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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation: MATTEL CHILDREN'S FOUNDATION. A Employer identification number: 95-3263647. B Telephone number: (310) 252-4705. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 555,310.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1 Cash—non-interest-bearing	52,446	175,871	175,871	
	2 Savings and temporary cash investments				
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____				
	5 Grants receivable	531,500	379,439	379,439	
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the 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				
	10a 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) ▶ _____				
	12 Investments—mortgage loans				
	13 Investments—other (attach schedule)				
	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)	583,946	555,310	555,310		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable	583,946	555,310		
	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)	583,946	555,310			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		0		
	25 Temporarily restricted		0		
	26 Permanently restricted		0		
	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 (see page 17 of the instructions)	0	0			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	583,946	555,310			

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	0
2	Enter amount from Part I, line 27a	2	0
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	0
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	0

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			

(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			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			
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	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			
	If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

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 page 18 of 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	4,079,848	185,219	22 027157
2010	3,137,429	176,695	17 756184
2009	2,693,656	175,138	15 380192
2008	4,217,001	153,033	27 556155
2007	3,978,090	205,667	19 342384

2	Total of line 1, column (d).	2	102 062072
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	20 412414
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	159,489
5	Multiply line 4 by line 3.	5	3,255,555
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	0
7	Add lines 5 and 6.	7	3,255,555
8	Enter qualifying distributions from Part XII, line 4.	8	4,480,930

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 page 18 of the 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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0
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	0
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	0
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	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	0
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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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		No
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		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.MATTEL.COM/ABOUT-US/PHILANTHROPY	13	Yes	
14 The books are in care of THE FOUNDATION Telephone no (310) 252-4705 Located at 333 CONTINENTAL BLVD EL SEGUNDO CA ZIP+4 90245			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country **▶**

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No				
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c			No
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 ▶ 20____, 20____, 20____, 20____				
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b			
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b			
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a			No
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			No

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** Yes No
Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** Yes No
If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** Yes No

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
INSTITUTE OF INTERNATIONAL EDUCATION 530 BUSH STREET SUITE 1000 SAN FRANCISCO, CA 94108	SCHOLARSHIP ADMINISTRATION SERVICES	65,600
Total number of others receiving over \$50,000 for professional services. ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 	
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 		
2 		
All other program-related investments. See page 24 of the instructions		
3 		
Total. Add lines 1 through 3. ▶		0

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	0
b	Average of monthly cash balances.	1b	161,918
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	161,918
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	161,918
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	2,429
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	159,489
6	Minimum investment return. Enter 5% of line 5.	6	7,974

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	7,974
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	0
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	7,974
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	7,974
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	7,974

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	4,480,930
b	Program-related investments—total from Part IX-B.	1b	0
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	4,480,930
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	4,480,930

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				7,974
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	3,967,807			
b From 2008.	4,209,349			
c From 2009.	2,684,899			
d From 2010.	3,128,594			
e From 2011.	4,070,587			
f Total of lines 3a through e.	18,061,236			
4 Qualifying distributions for 2012 from Part XII, line 4 \blacktriangleright \$ <u>4,480,930</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				7,974
e Remaining amount distributed out of corpus	4,472,956			
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	22,534,192			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	3,967,807			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	18,566,385			
10 Analysis of line 9				
a Excess from 2008.	4,209,349			
b Excess from 2009.	2,684,899			
c Excess from 2010.	3,128,594			
d Excess from 2011.	4,070,587			
e Excess from 2012.	4,472,956			

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

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

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

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

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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
 MATTEL CHILDREN'S FOUNDATION
 333 CONTINENTAL BLVD
 EL SEGUNDO, CA 90245
 (310) 252-3630

b The form in which applications should be submitted and information and materials they should include
 APPLICATIONS FOR DOMESTIC ORGANIZATIONS ARE ACCEPTED BY INVITATION ONLY BY PROGRAM, WITH AN EMPHASIS ON DIRECTLY SERVING CHILDREN IN NEED APPLICATIONS FOR INTERNATIONAL ORGANIZATIONS SERVING CHILDREN ARE ALSO ACCEPTED BY INVITATION ONLY APPLICATIONS MUST INCLUDE PROGRAM BUDGET, CERTIFICATION OF CHARITABLE STATUS, AND A CURRENT LIST OF THE ORGANIZATION'S BOARD OF DIRECTORS DETAILS FOR ALL PROGRAMS, INCLUDING INTERNATIONAL AND DOMESTIC GRANTS, ARE AVAILABLE AT
[HTTP //CORPORATE.MATTEL.COM/ABOUT-US/PHILANTHROPY/](http://CORPORATE.MATTEL.COM/ABOUT-US/PHILANTHROPY/)

c Any submission deadlines
 APPLICATIONS ARE CONSIDERED YEAR ROUND, FROM JANUARY 1 - DECEMBER 31

