425,613.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	3,872.
c	Add lines 2a and 2b	2c	429,485.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	16,027,821.
4	Recoveries of amounts treated as qualifying distributions	4	1,576,598.
5	Add lines 3 and 4	5	17,604,419.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	17,604,419.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	15,378,778.
b	Program-related investments - total from Part IX-B	1b	1,188,703.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	35,410.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	16,602,891.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,602,891.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				17,604,419.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			216,687.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 16,602,891.				
a Applied to 2011, but not more than line 2a ...			216,687.	
b Applied to undistributed income of prior years (Election required - see instructions) ...		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				16,386,204.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. ...			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,218,215.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008 ...				
b Excess from 2009 ...				
c Excess from 2010 ...				
d Excess from 2011 ...				
e Excess from 2012 ...				

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHMENT A				11,940,587.
Total			▶ 3a	11,940,587.
b Approved for future payment				
SEE ATTACHMENT B				20,293,506.
Total			▶ 3b	20,293,506.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	509.		
4 Dividends and interest from securities			14	4,435,609.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	525990	<38,220.>	14	<446,964.>		
8 Gain or (loss) from sales of assets other than inventory	525990	93,794.	18	8,803,059.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a SEE STATEMENT 16		2,336.		49,719.		1,057,799.
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		57,910.		12,841,932.		1,057,799.
13 Total. Add line 12, columns (b), (d), and (e)					13	13,957,641.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | |
|----------|--|--------------|------------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) | Cash | 1a(1) | |
| (2) | Other assets | 1a(2) | |
| b | Other transactions: | | |
| (1) | Sales of assets to a noncharitable exempt organization | 1b(1) | |
| (2) | Purchases of assets from a noncharitable exempt organization | 1b(2) | |
| (3) | Rental of facilities, equipment, or other assets | 1b(3) | |
| (4) | Reimbursement arrangements | 1b(4) | |
| (5) | Loans or loan guarantees | 1b(5) | |
| (6) | Performance of services or membership or fundraising solicitations | 1b(6) | |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

17.12.13
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

JANE M. SEARING

Firm's name ► CLARK NUBER PS

Firm's address ► 10900 NE 4TH ST, STE 1700
BELLEVUE, WA 98004

Preparer's signature

John M. Seering

Date _____

11/04/13

Check ☐ self-employed

PTIN

P00000565

Firm's EIN ► 91-1194016

Phone no. 425-454-4919

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME FROM ALTERNATIVE INVESTMENTS	<485,184.>	674,674.		
STATE TAX REFUNDS	2,336.	0.		
GRANT REFUNDS	1,056,891.	0.		
OTHER INCOME	908.	0.		
CLASS ACTION AND BANKRUPTCY INCOME	28,210.	28,210.		
SECTION 988 GAIN	635.	0.		
PRI INTEREST	20,874.	20,874.		
TOTAL TO FORM 990-PF, PART I, LINE 11	624,670.	723,758.		

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY LLP	250,925.	36,248.		203,422.
KOCHHAR & CO	27,884.	0.		30,384.
JONES VARGAS	26,603.	0.		26,395.
GRELLAUD & LUQUE ABOGADOS	960.	0.		960.
JUN HE LAW OFFICES	1,133.	0.		1,133.
TO FM 990-PF, PG 1, LN 16A	307,505.	36,248.		262,294.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MOSS ADAMS, LLP	58,000.	0.		58,000.
CLARK NUBER, PS	43,679.	0.		42,735.
TO FORM 990-PF, PG 1, LN 16B	101,679.	0.		100,735.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	2,603,283.	2,603,283.		0.
INTERNATIONAL CONSULTING FEES	147,203.	0.		147,203.
STRATEGIC CONSULTING FEES	33,586.	0.		33,586.
COMMUNICATIONS CONSULTING FEES	123,297.	0.		123,297.
ADVISORY COMMITTEE STIPENDS	35,000.	0.		35,000.
RAMP EVALUATION CONSULTING	216,915.	0.		216,915.
EMPLOYEE SEARCH FEES	31,424.	0.		31,424.
STRATEGY IMPLEMENTATION ASSITANCE	157,500.	0.		157,500.
TO FORM 990-PF, PG 1, LN 16C	3,348,208.	2,603,283.		744,925.

FORM 990-PF	TAXES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE AND INCOME TAX	392,254.	0.		0.
INDIA TAX	5,280.	0.		5,280.
FOREIGN INCOME TAX	0.	181,195.		0.
STATE TAXES	206,053.	0.		0.
TO FORM 990-PF, PG 1, LN 18	603,587.	181,195.		5,280.

FORM 990-PF	OTHER EXPENSES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAD DEBT FROM PROGRAM RELATED INVESTMENT	28,888.	0.		0.
WEBSITE CONSULTING FEES	68,480.	0.		68,480.
MS OFFICE 365	38,657.	0.		38,657.
NETWORK ADMINISTRATION & IT SUPPORT	25,489.	0.		25,406.

FINANCIAL SYSTEM CONSULTING	46,868.	0.	46,868.
HOSTING SERVICES	77,960.	0.	77,960.
DATABASE ADMINISTRATION	52,800.	0.	52,800.
BANK & CUSTODY FEES	50,376.	50,376.	0.
PROFESSIONAL DEVELOPMENT	1,020.	0.	1,020.
SUPPLIES & EQUIPMENT	41,248.	0.	34,367.
INSURANCE	11,601.	348.	11,253.
POSTAGE	4,723.	0.	4,814.
OFFICE EXPENSES	6,799.	204.	6,245.
LIAISON OFFICES AND			
ACTIVITIES	45,839.	0.	45,839.
FOUNDATION CONNECT EXPENSE	25,000.	0.	0.
INTACCT EXPENSE	12,362.	0.	4,612.
INVESTMENT DEDUCTIONS FROM			
ALTERNATIVE INVESTMENTS	0.	1,432,081.	0.
TO FORM 990-PF, PG 1, LN 23	538,110.	1,483,009.	418,321.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CAPITAL INTERNATIONAL EMERGING MARKETS	9,326,873.	9,326,873.
LYME FOREST FUND, INC.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,326,873.	9,326,873.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADAGE CAPITAL PARTNERS	FMV	29,640,289.	29,640,289.
ADVISORY RESEARCH VALUE EQUITY FUND LP	FMV	1,853,556.	1,853,556.
AEW GLOBAL PROPERTIES SECURITIES FUND	FMV	9,258,804.	9,258,804.
ARDSLEY PARTNERS	FMV	4,992,593.	4,992,593.
AXIOM INTERNATIONAL EQUITY FUND II	FMV	0.	0.
BRANDYWINE CASH RESERVES	FMV	429,129.	429,129.
BRANDYWINE PRIVATE EQUITY PARTNERS 2005	FMV	10,278,421.	10,278,421.
BRANDYWINE PRIVATE EQUITY PARTNERS 2006	FMV	4,090,890.	4,090,890.
BRANDYWINE PRIVATE EQUITY PARTNERS 2007	FMV	2,678,700.	2,678,700.
BRANDYWINE PRIVATE EQUITY PARTNERS 2008	FMV	2,414,070.	2,414,070.

