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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private FoundationDepartment of the Treasury
Internal Revenue Service

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation THE BELLE JAR FOUNDATION C/O ROCKEFELLER PHILANTHROPY ADVISORS		A Employer identification number 90-0432743												
Number and street (or P O box number if mail is not delivered to street address) 575 MARKET STREET, STE 3625		Room/suite												
City or town, state, and ZIP code SAN FRANCISCO, CA 94105														
G Check all that apply <table border="0"> <tr> <td><input type="checkbox"/></td> <td>Initial return</td> <td><input type="checkbox"/></td> <td>Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Final return</td> <td><input type="checkbox"/></td> <td>Amended return</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td>Address change</td> <td><input type="checkbox"/></td> <td>Name change</td> </tr> </table>		<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity	<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return	<input checked="" type="checkbox"/>	Address change	<input type="checkbox"/>	Name change	C If exemption application is pending, check here ► <input type="checkbox"/>
<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity											
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return											
<input checked="" type="checkbox"/>	Address change	<input type="checkbox"/>	Name change											
H Check type of organization: <table border="0"> <tr> <td><input type="checkbox"/></td> <td>Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td><input type="checkbox"/></td> <td>Other taxable private foundation</td> </tr> </table>		<input 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	D 1. Foreign organizations, check here . ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>						
<input type="checkbox"/>	Section 501(c)(3) exempt private foundation													
<input type="checkbox"/>	Section 4947(a)(1) nonexempt charitable trust													
<input type="checkbox"/>	Other taxable private foundation													
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 7,578,794.		E If private foundation status was terminated under section 507(b)(1)(A), check here . ► <input type="checkbox"/>												
J Accounting method <table border="0"> <tr> <td><input type="checkbox"/></td> <td>Cash</td> <td><input checked="" type="checkbox"/></td> <td>Accrual</td> </tr> <tr> <td colspan="4">Other (specify) _____</td> </tr> </table>		<input type="checkbox"/>	Cash	<input checked="" type="checkbox"/>	Accrual	Other (specify) _____				F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . ► <input type="checkbox"/>				
<input type="checkbox"/>	Cash	<input checked="" type="checkbox"/>	Accrual											
Other (specify) _____														
Part I Analysis of Revenue and Expenses (The total amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)									
1 Contributions, gifts, grants, etc., received (attach schedule)		200,010.												
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B														
3 Interest on savings and temporary cash investments														
4 Dividends and interest from securities		94,605.	94,605.											
5 a Gross rents														
b Net rental income or (loss) _____														
6 a Net gain or (loss) from sale of assets not on line 10		35,880.												
b Gross sales price for all assets on line 6a 1,487,687.														
7 Capital gain net income (from Part IV, line 2)			35,880.											
8 Net short-term capital gain														
9 Income modifications														
10 a Gross sales less returns and allowances														
b Less Cost of goods sold														
c Gross profit or (loss) (attach schedule) 2013														
11 Other income (attach schedule) ATCH. 1		-408.	-622.											
12 Total. Add lines 1 through 11		330,087.	129,863.											
13 Compensation of officers, directors, trustees, etc		0												
14 Other employee salaries and wages														
15 Pension plans, employee benefits														
16 a Legal fees (attach schedule) ATCH. 2		8,937.		8,937.										
b Accounting fees (attach schedule) ATCH. 3		15,090.	7,545.	7,545.										
c Other professional fees (attach schedule) *		93,837.	51,387.	42,450.										
17 Interest														
18 Taxes (attach schedule) (see instructions) ATCH. 5		186.												
19 Depreciation (attach schedule) and depletion														
20 Occupancy														
21 Travel, conferences, and meetings		5,828.		5,828.										
22 Printing and publications														
23 Other expenses (attach schedule) ATCH. 6		2,206.	1,321.	885.										
24 Total operating and administrative expenses.														
Add lines 13 through 23		126,084.	60,253.	65,645.										
25 Contributions, gifts, grants paid		410,280.		410,280.										
26 Total expenses and disbursements. Add lines 24 and 25		536,364.	60,253.	0	475,925.									
27 Subtract line 26 from line 12														
a Excess of revenue over expenses and disbursements		-206,277.												
b Net investment income (if negative, enter -0-)			69,610.											
c Adjusted net income (if negative, enter -0-)														

GH
B

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1	Cash - non-interest-bearing	149,730.	241,085.	241,085.
	2	Savings and temporary cash investments	6,540,040.	756,489.	756,489.
Assets	3	Accounts receivable ►			
		Less allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
Liabilities	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	ATCH 7	1,023,337.	6,509,256.
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		7,713,107.	7,506,830.
					7,578,794.
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0	0
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		7,713,107.	7,506,830.
	30	Total net assets or fund balances (see instructions)		7,713,107.	7,506,830.
	31	Total liabilities and net assets/fund balances (see instructions)		7,713,107.	7,506,830.

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	7,713,107.
2	Enter amount from Part I, line 27a	2	-206,277.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	7,506,830.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,506,830.

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 SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,487,687.		1,451,807.	35,880.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))	
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	35,880.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8				0

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	486,414.	7,988,283.	0.060891
2010	481,012.	5,516,001.	0.087203
2009	430,964.	6,789,184.	0.063478
2008	420,656.	7,327,685.	0.057406
2007	405,687.	7,571,748.	0.053579
2 Total of line 1, column (d)			2 0.322557
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.064511
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 7,533,365.
5 Multiply line 4 by line 3			5 485,985.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 696.
7 Add lines 5 and 6			7 486,681.
8 Enter qualifying distributions from Part XII, line 4			8 475,925.

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)	1	1,392.
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		
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	
3	Add lines 1 and 2	3	1,392.
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	1,392.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	4,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	4,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	2,608.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 2,608. Refunded ►	11	

Part VII-A Statements Regarding Activities

1a	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7		X
8a		
b		
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

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*

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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 XIV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
CALIFORNIA

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*

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*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X
Website address ► <u>NONE</u>			
14	The books are in care of ► <u>JOANNE GREENSTEIN</u> Telephone no ► <u>415-343-0831</u> Located at ► <u>575 MARKET STREET, STE 3625 SAN FRANCISCO, CA</u> ZIP+4 ► <u>94105-5845</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u> </u>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	

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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/>	5b	
	Organizations relying on a current notice regarding disaster assistance check here ►	<input type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/>		
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/>		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
1		0
		0

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3 ►		

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a Average monthly fair market value of securities	1a	2,614,048.
b Average of monthly cash balances	1b	4,845,064.
c Fair market value of all other assets (see instructions)	1c	188,974.
d Total (add lines 1a, b, and c)	1d	7,648,086.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	7,648,086.
4 Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	114,721.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,533,365.
6 Minimum investment return. Enter 5% of line 5	6	376,668.

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	376,668.
2a Tax on investment income for 2012 from Part VI, line 5	2a	1,392.
b Income tax for 2012. (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,392.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	375,276.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	375,276.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	375,276.

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	475,925.
b Program-related investments - total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	475,925.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	475,925.

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				375,276.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007	50,582.			
b From 2008	36,303.			
c From 2009	23,403.			
d From 2010	205,226.			
e From 2011	87,000.			
f Total of lines 3a through e	402,514.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 475,925.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				375,276.
e Remaining amount distributed out of corpus	100,649.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	503,163.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	50,582.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	452,581.			
10 Analysis of line 9				
a Excess from 2008	36,303.			
b Excess from 2009	23,403.			
c Excess from 2010	205,226.			
d Excess from 2011	87,000.			
e Excess from 2012	100,649.			

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

NOT APPLICABLE

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►																																								
b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)																																					
2a	<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009																															
Tax year	Prior 3 years			(e) Total																																									
	(a) 2012	(b) 2011	(c) 2010		(d) 2009																																								
b	85% of line 2a																																												
c	Qualifying distributions from Part XII, line 4 for each year listed																																												
d	Amounts included in line 2c not used directly for active conduct of exempt activities																																												
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c																																												
3	Complete 3a, b, or c for the alternative test relied upon																																												
a	"Assets" alternative test - enter																																												
(1)	Value of all assets																																												
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																												
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																												
c	"Support" alternative test - enter																																												
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																												
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)																																												
(3)	Largest amount of support from an exempt organization																																												
(4)	Gross investment income																																												

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

DR. CHRISTOPHER PAYNE

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

ATCH 9

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

WRITTEN REQUEST

c Any submission deadlines

NONE

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

NONE

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)				
<i>a Paid during the year</i>				
ATCH 10				
Total			► 3a	410,280.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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					
4 Dividends and interest from securities			14	94,605.	
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			18	35,880.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 11				-408.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				130,077.	
13 Total Add line 12, columns (b), (d), and (e)				13	130,077.