BRANDYWINE PRIVATE EQUITY PARTNERS 2009	FMV	1,241,860.	1,241,860.
BROOKSIDE CAPITAL PARTNERS LP	FMV	9,118,681.	9,118,681.
CEDAR ROCK CAPITAL PARTNERS LLP	FMV	11,886,044.	11,886,044.
COLCHESTER GLOBAL BOND FUND	FMV	13,750,481.	13,750,481.
COMMONFUND CAPITAL INT'L PTRS III	FMV	1,120,809.	1,120,809.
COMMONFUND CAPITAL INT'L PTRS IV	FMV	1,653,239.	1,653,239.
COMMONFUND CAPITAL INT'L PTRS V	FMV	2,243,038.	2,243,038.
COMMONFUND CAPITAL INT'L PTRS VI	FMV	1,914,797.	1,914,797.
DAVIDSON KEMPNER INSTITUTIONAL PARTNERS, LP	FMV	11,787,157.	11,787,157.
DOUBLELINE TOTAL RETURN BD	FMV		
FUND-LIQ. MLS		3,685,311.	3,685,311.
FARALLON CAPITAL INSTITUTIONAL PTRS LP	FMV	4,717,407.	4,717,407.
FIRST EAGLE GLOBAL FUND (LIQUID MLS)	FMV	3,022,352.	3,022,352.
FRONTIER SMALL CAP FUND, LP	FMV	2,413,426.	2,413,426.
GENERATION IM CLIMATE SOLUTIONS US LP	FMV	744,119.	744,119.
GENERATION IM GLOBAL EQUITY FUND	FMV	10,967,525.	10,967,525.
IR&M CREDIT STRATEGY	FMV	7,123,576.	7,123,576.
IR&M TIPS	FMV	6,561,752.	6,561,752.
IVY ASSET STRATEGY FUND (LIQUID MLS)	FMV	1,510,585.	1,510,585.
LONE CASCADE, LP	FMV	8,450,173.	8,450,173.
LONE JUNIPER, LP	FMV	13,207,937.	13,207,937.
LYME FOREST FUND LP	FMV	1,128,426.	1,128,426.
MASON CAPITAL	FMV	9,223,670.	9,223,670.
MAYO INVESTMENT ADVISORS	FMV	0.	0.
NORTH RIVER	FMV	0.	0.
PIMCO TOTAL RETURN II	FMV	18,453,182.	18,453,182.
ROCKPORT CAPITAL PARTNERS III, LP	FMV	1,006,506.	1,006,506.
RUSSELL 1000	FMV	14,054,115.	14,054,115.
SEMPER VIC PARTNERS, LP	FMV	9,769,702.	9,769,702.
SILCHESTER INTERNATIONAL INVESTORS, LP	FMV	18,437,287.	18,437,287.
SPINDRIFT	FMV	391,951.	391,951.
STANDISH MELLON ASSET MGMT	FMV	1,012,860.	1,012,860.
STONE HARBOR EMERGING MKTS DEBT INSTL	FMV	7,235,171.	7,235,171.
TAPTM FUND LLC	FMV	5,466,251.	5,466,251.
TEMPLETON GLOBAL BOND FUND (LIQUID MLS)	FMV	3,850,190.	3,850,190.
VENTURE INVESTMENT ASSOCIATES IV LP	FMV	2,894,821.	2,894,821.
VENTURE INVESTMENT ASSOCIATES V	FMV	5,737,089.	5,737,089.
VENTURE INVESTMENT ASSOCIATES VI	FMV	2,975,593.	2,975,593.
VIRSTUS PREM. ALPHA SECTOR	FMV		
FUND-LIQ. MLS		2,935,645.	2,935,645.
WESTWOOD GLOBAL INVESTMENTS	FMV	10,745,608.	10,745,608.
WTC - CTF COMMODITIES PORTFOLIO	FMV	8,611,359.	8,611,359.
LP INTEREST IN LEMELSON MEDICAL, EDUCATION & RESEARCH FOUNDATION, L.P.	FMV	1,085,660.	1,085,660.
TOTAL TO FORM 990-PF, PART II, LINE 13		307,771,807.	307,771,807.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE CONDOMINIUM	3,166,128.	377,948.	2,788,180.
EQUIPMENT	700,896.	676,948.	23,948.
FURNITURE & FIXTURES	141,157.	86,433.	54,724.
CONSTRUCTION IN PROGRESS	35,410.	0.	35,410.
TOTAL TO FM 990-PF, PART II, LN 14	4,043,591.	1,141,329.	2,902,262.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
CALVERT NOTE - PROGRAM RELATED	100,000.	0.	0.
CONVERSION SOUND EQUITY - PROGRAM RELATED	100,000.	100,000.	100,000.
E&CO., INC. NOTE - PROGRAM RELATED	0.	6,555.	6,555.
EMERGENCE BIO-ENERGY NOTE - PROGRAM RELATED	115,949.	0.	0.
ROOT CAPITAL-COFFEE COOPERATIVE EQUIPMENT NOTE PROGRAM RELATED	300,000.	150,000.	150,000.
ROOT CAPITAL-FINANCE FOR CLEAN TECHNOLOGIES NOTE PROGRAM RELATED	500,000.	500,000.	500,000.
RSF NOTE - SOCIAL INVESTMENT FUND - PROGRAM RELATED	106,225.	108,370.	108,370.
SELCO EQUITY - PROGRAM RELATED	600,000.	600,000.	600,000.
VENTUREAST-TENET II RURAL TECH EQUITY - PROGRAM RELATED	0.	886,446.	886,446.
NORBU - WORKING CAPITAL LOAN - PROGRAM RELATED	0.	302,257.	302,257.
TO FORM 990-PF, PART II, LINE 15	1,822,174.	2,653,628.	2,653,628.

FORM 990-PF	LIST OF CONTROLLED ENTITIES PART VII-A, LINE 11	STATEMENT 11
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NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
LEMELSON MEDICAL, EDUCATION & RESEARCH FOUNDATION, L.P.	88-0305280

ADDRESS

10099 EAST RIVER STREET
TRUCKEE, CA 96161

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DOROTHY LEMELSON 45 SW ANKENY STREET, SUITE 200 PORTLAND, OR 97204	SEE STATEMENT 17 6.00	0.	0.	0.
ERIC LEMELSON 45 SW ANKENY STREET, SUITE 200 PORTLAND, OR 97204	SEE STATEMENT 17 3.00	0.	0.	0.
ROBERT LEMELSON 45 SW ANKENY STREET, SUITE 200 PORTLAND, OR 97204	SEE STATEMENT 17 3.00	0.	0.	0.
SUSAN MORSE 45 SW ANKENY STREET, SUITE 200 PORTLAND, OR 97204	DIRECTOR 3.00	0.	0.	0.
JENNIFER BRUML 45 SW ANKENY STREET, SUITE 200 PORTLAND, OR 97204	DIRECTOR 3.00	0.	0.	0.
CAROL DAHL 45 SW ANKENY STREET, SUITE 200 PORTLAND, OR 97204	SEE STATEMENT 17 50.00	284,900.	63,724.	0.

PHILIP VARNUM
45 SW ANKENY STREET, SUITE 200
PORTLAND, OR 97204

SEE STATEMENT 17

50.00

190,000.

45,230.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

474,900.

108,954.

0.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 13

DESCRIPTION

THE FOUNDATION MADE A RECOVERABLE GRANT TO SAMBOTH A INC. (SAMBOTH A), FISCAL AGENT FOR HEZUO ZORGEY ANIMAL-HUSBANDRY MARKETING AID ASSOCIATION ("ZAMAA"), FOR THE PURPOSES OF OPERATING A YAK WOOL PRODUCTION WORKSHOP IN AN IMPOVERISHED AREA OF THE TIBETAN PLATEAU AND TO DISTRIBUTE YAK WOOL PRODUCTS IN CHINA. THERE WERE TWO PAYMENTS OF \$130,000 AND \$50,000 MADE ON MAY 24, 2012 AND AUGUST 28, 2012 RESPECTIVELY. LATER IN THE YEAR, THE FOUNDATION AGREED TO TRANSFER THE 5/24/2012 RECOVERABLE GRANT OF \$130,000 MADE TO SAMBOTH A, INC., AND THE 8/28/2012 RECOVERABLE GRANT TOTALING \$50,000 MADE TO SAMBOTH A, INC., TO GANSU NOLE AGRICULTURE AND ANIMAL HUSBANDRY DEVELOPMENT CO., LTD. ("NORLHA") AND ITS PARENT, NORBU LIMITED ("NORBU"), INCLUDING ACCRUED INTEREST TOTALING \$2,257, AS A LOAN TO NORBU AND NORLHA. ON NOVEMBER 5, 2012, AN ADDITIONAL PRI LOAN OF \$120,000 WAS MADE TO NORBU.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 1

302,257.

FORM 990-PF

SUMMARY OF PROGRAM-RELATED INVESTMENTS

STATEMENT 14

DESCRIPTION

THE FOUNDATION MADE A PROGRAM-RELATED INVESTMENT IN THE VENTUREAST TENET II FUND, AN INDIAN VENTURE CAPITAL FUND FOCUSED ON DEVELOPING TECHNOLOGY COMPANIES TO ADDRESS THE NEEDS OF PEOPLE IN RURAL INDIA. THE FOUNDATION'S INVESTMENT WILL SPECIFICALLY DRIVE INVESTMENTS IN COMPANIES IMPROVING LIVES OF PEOPLE LIVING IN POVERTY. A PAYMENT OF \$886,446 WAS MADE BY THE FOUNDATION TO VENTUREAST ON JUNE 26, 2012.

AMOUNT

TO FORM 990-PF, PART IX-B, LINE 2

886,446.

FORM 990-PF

PART XV - LINE 1B
LIST OF FOUNDATION MANAGERS

STATEMENT 15

NAME OF MANAGER

ERIC LEMELSON
ROBERT LEMELSON

FORM 990-PF

OTHER REVENUE

STATEMENT 16

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
STATE TAX REFUNDS	525990	2,336.			
GRANT REFUNDS					1,056,891.
OTHER INCOME					908.
CLASS ACTION AND BANKRUPTCY INCOME			01	28,210.	
SECTION 988 GAIN			01	635.	
PRI INTEREST			14	20,874.	
TOTAL TO FORM 990-PF, PG 12, LN 11		2,336.		49,719.	1,057,799.