EXHIBIT 7 Relationship of Activities to the Accumulation of Energy and Risk

Part XVII **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	No
		1a(1)	X
a	Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets	1a(2)	X
b	Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations	1b(1)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1b(2)	X
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	1b(3)	X
		1b(4)	X
		1b(5)	X
		1b(6)	X
		1c	X

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here  ✓  ✓ 11/13/13 ✓ 11/13/13
Signature of officer or trustee Date Title
correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge
May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only	Print/Type preparer's name MARK A. BERRYMAN	Preparer's signature <i>Mark A. Berryman</i>	Date 6/13/13	Check <input type="checkbox"/> if self-employed	PTIN P01010354
	Firm's name ► SEILER LLP	Firm's EIN ► 94-1624276			
	Firm's address ► THREE LAGOON DRIVE, STE 400 REDWOOD CITY, CA	94065		Phone no	650-365-4646

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis			
1,487,687.			LONG TERM CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES			P	VARIOUS 9,547.	VARIOUS
			PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES			P	VARIOUS 26,333.	VARIOUS
			1,461,354.					
			TOTAL GAIN(LOSS)				<u><u>35,880.</u></u>	

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
ECOSYSTEM INVESTMENT PARTNERS II, LP	-366.	-622.
BEARTHOOTH CAPITAL II, LP	-42.	
TOTALS	<u>-408.</u>	<u>-622.</u>

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEE	8,937.			8,937.
TOTALS	<u><u>8,937.</u></u>			<u><u>8,937.</u></u>

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEE	15,090.	7,545.		7,545.
TOTALS	<u><u>15,090.</u></u>	<u><u>7,545.</u></u>		<u><u>7,545.</u></u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	42,450.		42,450.
INVESTMENT FEES	51,387.		
TOTALS	<u>93,837.</u>	<u>51,387.</u>	<u>42,450.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXESREVENUE
AND
EXPENSES
PER BOOKSDESCRIPTION

EXCISE TAX	7.
INTEREST & PENALTY	179.

TOTALS	<u>186.</u>
--------	-------------

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MEMBERSHIP DUES	500.		500.
STATE FILING FEES	385.		385.
OTHER INVESTMENT EXPENSES	1,321.		1,321.
TOTALS	<u>2,206.</u>		<u>885.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTSDESCRIPTIONENDING
BOOK VALUEENDING
FMV

18,170 SHS ABERDEEN EMERGING
3,321 SHS ARTISAN INTL VALUE
18,016 SHS EV PARAMETRIC STRC
19,144 SHS ING GLOBAL REAL EST
10,074 SHS JPMORGAN HIGHBRIDGE
26,352 SHS NEUBERGER BERMAN
51,091 SHS PIMCO ALL ASSET FD
40,628 SHS RIDGEWORTH FLOATING
21,078 SHS RIDGEWORTH SEIX
6,167 SHS ROBECO BOSTON PRTNRS
6,763 SHS WALDEN SMID CAP
SONEN PLATFORM FUNDS
MINLAM MICROFINANCE
CLEANTECH EUROPE II
ECOSYSTEM INVESTMENT PARTNERS
LYME FOREST FUND III TE, LP
BEARTOOTH CAPITAL III, LP

TOTALS

6,509,256.6,581,220.ATTACHMENT 7

259,800.
91,764.
259,750.
328,259.
150,035.
140,732.
707,241.
553,367.
360,400.
206,059.
125,035.
75,000.
3,150,000.
100,000.
60,800.
10,262.
9,336.
62,148.