GENERAL EXPLANATION

STATEMENT 17

FORM 990-PF, PART VIII, LINE 1

ADDENDUM TO STATEMENT 12

NAME	TITLE
DOROTHY LEMELSON	CHAIR OF THE BOARD, PRESIDENT, AND DIRECTOR
ERIC LEMELSON	VICE PRESIDENT, TREASURER, ASSISTANT SECRETARY, AND DIRECTOR
ROBERT LEMELSON	VICE PRESIDENT, SECRETARY, ASSISTANT TREASURER, AND DIRECTOR
CAROL DAHL	EXECUTIVE DIRECTOR AND ASSISTANT SECRETARY
PHILIP J. VARNUM	CHIEF FINANCIAL AND ADMINISTRATIVE OFFICER AND ASSISTANT TREASURER

THE LEMELSON FOUNDATION PURCHASES DIRECTORS AND OFFICERS' LIABILITY INSURANCE THAT PROVIDES COVERAGE TO BOTH THE FOUNDATION AND ITS DIRECTORS AND OFFICERS. WHILE A PORTION OF THE PREMIUM MAY BE REGARDED AS COMPENSATION TO DIRECTORS AND OFFICERS, THE COMPENSATORY PORTION ALLOCABLE TO ANY ONE INDIVIDUAL IS DE MINIMIS.

GENERAL EXPLANATION

STATEMENT 18

FORM/LINE IDENTIFIER

FORM 990-PF, PART VII-A, LINE 3

EXPLANATION:

THE ARTICLES OF INCORPORATION AND BYLAWS OF THE LEMELSON FOUNDATION WERE UPDATED DURING 2012. A COPY OF THESE GOVERNING DOCUMENTS IS NOT ATTACHED TO THE RETURN AS A COPY ALREADY HAS BEEN FILED SEPARATELY WITH THE INTERNAL REVENUE SERVICE.

The Lemelson Foundation, 88-0391959
Attachment to Part XV, Line 3a, Grants and Contributions Paid During the Year
2012 Form 990-PF

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
African American Male Achievers Network, Inc. c/o International Science Discovery & Learning Center, 6709 La Tijera Blvd., #261 Los Angeles California, 90045 United States	N/A	509(a)(1) public charity	To be used exclusively for mortgage, utilities, contract bookkeeper, 2011 Audit, inventory and installation of donated NASA space equipment, and to support existing STEM education programs.	100,000
Ashoka 1700 N. Moore Street, Suite 2000 Arlington Virginia, 22209 United States	N/A	170(b)(1)(A)(vi) public charity	To support the Ashoka accelerator program to scale existing technology-based ventures of Ashoka-Lemelson Fellows.	207,500
Clean Tech Open 3333 Coyote Hills Road Palo Alto California, 94304 United States	N/A	170(b)(1)(A)(vi) public charity	To support the Night Rover Education Program which includes inspirational museum events, educational invention education and entrepreneurship workshops, online activities, and a youth competition.	190,000
D-Rev: Design for the other Ninety Percent 631 Emerson Street Palo Alto California, 94301 United States	N/A	170(b)(1)(A)(vi) public charity	To develop a low-cost prosthetic knee, the JaipurKnee, for eventual dissemination; and to build their pipeline of new technologies and to develop services to support developing country-based inventors.	119,025
East Meets West Foundation P.O. Box 29292 Oakland California, 94604 United States	N/A	509(a)(1) public charity	To build on the new partnership with East Meets West and Design that Matters to expand the Breath of Life program to new areas in Asia and Africa.	500,000
Grantmakers of Oregon & SW Washington P.O. Box 6381 Portland Oregon, 97228-6381 United States	N/A	170(b)(1)(A)(vi) public charity	To sponsor the Grantmakers Regional Conference, October 17-19, 2012, in Eugene, Oregon.	1,000
Gujarat Mahila Housing SEWA Trust 404, Sakar IV, Ashram Road, Ellisbridge Ahmedabad 380006 India	N/A	Non-501(c)(3)	To support the creation of the Innovation Center for the Poor.	85,000
Institut Pertanian Bogor Gedung Rektorat IPB, Lantai 5, Kampus IPB Darmaga Bogor Bogor 16680 Indonesia	N/A	Non-501(c)(3)	To continue and further develop the Recognition and Mentoring Program (RAMP) Indonesia student program.	165,112
Living Goods 678 Sausalito Blvd Sausalito California, 94965 United States	N/A	509(a)(1) public charity	To expand its micro-franchise network and to test new product innovations in rural Uganda.	211,897

The Lemelson Foundation, 88-0391959
Attachment to Part XV, Line 3a, Grants and Contributions Paid During the Year
2012 Form 990-PF

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Massachusetts Institute of Technology 77 Massachusetts Avenue, 238 Main Street Cambridge Massachusetts, 02142 United States	N/A	170(b)(1)(A)(ii) public charity	To support the International Development Initiative to mentor MIT students to cultivate invention, innovation, and entrepreneurship in service of communities in developing regions of the world.	131,821
Massachusetts Institute of Technology 77 Massachusetts Avenue, 238 Main Street Cambridge Massachusetts, 02142 United States	N/A	170(b)(1)(A)(ii) public charity	To continue support for the Lemelson-MIT Prize, Student Prize Program, Global Innovation Prize, National Inventor Team Initiative, evaluation of prize program and communications, and to support a new Invention Education Program that includes launching a geographically focused Inventor Team Initiative, Maker Teams, Grassroots Coordination, and local EurekaFest events.	1,626,840
Massachusetts Institute of Technology 77 Massachusetts Avenue, 238 Main Street Cambridge Massachusetts, 02142 United States	N/A	170(b)(1)(A)(ii) public charity	To support the activities of the Lemelson-MIT Program directed toward inspiring appreciation for the role of invention and innovation in economic and social development; celebrating the living role models of successful inventors, innovators, and entrepreneurs; and inspiring the next generation of inventors.	1,505,468
National Collegiate Inventors and Innovators Alliance 100 Venture Way Hadley Massachusetts, 01035 United States	N/A	170(b)(1)(A)(ii) public charity	To support the continued implementation of experiential learning programs that promote invention, innovation, and entrepreneurship in higher education and to introduce new opportunities that increase the potential for commercialization of student innovations and provide new opportunities for students not yet involved in NCIIA programs.	500,000
National Collegiate Inventors and Innovators Alliance 100 Venture Way Hadley Massachusetts, 01035 United States	N/A	170(b)(1)(A)(ii) public charity	To continue support of NCIIA grant making and programming to support educational, E-Team and VentureWell activities.	1,500,000
National Collegiate Inventors and Innovators Alliance 100 Venture Way Hadley Massachusetts, 01035 United States	N/A	170(b)(1)(A)(ii) public charity	To create virtual tools to do forward planning and milestone mapping for USAID.	150,000
National Collegiate Inventors and Innovators Alliance 100 Venture Way Hadley Massachusetts, 01035 United States	N/A	170(b)(1)(A)(ii) public charity	To continue support of NCIIA grant making and programming to support educational, E-Team and VentureWell activities.	1,504,185
National Public Radio, Inc. 635 Massachusetts Avenue NW Washington District of Columbia, 20001 United States	N/A	170(b)(1)(A)(vi) public charity	To continue support for a radio and web series that explores the minds and motivations of scientists and inventors and how their discoveries translate into inventions that have the potential to change lives.	200,000

The Lemelson Foundation, 88-0391959
Attachment to Part XV, Line 3a, Grants and Contributions Paid During the Year
2012 Form 990-PF

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
National Public Radio, Inc. 635 Massachusetts Avenue NW Washington District of Columbia, 20001 United States	N/A	170(b)(1)(A)(vi) public charity	To support a radio and web series that explores the minds and motivations of scientists and inventors and how their discoveries translate into inventions that have the potential to change lives.	90,000
Non-Profit Enterprise and Self-sustainability Team Inc. 995 Market Street, Suite 1115 San Francisco California, 94103 United States	N/A	509(a)(1) public charity	To ensure Non-Profit Enterprise and Self-sustainability Team Inc. has secured funds to assess what worked and what did not in first phase of Recognition and Mentoring (RAMP) Program Peru and integrate these lessons into a RAMP Peru II proposal.	442,296
Non-Profit Enterprise and Self-sustainability Team Inc. 995 Market Street, Suite 1115 San Francisco California, 94103 United States	N/A	509(a)(1) public charity	To ensure Non-Profit Enterprise and Self-sustainability Team Inc. has secured funds to assess what worked and what did not in first phase of Recognition and Mentoring (RAMP) Program Peru and integrate these lessons into a RAMP Peru II proposal.	370,352
Portland Opportunities Industrialization Center, Inc. 717 N Killingsworth Court Portland Oregon, 97217 United States	N/A	509(a)(1) public charity	To be used to develop and conduct a class at Rosemary Anderson High School that uses Geographical Information Systems technology to analyze community problems and to create and implement solutions to those problems.	49,146
Portland State University Foundation Office of University Development, PO Box 751 Portland Oregon, 97207 United States	N/A	170(b)(1)(A)(vi) public charity	To support Oregon MESA program activities.	72,000
Portland State University Foundation Office of University Development, PO Box 751 Portland Oregon, 97207 United States	N/A	170(b)(1)(A)(vi) public charity	To support staffing of the Social Innovation Incubator to mentor technology-based social inventor-entrepreneurs in Oregon and capacity building in the areas of impact monitoring, evaluation and networking.	15,000
Root Capital, Inc. 955 Massachusetts Avenue, 5th Floor Cambridge Massachusetts, 02139 United States	N/A	170(b)(1)(A)(vi) public charity	To support Root Capital's Clean and Appropriate Technologies program.	200,000
SELCO Foundation Ground Floor, 742, 15th Cross JP Nagar 6th Phase Bangalore 560078 India	N/A	Non-501(c)(3)	To be used to continue support for SELCO Labs, which identifies, tests, and helps commercialize technologies that meet the needs of poor people in India.	160,000
Sambotha, Inc. c/o Ellis Dillon, 4062 Valeta St #338 San Diego California, 92110 United States	N/A	170(b)(1)(A)(vi) public charity	The Foundation made a recoverable grant to Sambotha who served as a fiscal agent to Hezuo Zorgey Animal-husbandry Marketing Aid Association for the purposes of operating a yak wool production	130,000

The Lemelson Foundation, 88-0391959
Attachment to Part XV, Line 3a, Grants and Contributions Paid During the Year
2012 Form 990-PF

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Sambotha, Inc. c/o Ellis Dillon, 4062 Valeta St #338 San Diego California, 92110 United States	N/A	170(b)(1)(A)(vi) public charity	workshop in an impoverished area of the Tibetan plateau and to distribute yak wool products in China. The Foundation made a recoverable grant to Sambotha who served as a fiscal agent to Hezuo Zorgey Animal-husbandry Marketing Aid Association for the purposes of operating a yak wool production workshop in an impoverished area of the Tibetan plateau and to distribute yak wool products in China.	50,000
Sustainable Harvest Inc. The Natural Capital Center, 721 NW Ninth Avenue Suite 235 Portland Oregon, 97209 United States	N/A	Non-501(c)(3)	To support Sustainable Harvest's farmer training, technology dissemination and market linkage development program in Tanzania.	200,000
T2 Institute 25228 La Loma Drive Los Altos Hills California, 94022 United States	N/A	Non-501(c)(3)	To sponsor the Global Innovation Summit, July 16-18, 2012, in Silicon Valley, California.	25,000
The Aspen Institute, Inc. One Dupont Circle NW, Suite 700 Washington District of Columbia, 20036 United States	N/A	509(a)(1) public charity	To continue the Aspen Network of Development Entrepreneurs' capacity development efforts.	100,000
Villgro Innovations Foundation (formerly known as Rural Innovations Network) III Floor, IITM Research Park, Kanagam Road, Taramani Chennai 600 113 India	N/A	Non-501(c)(3)	To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras.	272,316
Villgro Innovations Foundation (formerly known as Rural Innovations Network) III Floor, IITM Research Park, Kanagam Road, Taramani Chennai 600 113 India	N/A	Non-501(c)(3)	To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras. A portion of Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.	68,631
Villgro Innovations Foundation (formerly known as Rural Innovations Network) III Floor, IITM Research Park, Kanagam Road, Taramani Chennai 600 113 India	N/A	Non-501(c)(3)	To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras. A portion of Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.	172,228

The Lemelson Foundation, 88-0391959
Attachment to Part XV, Line 3a, Grants and Contributions Paid During the Year
2012 Form 990-PF

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Yayasan Inovasi Teknologi JI Jenggala II No.9,Kebayoran Baru Jakarta 12110 Indonesia	N/A	Non-501(c)(3)	To continue activities, assess impact of, and prepare a proposal for RAMP renewal if appropriate.	220,731
Yayasan Inovasi Teknologi JI Jenggala II No.9,Kebayoran Baru Jakarta 12110 Indonesia	N/A	Non-501(c)(3)	To continue activities, assess impact of, and prepare a proposal for RAMP renewal if appropriate.	515,039
Youth Venture, Inc. 1700 N. Moore Street, Suite 2000 Arlington Virginia, 22209-1921 United States	N/A	170(b)(1)(A)(vi) public charity	To support a program that identifies, mentors, and raises awareness of young technology entrepreneurs around the world.	89,000
Total				<u>11,940,587</u>

The Lemelson Foundation, 88-0391959
Attachment to Part XV, Line 3b, Grants and Contributions Approved for Future Payment
2012 Form 990-PF

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Foundation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
African American Male Achievers Network, Inc. c/o International Science Discovery & Learning Center, 6709 La Tijera Blvd., #261 Los Angeles California, 90045 United States	N/A	509(a)(1) public charity	To be used exclusively for mortgage, utilities, contract bookkeeper, 2011 Audit, inventory and installation of donated NASA space equipment, and to support existing STEM education programs.	100,000
Clean Tech Open 3333 Coyote Hills Road Palo Alto California, 94304 United States	N/A	170(b)(1)(A)(vi) public charity	To support the Night Rover Education Program which includes inspirational museum events, educational invention education and entrepreneurship workshops, online activities, and a youth competition.	25,000
Massachusetts Institute of Technology 77 Massachusetts Avenue, 238 Main Street Cambridge Massachusetts, 02142 United States	N/A	170(b)(1)(A)(ii) public charity	To continue support for the Lemelson-MIT Prize, Student Prize Program, Global Innovation Prize, National Invention Team Initiative, evaluation of prize program and communications, and to support a new Invention Education Program that includes launching a geographically focused Invention Team Initiative, MakerTeams, Grassroots Coordination, and local EurekaFest events.	10,626,839
National Collegiate Inventors and Innovators Alliance 100 Venture Way Hadley Massachusetts, 01035 United States	N/A	170(b)(1)(A)(ii) public charity	To continue support of NCIIA grant making and programming to support educational, E-Team and VentureWell activities.	8,997,667
National Public Radio, Inc. 635 Massachusetts Avenue NW Washington District of Columbia, 20001 United States	N/A	170(b)(1)(A)(vi) public charity	To continue support for a radio and web series, that explores the minds and motivations of scientists and inventors and how their discoveries translate into inventions that have the potential to change lives.	400,000
Portland State University Foundation Office of University Development, PO Box 751 Portland Oregon, 97207 United States	N/A	170(b)(1)(A)(vi) public charity	To support Oregon MESA program activities.	144,000
Total				<u>20,293,506</u>

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Calvert Social Investment Foundation,
Inc.
7315 Wisconsin Avenue
Suite 1100W
Bethesda, Maryland 20814

Date and Amount of Grant: 10/08/2009 \$100,000.00

Purpose of the Grant: The Foundation made a program-related investment in Calvert Social Investment Foundation, Inc. ("Calvert") by making a loan to Calvert for the purpose of providing Calvert with a portion of the funds that is needed to offer D. Light Design Inc. (a corporation engaged in the business of designing, manufacturing, and distributing high quality, low cost LED lighting products that replace kerosene lanterns for very low-income people) in term loans for working capital purposes and for which the Foundation will absorb first loss.

Amounts Expended by Grantee: \$100,000.00 Calvert has expended the full amount of the Foundation's loan to D.Light; Calvert has paid back to the Foundation the full amount of its loan to Calvert.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 05/01/2010, 07/27/2010, 06/10/2011, 04/30/2012,
05/09/2012, 05/15/2012, 06/07/2012, 08/15/2012,
12/04/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Center for Rural Technology, Nepal
PO Box 3628
Tripureswor, Kathmandu, Nepal

Date and Amount of Grant: 10/03/2008 \$33,990.00

Purpose of the Grant: To support building awareness of, installing and monitoring 100 micro-hydro power generators intended for single household power generation in four districts of rural Nepal.