288,182.
101,060.
269,517.
345,549.
140,732.
714,656.
566,599.
364,842.
214,154.
124,381.
74,527.
3,150,000.
102,941.
39,385.
10,262.
12,285.
62,148.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DR. CHRISTOPHER PAYNE 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA 94105	DIRECTOR & PRESIDENT 1.00	0	0	0
GREGORY PAYNE 575 MARKET STREET, STE 3625 SAN FRANCISCO, CA 94105	DIRECTOR, SECRETARY & TREASURER 1.00	0	0	0
GRAND TOTALS		0	0	0

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

DR. CHRISTOPHER PAYNE
C/O ROCKEFELLER PHILANTHROPY ADVISORS
575 MARKET STREET, STE 3625, SAN FRANCISCO, CA 94105

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

RECIPIENT NAME AND ADDRESSATTACHMENT 10RECIPIENT NAME AND ADDRESSATTACHMENT 10

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
A LEARN 186 UNIVERSITY AVE LOS ALTOS, CA 94022	NONE PUBLIC	UNRESTRICTED	TO SUPPORT AVID SECONDARY PROGRAM DISTRICT LEADERSHIP TRAINING FOR SIX BAY AREA DISTRICTS (\$25,000) AND OPERATION OF AVID ELEMENTARY (\$10,000)	20,000.
ACE CHARTER SCHOOL 480 MCCREERY AVE SAN JOSE, CA 95116	NONE PUBLIC	UNRESTRICTED		2,500.
ALBANY FUND FOR EDUCATION P.O. BOX 3110 ALBANY, NY 12203	NONE PUBLIC	UNRESTRICTED		1,000.
AMERICAN COLLEGE OF SURGEONS FOUNDATION 633 NORTH SAINT CLAIR ST CHICAGO, IL 60611	NONE PUBLIC	UNRESTRICTED		5,000
AUA FOUNDATION 1000 CORPORATE BLVD LINTHICUM, MD 21090	NONE PUBLIC	UNRESTRICTED		5,000
AVID CENTER 9246 LIGHTWAVE AVE., STE 200 SAN DIEGO, CA 92123	NONE PUBLIC	TO SUPPORT AVID SECONDARY PROGRAM DISTRICT LEADERSHIP TRAINING FOR SIX BAY AREA DISTRICTS (\$25,000) AND OPERATION OF AVID ELEMENTARY (\$10,000)		35,000

FORM SCOPE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CALIFORNIA CHARTER SERVICE ASSOCIATION 250 E. 1ST ST , STE 1000 LOS ANGELES, CA 90012	NONE PUBLIC	TO SUPPORT OPERATIONS OF SAN JOSE CHARTER SCHOOL CONSORTIUM (\$6,000) AND OTHER SJCSC MEMBER INSTITUTIONS FOR OPERATIONS (\$54,000)	60,000.
CATHOLIC CHARITIES PIEDMONT 204-A DOUTHIT STREET GREENVILLE, SC 29601	NONE PUBLIC	UNRESTRICTED	3,000.
CATHOLIC CHARITIES OF SANTA CLARA 2625 ZANKER RD SAN JOSE, CA 95134	NONE PUBLIC	UNRESTRICTED	10,000.
CENTER FOR EDUCATION REFORM 4025 BETHESDA AVE , STE 220 BETHESDA, MD 20814	NONE PUBLIC	UNRESTRICTED	2,000
COALITION OF ESSENTIAL SCHOOLS 1720 BROADWAY OAKLAND, CA 94612	NONE PUBLIC	UNRESTRICTED	1,000.
COLLEGE TRACK 117 BROADWAY ST OAKLAND, CA 94607	NONE PUBLIC	TO SUPPORT OAKLAND AND EAST PALO ALTO CENTERS OPERATIONS	15,000.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
DOCTORS WITHOUT BORDERS 333 7TH AVE., 2ND FL NEW YORK, NY 10001	NONE PUBLIC	UNRESTRICTED	2,500.
ED TRUST WEST 1250 H ST. NW WASHINGTON, DC 20005	NONE PUBLIC	UNRESTRICTED	15,000
FUND FOR PUBLIC SCHOOLS, INC. 52 CHAMBERS ST NEW YORK, NY 10007	NONE PUBLIC	TO SUPPORT THE BUSHWICK SCHOOL FOR SOCIAL JUSTICE	1,000.
GREEN DOT NEW YORK CHARTER SCHOOL 600 SAINT ANN'S AVE BRONX, NY 10455	NONE PUBLIC	UNRESTRICTED	1,000
IVUMED	NONE PUBLIC	UNRESTRICTED	5,000.
3269 SOUTH MAIN ST/ #230 SALT LAKE CITY, UT 84115	NONE PUBLIC	UNRESTRICTED	2,500.
KIPP BAY AREA SCHOOLS 426 17TH ST., #200 OAKLAND, CA 94612			