Amounts Expended by Grantee: \$33,990.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 03/11/2009, 11/10/2009, 08/05/2010, 09/15/2011, 05/01/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Center for the Application of Molecular
Biology to International Agriculture
Clunies Ross Street, opp. Dickson Road
GPO Box 3200
Canberra, ACT, Australia 2601

Date and Amount of Grant: 05/26/2011 \$100,000.00

Purpose of the Grant: To support the Initiative for Open Innovation ("IOI") and IOI's support of India's Council of Scientific and Industrial Research's open source drug discovery process for tuberculosis.

Amounts Expended by Grantee: \$100,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 10/05/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Center for the Application of Molecular
Biology to International Agriculture
Clunies Ross Street, opp. Dickson Road
GPO Box 3200
Canberra, ACT, Australia 2601

Date and Amount of Grant: 05/26/2011 \$100,000.00

Purpose of the Grant: To support the Initiative for Open Innovation ("IOI") and IOI's support of India's Council of Scientific and Industrial Research's open source drug discovery process for tuberculosis.

Amounts Expended by Grantee: \$100,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 10/05/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Consorcio para el Desarrollo Sostenible
de la Ecorregion Andina
Calle Mayorazgo 217
San Borja
Lima, Peru 41

Date and Amount of Grant: 09/09/2010 \$102,000.00

Purpose of the Grant: To support a pilot Recognition and Mentoring Program (RAMP) to identify, celebrate, and mentor student and grassroots inventors, innovators, and entrepreneurs in Peru.

Amounts Expended by Grantee: \$102,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 02/03/2011, 06/15/2011, 03/15/2012, 05/08/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Consorcio para el Desarrollo Sostenible
de la Ecorregión Andina
Calle Mayorazgo 217
San Borja
Lima, Peru 41

Date and Amount of Grant: 07/11/2011 \$39,123.00

Purpose of the Grant: To support a pilot Recognition and Mentoring Program (RAMP) to identify, celebrate, and mentor student and grassroots inventors, innovators, and entrepreneurs in Peru.

Amounts Expended by Grantee: \$39,123.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 03/15/2012, 05/08/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Consorcio para el Desarrollo Sostenible
de la Ecorregion Andina
Calle Mayorazgo 217
San Borja
Lima, Peru 41

Date and Amount of Grant: 02/15/2011 \$39,123.00

Purpose of the Grant: To support a pilot Recognition and Mentoring Program (RAMP) to identify, celebrate, and mentor student and grassroots inventors, innovators, and entrepreneurs in Peru.

Amounts Expended by Grantee: \$39,123.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 06/15/2011, 03/15/2012, 05/08/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Conversion Sound, LLC
7641 Terrace Drive
El Cerrito, California 94530

Date and Amount of Grant: 07/01/2009 \$100,000

Purpose of the Grant: The Foundation made a program-related investment in Conversion Sound, LLC ("Conversion Sound") by purchasing limited liability company units of Conversion Sound in order to provide Conversion Sound with working capital to fund hardware and software engineering necessary to build a production-ready prototype of a low-cost hearing aid.

Amounts Expended by Grantee: \$100,000. The Foundation will continue to hold this investment.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 02/16/2010, 07/23/2010, 03/18/2011, 04/15/2011, 09/13/2012, 04/29/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Program Related Investment: E+Co
c/o Persistent Energy Partners Fund, LLC
5 Hanover Square, Suite 401
New York City, New York 10004

Secondary Program Related Investment: Persistent Energy Partners Fund, LLC
c/o Persistent Energy Partners Fund, LLC
5 Hanover Square, Suite 401
New York City, New York 10004

Secondary Program Related Investment: Non-Core Liquidation LLC
c/o Persistent Energy Partners Fund, LLC
5 Hanover Square, Suite 401
New York City, New York 10004

Secondary Program Related Investment: Outsourced Assets LLC
c/o Persistent Energy Partners Fund, LLC
5 Hanover Square, Suite 401
New York City, New York 10004

Date and Amount of
Program Related Investment: December 1, 2006, \$400,000 PRI Loan

Purpose of the Grant:
Development of small-to-medium sized enterprises in order to disseminate solar energy systems to rural poor people in Tanzania through a PRI loan to E+Co, an energy investment intermediary.

Restructuring:
In 2011 the E+Co Board of Directors became concerned about the direction of E+Co and appointed a new management team to complete an in-depth review of E+Co's operations. The new management team discovered a number of concerns, including that a liquidity crisis was rapidly approaching.

Despite these concerns, new management believed that the E+Co model of developing clean energy through entrepreneurship could work and recommended a debt restructuring process that would accomplish the following:

- Restructure E+Co in an optimal manner to carry out its mission of investing in small-to-medium enterprises to bring clean, affordable energy to those in need in emerging markets
- Maximize the return of capital to creditors
- Preserve the integrity of its many sound portfolio companies and its other partners

The creditor-approved restructuring plan for E+Co included the following elements:

- Liquidate more than 80% of the portfolio for the benefit of creditors in two phases: (1) an initial distribution of available cash and (2) future distributions from LLCs that would hold the majority of E+Co's assets. Creditors would receive a pro rata ownership interest in the LLCs.
- Focus E+Co on Africa, the market where it could have the greatest impact (based on both opportunity and need for clean energy)
- Provide the opportunity to learn from E+Co's past and build a more effective organization utilizing small-to-medium enterprise investing to provide access to clean energy in emerging markets

The restructuring of E+Co was completed on November 5, 2012, with the following results:

- Creditors received a projected \$4 million upon restructuring or approximately \$0.16 on the dollar. The Lemelson Foundation received \$88,800.01 from the initial disbursement of cash.
- E+Co contributed its primary investment assets to the following three entities (the “LLCs”):
 1. Persistent Energy Partners Fund, LLC – Africa core assets
 2. Non-Core Liquidation, LLC – non-core Africa and other assets to be liquidated by the fund manager, Persistent Energy Partners.
 3. Outsourced Assets, LLC – assets to be managed by third parties and to be liquidated
- Note holders who did not agree to the restructuring continue to be creditors of E+Co after the effective date of the restructuring.
- The Lemelson Foundation agreed to the restructuring and exchanged its E+Co debt for available cash and ownership in Persistent Energy Partners Fund, LLC; Non-Core Liquidation, LLC; and Outsourced Assets, LLC. The Lemelson Foundation holds no further interest in E+Co.
- The Lemelson Foundation received 1.586% of each of the LLCs as its pro rata ownership interest. Creditors, including The Lemelson Foundation, may recover additional funds as the assets in the LLCs are liquidated.

As of December 31, 2012, The Lemelson Foundation held capital accounts in the three LLCs described above as follows: Persistent Energy Partners Fund, LLC - \$47,963; Non-Core Liquidation, LLC - \$43,900; and Outsourced Assets, LLC - \$135,030.

Amounts Expended by

Grantee: \$400,000

Diversion of Funds:

To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received:

December 31, 2012

Verification of Reports:

No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	Emergence BioEnergy, Inc. 129 Mount Auburn Street Cambridge, Massachusetts 02138	
Date and Amount of Grant:	06/30/2004	\$117,687.98 (This amount was increased from \$100,825.)
Purpose of the Grant:	The Foundation made a program-related investment in Emergence BioEnergy, Inc. ("Emergence") by providing a loan to Emergence for the purpose of providing Emergence with capital to conduct a feasibility study of combining the Grameen Phone business model with low-cost energy generation technology to test if rural entrepreneurs can create mini power plants at the village level.	
Amounts Expended by Grantee:	\$101,044.00 The promissory note from Emergence to the Foundation is still outstanding.	
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.	
Date of Reports Received:	04/22/2005, 04/30/2006, 04/30/2007, 04/30/2009, 10/20/2009, 06/24/2011, 07/19/2012, 08/29/2012, 09/18/2012	
Verification of Reports:	No	

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Gujarat Mahila Housing SEWA Trust
404, Sakar IV, Ashram Road
Ellisbridge
Ahmedabad, India 380006

Date and Amount of Grant: 05/20/2010 \$175,000.00

Purpose of the Grant: To support the creation of the Innovation Center for the Poor.

Amounts Expended by Grantee: \$175,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 07/14/2010, 01/05/2011, 05/11/2011, 08/12/2011, 11/07/2011, 07/08/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Gujarat Mahila Housing SEWA Trust
404, Sakar IV, Ashram Road
Ellisbridge
Ahmedabad, India 380006

Date and Amount of Grant: 08/29/2011 \$90,000.00

Purpose of the Grant: To support the creation of the Innovation Center for the Poor.

Amounts Expended by Grantee: \$27,532.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 11/07/2011, 07/08/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Gujarat Mahila Housing SEWA Trust
404, Sakar IV, Ashram Road
Ellisbridge
Ahmedabad, India 380006

Date and Amount of Grant: 08/10/2012 \$85,000.00

Purpose of the Grant: To support the creation of the Innovation Center for the Poor.

Amounts Expended by Grantee: No grant funds reported expended.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: None Received.

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	Institut Pertanian Bogor Gedung Rektorat IPB, Lantai 5 Kampus IPB Darmaga Bogor Bogor, Indonesia 16680
Date and Amount of Grant:	07/16/2012 \$165,112.00
Purpose of the Grant:	To continue and further develop the Recognition and Mentoring Program (RAMP) Indonesia student program.
Amounts Expended by Grantee:	\$84,018.00
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Date of Reports Received:	01/07/2013, 03/18/2013
Verification of Reports:	No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Institut Pertanian Bogor
Gedung Rektorat IPB, Lantai 5
Kampus IPB Darmaga Bogor
Bogor, Indonesia 16680

Date and Amount of Grant: 11/04/2011 \$165,112.00

Purpose of the Grant: To continue and further develop the Recognition and Mentoring Program (RAMP) Indonesia student program.

Amounts Expended by Grantee: \$165,112.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 05/04/2012, 06/28/2012, 01/07/2013, 03/18/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	Institut Pertanian Bogor Gedung Rektorat IPB, Lantai 5 Kampus IPB Darmaga Bogor Bogor, Indonesia 16680
Date and Amount of Grant:	06/14/2010. \$307,368.00
Purpose of the Grant:	To improve Institut Pertanian Bogor's existing university-level technopreneurship curricula, to develop new courses focused on inventions for social applications, and to develop a new pre-mentoring program for students.
Amounts Expended by Grantee:	\$307,368.00
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Date of Reports Received:	10/14/2010, 03/31/2011, 05/25/2012, 02/04/2013, 03/21/2013
Verification of Reports:	No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	Institut Pertanian Bogor Gedung Rektorat IPB, Lantai 5 Kampus IPB Darmaga Bogor Bogor, Indonesia 16680
Date and Amount of Grant:	05/14/2009 \$286,800.00
Purpose of the Grant:	To improve Institut Pertanian Bogor's existing university-level technopreneurship curricula, to develop new courses focused on inventions for social applications, and to develop a new pre-mentoring program for students.
Amounts Expended by Grantee:	\$286,800.00
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Date of Reports Received:	12/31/2009, 05/03/2010, 10/14/2010, 03/31/2011, 05/25/2012
Verification of Reports:	No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: International Development Enterprises
(India)
Plot No-10
Local Shopping Centre
Sector 12
Dwarka
New Delhi, India 110 075

Date and Amount of Grant: 12/07/2009 \$100,000.00

Purpose of the Grant: To support a program to establish a supply and distribution chain for micro-irrigation systems to small plot farmers in the states of Tamil Nadu.

Amounts Expended by Grantee: No grant funds reported expended.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 07/09/2010, 08/05/2010, 08/04/2011, 07/30/2012, 01/11/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: International Development Enterprises
(India)
Plot No-10
Local Shopping Centre
Sector 12
Dwarka
New Delhi, India 110 075

Date and Amount of Grant: 12/19/2008 \$100,000.00

Purpose of the Grant: To support a program to establish a supply and distribution chain for micro-irrigation systems to small plot farmers in the states of Tamil Nadu.

Amounts Expended by Grantee: \$61,148.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 07/14/2009, 07/09/2010, 08/05/2010, 08/04/2011, 07/30/2012, 01/11/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: International Development Enterprises
(India)
Plot No-10
Local Shopping Centre
Sector 12
Dwarka
New Delhi, India 110 075

Date and Amount of Grant: 05/13/2011 \$176,147.20

Purpose of the Grant: To support the creation of the Center for Innovation to Impact.

Amounts Expended by Grantee: \$26,514.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 08/04/2011, 01/13/2012, 07/30/2012, 01/08/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: International Development Enterprises
(India)
Plot No-10
Local Shopping Centre
Sector 12
Dwarka
New Delhi, India 110 075

Date and Amount of Grant: 06/12/2009 \$427,744.00

Purpose of the Grant: To support the creation of the Center for Innovation to Impact.

Amounts Expended by Grantee: \$427,744.00 has been expended per the approved budget, including \$151,813 for building and land.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 12/16/2009, 04/23/2010, 07/13/2010, 08/05/2010,
05/11/2011, 08/04/2011, 01/13/2012, 07/30/2012,
01/08/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	Norbu Limited Room 904-908 9/F Kai Tak Commercial Bldg 317-19 Des Voeux Road Central Hong Kong, China
	NoLe Agriculture and Animal Husbandry Development Co., Ltd. 74700 2 dan yuan 501 hao San shun hua yuan, Dangzhou Street Hezhuo City, Gannan Tibetan Autonomous Prefecture Gansu Province People's Republic of China
Date and Amount of Grant:	11/5/2012 \$182,257 PRI Loan
Purpose of the Grant:	The Foundation agreed to transfer the 5/24/2012 recoverable grant of \$130,000 made to Sambotha, Inc., and the 8/28/2012 recoverable grant totaling \$50,000 made to Sambotha, Inc., to Gansu NoLe Agriculture and Animal Husbandry Development Co., Ltd. ("Norlha") and its parent, Norbu Limited ("Norbu"), including accrued interest totaling \$2,257, as a loan to Norbu and Norlha. See separate expenditure responsibility statements for Sambotha also attached. The purpose of the loan is to operate a yak wool production workshop in an impoverished area of the Tibetan plateau to distribute yak wool products in China.
Amounts Expended by Grantee:	\$182,257; The promissory note from Norbu to the Foundation remains outstanding.
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Date of Reports Received:	12/07/2012, 5/6/2013, 6/14/2013
Verification of Reports:	No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	Norbu Limited Room 904-908 9/F Kai Tak Commercial Bldg 317-19 Des Voeux Road Central Hong Kong, China
	NoLe Agriculture and Animal Husbandry Development Co., Ltd. 74700 2 dan yuan 501 hao San shun hua yuan, Dangzhou Street Hezhuo City, Gannan Tibetan Autonomous Prefecture Gansu Province People's Republic of China
Date and Amount of Grant:	11/5/2012 \$120,000 PRI Loan
Purpose of the Grant:	The Foundation made a program-related investment in Gansu NoLe Agriculture and Animal Husbandry Development Co., Ltd. ("Norlha") by making a loan to its parent company Norbu Limited ("Norbu") for the purposes of operating a yak wool production workshop in an impoverished area of the Tibetan plateau to distribute yak wool products in China.
Amounts Expended by Grantee:	\$120,000. The promissory note from Norbu to the Foundation remains outstanding.
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Date of Reports Received:	12/07/2012, 5/6/2013, 6/14/2013
Verification of Reports:	No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Pontificia Universidad Catolica del Peru,
GRUPO
Av. Universitaria No 1801, San Miguel
Lima, Peru

Date and Amount of Grant: 06/24/2008 \$146,316.00

Purpose of the Grant: To-support a pilot Recognition and Mentoring Program (RAMP) to identify, celebrate, and mentor student and grassroots inventors, innovators, and entrepreneurs in Peru.

Amounts Expended by Grantee: \$146,316.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 04/06/2009, 04/05/2010, 05/31/2011, 07/06/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Pontificia Universidad Catolica del Perú,
GRUPO
Av. Universitaria No 1801, San Miguel
Lima, Peru

Date and Amount of Grant: 12/15/2010 \$34,405.00

Purpose of the Grant: To support a pilot Recognition and Mentoring Program (RAMIP) to identify, celebrate, and mentor student and grassroots inventors, innovators, and entrepreneurs in Peru.

Amounts Expended by Grantee: \$34,405.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 04/25/2011, 06/20/2011, 07/11/2011, 07/06/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Pontificia Universidad Catolica del Peru,
GRUPO
Av. Universitaria No 1801, San Miguel
Lima, Peru

Date and Amount of Grant: 11/18/2011 \$34,405.00

Purpose of the Grant: To support a pilot Recognition and Mentoring Program (RAMP) to identify, celebrate, and mentor student and grassroots inventors, innovators, and entrepreneurs in Peru.