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND</u>	<u>FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
KRAUSE CENTER FOR INNOVATION 12345 EL MONTE RD LOS ALTOS HILLS, CA 94022	NONE PUBLIC	UNRESTRICTED	20,000	
LOAVES & FISHES FAMILY KITCHEN 777 NORTH FIRST ST. #420 SAN JOSE, CA 95112	NONE PUBLIC	UNRESTRICTED	2,500	
NARAL PRO CHOICE AMERICA FOUNDATION 1156 15TH ST NW WASHINGTON, DC 20005	NONE PUBLIC	UNRESTRICTED	2,000.	
NATIONAL ASSOCIATION FOR CONTINENCE PO BOX 1019 CHARLESTON, SC 29402	NONE PUBLIC	UNRESTRICTED	2,500	
NEW TEACHER CENTER 724 FRONT ST , STE 400 SANTA CRUZ, CA 95060	NONE PUBLIC	TO PROVIDE 18 STEM AND SPECIAL EDUCATION TEACHERS WORKING IN RURAL PARTS OF NC, WV AND VA WITH SUPPORT THROUGH NTC'S ONLINE MENTORING PROGRAM ENMS TO CONDUCT OUTREACH AT STATE AND DISTRICT LEVELS IN TARGET STATES AND BUILD RELATIONSHIPS WITH KEY STAKEHOLDERS.	25,990.	
PARENT INSTITUTE FOR QUALITY EDUCATION 22 WEST 35TH ST., #201 NATIONAL CITY, CA 91950	NONE PUBLIC	TO SUPPORT BAY AREA PARENT CLASSES	10,000.	

ATTACHMENT 10 (CONT'D)

FORM 900PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PEOPLE ACTING IN COMMUNITY TOGETHER, INC 1100 SHASTA AVE SAN JOSE, CA 95126	NONE PUBLIC	UNRESTRICTED	10,000
REGIONAL FOOD BANK OF NORTHEASTERN NEW YORK 965 ALBANY-SHAKER RD LATHAM, NY 12110	NONE PUBLIC	UNRESTRICTED	1,000.
RESOURCES FOR HUMAN DEVELOPMENT 4700 WISSAHICKON AVE NO 126 PHILADELPHIA, PA 19144	NONE PUBLIC	TO SUPPORT THE WOMEN'S MEDICAL FUND	2,000.
RURAL SCHOOL & COMMUNITY TRUST 1530 WILSON BLVD , #240 ARLINGTON, VA 22209	NONE PUBLIC	TO SUPPORT THE WARREN COUNTY DROPOUT PREVENTION CENTER	20,000.
SECOND HARVEST FOOD BANK 1051 BING ST SAN CARLOS, CA 94070	NONE PUBLIC	UNRESTRICTED	5,000
SIMON FOUNDATION FOR CONTINENCE 225 WEST WASHINGTON ST INDIANAPOLIS, IN 46204	NONE PUBLIC	UNRESTRICTED	5,000.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TEACH FOR AMERICA EASTERN N.C 324 BLACKWELL ST , BAY II, STE 1160 DURHAM, NC 27701	NONE PUBLIC	UNRESTRICTED	25,000.
THE CENTER FOR PUBLIC INTEGRITY 910 17TH ST NW, 7TH FL., #700 WASHINGTON, DC 20006	NONE PUBLIC	UNRESTRICTED	2,500.
TREVOR PROJECT, INC 9056 SANTA MONICA BLVD WEST HOLLYWOOD, CA 90069	NONE PUBLIC	UNRESTRICTED	1,000.
UPPER HUDSON PLANNED PARENTHOOD 855 CENTRAL AVE ALBANY, NY 12206	NONE PUBLIC	UNRESTRICTED	2,000.
VANDERBILT UNIVERSITY SCHOOL OF MEDICINE 1211 MEDICAL CENTER DR NASHVILLE, TN 37232	NONE PUBLIC	UNRESTRICTED	10,000
VOLUNTEERS IN ASIA 1663 MISSION ST., #504 SAN FRANCISCO, CA 94103	NONE PUBLIC	TO SUPPORT THE INDONESIA PROGRAM	10,000