Amounts Expended by Grantee: \$34,405.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 07/06/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Sambotha, Inc.
4062 Valeta St #338
San Diego, California 92110

As fiscal agent for:
Hezuo Zorgey Animal-husbandry Marketing Aid Association
74700 2 dan yuan 501 hao
San shun hua yuan, Dangzhou Street
Hezhuo City, Gannan Tibetan Autonomous Prefecture
Gansu Province
People's Republic of China

Date and Amount of Grant: 05/24/2012 \$130,000

Purpose of the Grant: The Foundation made a recoverable grant to Sambotha, fiscal agent for Hezuo Zorgey Animal-husbandry Marketing Aid Association ("ZAMAA"), for the purposes of operating a yak wool production workshop in an impoverished area of the Tibetan plateau and to distribute yak wool products in China.

Amounts Expended by Grantee: \$130,000. On November 5, 2012, as agreed with the Foundation, all of ZAMAA's assets and operations were transferred to Gansu NoLe Agriculture and Animal Husbandry Development Co., Ltd. ("Norlha") and its parent, Norbu Limited ("Norbu"), assumed all obligations with respect to the recoverable grant, including for accrued interest and the repayment obligation. A separate expenditure responsibility statement that describes the transfer of funds from Sambotha to Norbu and Norlha is also attached. All future reporting on this grant will be with respect to Norlha and Norbu.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 12/07/2012, 5/6/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Sambotha, Inc.
4062 Valeta St #338
San Diego, California 92110

As fiscal agent for:
Hezuo Zorgey Animal-husbandry Marketing Aid Association
74700 2 dan yuan 501 hao
San shun hua yuan, Dangzhou Street
Hezhuo City, Gannan Tibetan Autonomous Prefecture
Gansu Province
People's Republic of China

Date and Amount of
Grant: 08/28/2012 \$50,000

Purpose of the Grant: The Foundation made a recoverable grant to Sambotha Inc. (Sambotha), fiscal agent for Hezuo Zorgey Animal-husbandry Marketing Aid Association ("ZAMAA"), for the purposes of operating a yak wool production workshop in an impoverished area of the Tibetan plateau and to distribute yak wool products in China.

Amounts Expended by
Grantee: \$50,000. On November 5, 2012, as agreed with the Foundation, all of ZAMAA's assets and operations were transferred to Gansu NoLe Agriculture and Animal Husbandry Development Co., Ltd. ("Norlha") and its parent, Norbu Limited ("Norbu"), assumed all obligations with respect to the recoverable grant, including for accrued interest and the repayment obligation. A separate expenditure responsibility statement that describes the transfer of funds from Sambotha to Norbu and Norlha is also attached. All future reporting on this grant will be with respect to Norlha and Norbu.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 12/07/2012, 5/6/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: SELCO Foundation
Ground Floor
742, 15th Cross
JP Nagar 6th Phase
Bangalore, India 560078

Date and Amount of Grant: 06/26/2012 \$160,000.00

Purpose of the Grant: To be used to continue support for SELCO Labs, which identifies, tests, and helps commercialize technologies that meet the needs of poor people in India.

Amounts Expended by Grantee: \$121,016.00

Diversion of Funds: *To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.*

Date of Reports Received: 08/06/2012, 04/29/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Selco Solar Light Pvt. Ltd.
#742, 15th Cross, 6th Phase
JP Nagar
Bangalore, India 560 078

Date and Amount of
Grant: 12/23/2008 \$350,000

Purpose of the Grant: The Foundation made a program-related investment in SELCO Solar Light Pvt. Ltd. ("SELCO") by purchasing equity shares of SELCO, the proceeds of which are to be used by SELCO to provide reliable energy services to 200,000 households in a sustainable way to help create models for poverty alleviation through commercial channels.

Amounts Expended by
Grantee: The full amount of the proceeds from the Foundation's investment is being used for the purposes of the Foundation's investment.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 07/29/2009, 7/23/2010, 07/25/2011, 08/27/2011, 07/18/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: SELCO Solar Light Pvt. Ltd.
#742, 15th Cross, 6th Phase
JP Nagar
Bangalore, India 560 078

Date and Amount of Grant: 06/16/2009 \$125,000.00

Purpose of the Grant: The Foundation made a program-related investment in SELCO Solar Light Pvt. Ltd. ("Selco") initially by providing a loan to SELCO (the "Loan") for SELCO to use to fund a project to reach 200,000 households with solutions for their energy requirements, thereby improving their standard of living. On 6/17/2011, the Foundation's loan to SELCO was satisfied in full with the issuance of additional equity shares in SELCO to the Foundation (held by the Foundation as a program-related investment), the proceeds of which are to be used by SELCO for the same purposes as the Loan.

Amounts Expended by Grantee: The full amount of the proceeds from the Foundation's investment is being used for the purposes of the Foundation's investment.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 07/30/2010, 05/31/2011, 08/27/2011, 07/18/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: SELCO Solar Light Pvt. Ltd.
#742, 15th Cross, 6th Phase
JP Nagar
Bangalore, India 560 078

Date and Amount of Grant: 06/11/2010 \$125,000.00

Purpose of the Grant: The Foundation made a program-related investment in SELCO Solar Light Pvt. Ltd. ("Selco") initially by providing a loan to SELCO (the "Loan") for SELCO to use to fund a project to reach 200,000 households with solutions for their energy requirements, thereby improving their standard of living. On 6/17/2011, the Foundation's loan to SELCO was satisfied in full with the issuance of additional equity shares in SELCO to the Foundation (held by the Foundation as a program-related investment), the proceeds of which are to be used by SELCO for the same purposes as the Loan.

Amounts Expended by Grantee: The full amount of the proceeds from the Foundation's investment is being used for the purposes of the Foundation's investment.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 07/30/2010, 05/31/2011, 08/27/2011, 07/18/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: SolarAid
Pride Court, 89-82 White Lion Street
London, United Kingdom N1 9PF, UK

Date and Amount of Grant: 11/22/2010 \$135,000.00

Purpose of the Grant: To design, develop prototypes for, and test a solar LED retrofit kit for kerosene lanterns and a low-cost gravity-powered LED light.

Amounts Expended by Grantee: \$44,199.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 01/17/2011, 09/02/2011, 09/20/2012, 03/29/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Sustainable Harvest Inc.
The Natural Capital Center
721 NW Ninth Avenue
Suite 235
Portland, Oregon 97209

Date and Amount of Grant: 01/18/2012 \$200,000.00

Purpose of the Grant: To support Sustainable Harvest's farmer training, technology dissemination and market linkage development program in Tanzania.

Amounts Expended by Grantee: \$200,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 07/06/2012, 02/07/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Sustainable Harvest Inc.
The Natural Capital Center
721 NW Ninth Avenue
Suite 235
Portland, Oregon 97209

Date and Amount of Grant: 01/26/2011 \$200,000.00

Purpose of the Grant: To support Sustainable Harvest's farmer training, technology dissemination and market linkage development program in Tanzania.

Amounts Expended by Grantee: \$200,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 11/04/2011, 01/04/2012, 07/06/2012, 02/07/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Sustainable Harvest Inc.
The Natural Capital Center
721 NW Ninth Avenue
Suite 235
Portland, Oregon 97209

Date and Amount of Grant: 01/08/2010 \$200,000.00

Purpose of the Grant: To support Sustainable Harvest's farmer training, technology dissemination and market linkage development program in Tanzania.

Amounts Expended by Grantee: \$200,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 12/30/2010, 01/20/2011, 11/04/2011, 01/04/2012, 07/06/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: T2 Institute
25228 La Loma Drive
Los Altos Hills, California 94022

Date and Amount of Grant: 07/16/2012 \$25,000.00

Purpose of the Grant: To sponsor the Global Innovation Summit, July 16-18, 2012, in Silicon Valley, California.