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
			14,790
WORLDWIDE FISTULA FUND 1036 DAUTEL LN ST LOUIS, MO 63146	NONE PUBLIC	UNRESTRICTED	5,000
ELIZABETH CITY STATE UNIVERSITY 1704 WEEKSVILLE ROAD ELIZABETH CITY, NC 27909	NONE PUBLIC	TO SUPPORT THE NORTH CAROLINA MATHEMATICS AND SCIENCE NETWORK PRE-COLLEGE PROGRAM'S 2013 SUMMER SCHOLARS PROGRAM	14,790
NORTH CAROLINA STATE UNIVERSITY 2200 HILLSBOROUGH RALEIGH, NC 27695	NONE PUBLIC	DESIGNATED FOR THE WILLIAM AND IDA FRIDAY INSTITUTE TO SUPPORT THE NORTH CAROLINA MATHEMATICS AND SCIENCE NETWORK PRE-COLLEGE PROGRAM'S 2013 SUMMER SCHOLARS PROGRAM	25,000.
INTERSTITIAL CYSTITIS ASSOCIATION OF AMERICA, INC 1760 OLD MEADOW ROAD MCLEAN, VA 22102	NONE PUBLIC	UNRESTRICTED	2,500.
ORANGE CONGREGATIONS IN MISSION 300 MILLSTONE DRIVE HILLSBOROUGH, NC 27278	NONE PUBLIC	UNRESTRICTED	2,000.
PRESERVATION DURHAM 3001 ACADEMY RD, SUITE 130 DURHAM, NC 27707	NONE PUBLIC	UNRESTRICTED	1,000.

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CONNECTICUT CENTER FOR ARTS & TECHNOLOGY 4 SCIENCE PARK NEW HAVEN, CT 06511	NONE PUBLIC	UNRESTRICTED	1,000.
MAKE THE ROAD NEW YORK 301 GROVE STREET BROOKLYN, NY 11237	NONE PUBLIC	UNRESTRICTED	1,000
RAINIIN 1220 L STREET NW, SUITE 505 WASHINGTON, DC 20005	NONE PUBLIC	UNRESTRICTED	2,000.
WOMEN'S LAW PROJECT 125 S. 9TH STREET, SUITE 300 PHILADELPHIA, PA 19107	NONE PUBLIC	UNRESTRICTED	2,000
PLANNED PARENTHOOD SE PENNSYLVANIA 1144 LOCUST STREET PHILADELPHIA, PA 19107	NONE PUBLIC	UNRESTRICTED	2,000
MUSIC MAKER RELIEF FOUNDATION P.O. BOX 1358 HILLSBOROUGH, NC 27278	NONE PUBLIC	UNRESTRICTED	2,000.

ATTACHMENT 10 (CONT'D.)

FORM 990PF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LOAVES & FISHES CHRISTIAN FOOD MINISTRY 509 S LEXINGTON AVE BURLINGTON, NC 27216	NONE PUBLIC	UNRESTRICTED	2,000.
THEATRE WORKS 1100 HAMILTON COURT MENLO PARK, CA 94025	NONE PUBLIC	UNRESTRICTED	5,000.
		TOTAL CONTRIBUTIONS PAID	<u><u>410,280</u></u>

ATTACHMENT 10 (CONT'D.)

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
ECOSYSTEM INVESTMENT PARTNERS II, LP BEARTHOOTH CAPITAL II, LP			01 01		-366. -42.
TOTALS					<u><u>-408.</u></u>

ATTACHMENT 11