Amounts Expended by Grantee: \$25,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 01/31/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	VenturEast Fund Advisors (India) Private Limited 5B Ramachandra Avenue Seethammal Colony, First Main Road Alwarpet Chennai India 600 018
Date and Amount of Grant:	06/26/2012 \$886,446.24 The full amount of the proceeds from the Foundation's investment is being used for the purposes of the Foundation's investment.
Purpose of the Grant:	The Foundation made a program-related investment in the VentureEast TeNet II fund, an Indian venture capital fund focused on developing Technology companies to address the needs of people in rural India. The Foundation's investment will specifically drive investments in companies impacting people living in poverty.
Amounts Expended by Grantee:	\$886,446.24 The full amount of the proceeds from the Foundation's investment is being used for the purposes of the Foundation's investment.
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Date of Reports Received:	2/25/2013
Verification of Reports:	No

The Lernelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee:	Villgro Innovations Foundation (formerly known as Rural Innovations Network) III Floor, IITM Research Park, Kanagam Road Taramani, Chennai, India 600 113
Date and Amount of Grant:	06/04/2009 \$222,000.00 (of this amount, \$17,284 of the Foundation's grant funds have been loaned by the Foundation's grantee and were repaid to the Foundation's grantee in 2011, and such amount has been made available by the Foundation's grantee for additional grants to innovators selected by the Foundation's grantee in support of the purposes of the Foundation's grant.)
Purpose of the Grant:	To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras. A portion of Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.
Amounts Expended by Grantee:	\$222,000.00 (of this amount, \$17,284 of the Foundation's grant funds have been loaned by the Foundation's grantee and were repaid to the Foundation's grantee in 2011, and such amount has been made available by the Foundation's grantee for additional grants to innovators selected by the Foundation's grantee in support of the purposes of the Foundation's grant.)
Diversion of Funds:	To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.
Date of Reports Received:	04/20/2010, 05/07/2010, 11/01/2010, 04/29/2011, 05/03/2011, 05/31/2011, 11/03/2011, 12/21/2011, 05/03/2012, 06/15/2012, 12/05/2012
Verification of Reports:	No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Villgro Innovations Foundation (formerly known as Rural Innovations Network)
III Floor, IITM Research Park, Kanagam Road
Taramani
Chennai, India 600 113

Date and Amount of Grant: 01/08/2010 \$86,372.00

Purpose of the Grant: To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras. A portion of Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.

Amounts Expended by Grantee: \$86,372.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 04/20/2010, 05/07/2010, 11/01/2010, 04/29/2011, 05/03/2011, 05/31/2011, 11/03/2011, 12/21/2011, 05/03/2012, 06/15/2012, 12/05/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2011 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Villgro Innovations Foundation (formerly
known as Rural Innovations Network)
III Floor, IITM Research Park, Kanagam
Road
Taramani
Chennai, India 600 113

Date and Amount of Grant: 07/08/2010 \$683,495.00

Purpose of the Grant: To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras.

Amounts Expended by Grantee: \$683,495.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 11/01/2010, 04/29/2011, 05/18/2011, 05/31/2011,
11/03/2011, 12/21/2011, 05/03/2012, 06/15/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Villgro Innovations Foundation (formerly
known as Rural Innovations Network)
III Floor, IITM Research Park, Kanagam
Road
Taramani
Chennai, India 600 113

Date and Amount of Grant: 06/28/2011 \$819,395.54

Purpose of the Grant: To coordinate and lead the India Recognition and Mentoring Program
(RAMP) in partnership with the Indian Institute of Technology, Madras.

Amounts Expended by Grantee: \$549,175.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not
diverted any portion of the funds from the purpose of the
grant.

Date of Reports Received: 11/03/2011, 12/21/2011, 05/03/2012, 06/15/2012,
12/05/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Villgro Innovations Foundation (formerly
known as Rural Innovations Network)
III Floor, IITM Research Park, Kanagam
Road
Taramani
Chennai, India 600 113

Date and Amount of Grant: 07/11/2011 \$146,635.19

Purpose of the Grant: To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras. A portion of Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.

Amounts Expended by Grantee: \$81,730.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 11/03/2011, 12/21/2011, 05/03/2012, 06/15/2012, 12/05/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Villgro Innovations Foundation (formerly
known as Rural Innovations Network)
III Floor, IITM Research Park, Kanagam
Road
Taramani
Chennai, India 600 113

Date and Amount of Grant: 06/28/2012 \$272,315.94

Purpose of the Grant: To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras.

Amounts Expended by Grantee: No grant funds reported expended.

Diversion of Funds: To the knowledge of the grantor, the grantee has not
diverted any portion of the funds from the purpose of the
grant.

Date of Reports Received: 12/05/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Villgro Innovations Foundation (formerly
known as Rural Innovations Network)
III Floor, IITM Research Park, Kanagam
Road
Taramani
Chennai, India 600 113

Date and Amount of Grant: 07/20/2012 \$172,228.26

Purpose of the Grant: To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras. A portion of Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.

Amounts Expended by Grantee: No grant funds reported expended.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 12/05/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Villgro Innovations Foundation (formerly
known as Rural Innovations Network)
III Floor, IITM Research Park, Kanagam
Road
Taramani
Chennai, India 600 113

Date and Amount of Grant: 12/18/2012 \$68,631.11

Purpose of the Grant: To coordinate and lead the India Recognition and Mentoring Program (RAMP) in partnership with the Indian Institute of Technology, Madras. A portion of Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.

Amounts Expended by Grantee: No grant funds reported expended.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: Not Yet Due

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Yayasan Inovasi Teknologi
Jl Jenggala II No.9
Kebayoran Baru
Jakarta, Indonesia 12110

Date and Amount of Grant: 08/20/2008 \$129,180.00

Purpose of the Grant: To provide impact-oriented facilitation for invention and innovation promotion in Indonesia. A portion of the Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.

Amounts Expended by Grantee: \$129,180.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 11/10/2008, 04/10/2009, 10/20/2009, 01/03/2010, 04/29/2010, 06/04/2010, 10/05/2010, 04/05/2011, 06/30/2011, 01/31/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Yayasan Inovasi Teknologi
Jl Jenggala II No.9
Kebayoran Baru
Jakarta, Indonesia 12110

Date and Amount of Grant: 11/25/2009 \$51,617.00

Purpose of the Grant: To provide impact-oriented facilitation for invention and innovation promotion in Indonesia. A portion of the Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.

Amounts Expended by Grantee: \$51,617.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 01/03/2010, 04/29/2010, 06/04/2010, 10/05/2010, 04/05/2011, 06/30/2011, 01/31/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Yayasan Inovasi Teknologi
Jl Jenggala II No.9
Kebayoran Baru
Jakarta, Indonesia 12110

Date and Amount of Grant: 05/28/2010 \$23,690.00

Purpose of the Grant: To provide impact-oriented facilitation for invention and innovation promotion in Indonesia. A portion of the Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.

Amounts Expended by Grantee: \$23,690.00 (of this amount, \$3,721 of the Foundation's grant funds that were loaned by the Foundation's Grantee and were repaid to the Foundation's Grantee in 2011, and such amount has been made available by the Foundation's grantee for additional grants to innovators selected by the Foundation's grantee in support of the purposes of the Foundation's grant.)

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 06/04/2010, 10/05/2010, 04/05/2011, 06/30/2011, 01/31/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Yayasan Inovasi Teknologi
Jl Jenggala II No.9
Kebayoran Baru
Jakarta, Indonesia 12110

Date and Amount of Grant: 11/05/2010 \$249,984.00

Purpose of the Grant: To support YIT's coordination and leading of the Indonesia Recognition and Mentoring Program (RAMP) in partnership with Institut Pertanian Bogor (IPB).

Amounts Expended by Grantee: \$249,984.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 04/05/2011, 06/30/2011, 01/09/2012, 01/30/2012, 01/31/2012, 03/06/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Yayasan Inovasi Teknologi
Jl Jenggala II No.9
Kebayoran Baru
Jakarta, Indonesia 12110

Date and Amount of Grant: 11/05/2010 \$75,000.00

Purpose of the Grant: To provide impact-oriented facilitation for invention and innovation promotion in Indonesia. A portion of the Foundation grant funds are re-granted by the Foundation's grantee, in furtherance of the purpose of the Foundation's grant, in such form, in such amounts, and to such recipients as determined by the Foundation's grantee.

Amounts Expended by Grantee: \$75,000.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 04/05/2011, 06/30/2011, 01/31/2012

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Yayasan Inovasi Teknologi
JI Jenggala II No.9
Kebayoran Baru
Jakarta, Indonesia 12110

Date and Amount of Grant: 03/13/2012 \$515,039.00

Purpose of the Grant: To continue activities, assess impact of, and prepare a proposal for RAMP renewal if appropriate.

Amounts Expended by Grantee: \$319,208.00

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 05/04/2012, 08/02/2012, 08/13/2012, 09/17/2012, 10/30/2012, 01/31/2013

Verification of Reports: No

The Lemelson Foundation, 88-0391959
2012 Form 990-PF
Part VII-B, Question 5c
Expenditure Responsibility Statement

Grantee: Yayasan Inovasi Teknologi
JI Jenggala II No.9
Kebayoran Baru
Jakarta, Indonesia 12110

Date and Amount of Grant: 09/14/2012 \$220,731.00

Purpose of the Grant: To continue activities, assess impact of, and prepare a proposal for RAMP renewal if appropriate.

Amounts Expended by Grantee: No grant funds reported expended.

Diversion of Funds: To the knowledge of the grantor, the grantee has not diverted any portion of the funds from the purpose of the grant.

Date of Reports Received: 09/17/2012, 10/30/2012, 01/31/2013

Verification of Reports: No