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 THE MATTEL CHILDREN'S FOUNDATION BELIEVES PLAY IS ESSENTIAL FOR ALL CHILDREN BECAUSE IT IS FUNDAMENTAL TO LEARNING AND DEVELOPMENT BUT MILLIONS OF CHILDREN LACK ACCESS TO PLAY THE FOUNDATION'S FOCUS IS TO MAKE A MEANINGFUL DIFFERENCE, ONE CHILD AT A TIME BY SUPPORTING ORGANIZATIONS THAT DIRECTLY SERVE CHILDREN IN NEED IN SUPPORT OF OUR BELIEFS NO AWARDS WILL BE MADE FOR - ENDOWMENTS - INDIVIDUALS - RELIGIOUS, FRATERNAL, POLITICAL, SOCIAL OR VETERAN'S ORGANIZATIONS - LABOR GROUPS - ADVERTISING

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 <i>Paid during the year</i> See Additional Data Table				
Total				3a 4,415,330
b <i>Approved for future payment</i>				
Total				3b 0

Form 990PF Part VIII Line 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
DEIDRE LIND 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	EXECUTIVE DIRECTOR 12 50	0	0	0
CARY DICKSON 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	CHIEF FINANCIAL OFFICER 0 50	0	0	0
KEVIN FARR 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	CHAIRMAN 0 50	0	0	0
ALAN KAYE 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	VICE CHAIRMAN & PRESIDENT 0 50	0	0	0
LISA MARIE BONGIOVANNI 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	VICE PRESIDENT & SECRETARY 0 50	0	0	0
DIANNE DOUGLAS 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	VICE PRESIDENT & TREASURER 0 50	0	0	0
CLARA WONG 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	ASSISTANT TREASURER 0 50	0	0	0
ROBERT NORMILE 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	VICE PRESIDENT & ASST SEC 0 50	0	0	0
DREW PAALBORG 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	ASSISTANT SECRETARY 0 50	0	0	0
STEPHANIE COTA 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	BOARD MEMBER 0 50	0	0	0
TOM DEBROWSKI 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	BOARD MEMBER 0 50	0	0	0
JEAN CHRISTOPHE PEAN 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	BOARD MEMBER 0 50	0	0	0
TONY DIMICHELE 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	BOARD MEMBER 0 50	0	0	0
TIM KILPIN 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	BOARD MEMBER 0 50	0	0	0
RAY GREGER 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	BOARD MEMBER 0 50	0	0	0
DAVID ALLMARK 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	BOARD MEMBER 0 50	0	0	0
RICARDO IBARRA 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	BOARD MEMBER 0 50	0	0	0

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
112TH STREET ELEMENTARY 1256 E112TH STREET LOS ANGELES, CA 90059		SCHOOL	YOUTH EDUCATION	12,500
A PLACE CALLED HOME 2830 S CENTRAL AVENUE LOS ANGELES, CA 90011		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	120
AAPQ - ASSOCIACAO DE APOIO AO PROJETO QUIXOTE AV ENG LUIS GOMES CARDIM SANGIRARDI 789 VILA MARIANA SAN PAULO 04112 BR		FOREIGN ORGANIZATION	PLAY ACTIVITIES FOR UNDERPRIVILEGED KIDS	30,000
AARON DIAMOND AIDS RESEARCH CENTER OF NYC 455 FIRST AVENUE NEW YORK, NY 10016		PUBLIC CHARITY	SUPPORT FOR YOUTH WITH AIDS	5,000
ABLE DISABLED ALL PEOPLE TOGETHER (ADAPT) KCMARG BANDRA RECLAMATION MUMBAI, MAHARASHTRA 40005 IN		FOREIGN ORGANIZATION	STUDY TO ASSIST DISABLED CHILDREN	30,000
AIBI ASSOCIAZIONE AMICI DEI BAMBINI VIA MARIIGNANO 18 - 20098 MEZZANO DI SAN GIULIANO MILANESE MI IT		FOREIGN ORGANIZATION	RESIDENTIAL CENTER FOR MOM AND BABIES IN NEED	25,000
ALDEIAS INFANTIS SOS BRASIL AVENIDA NOSSA SENHORA DE LOURDES 85 08566 BR		FOREIGN ORGANIZATION	STRENGTHENING DREAMS, FAMILIES AND COMMUNITIES	30,000
ALEXANDER DEVINE CHILDREN'S CANCER TRUST PECHINEY HOUSE THE GROVE SLOUGH, BERKSHIRE SL1 1QF UK		FOREIGN ORGANIZATION	ALEXANDER'S NURSE ROLE WITHIN OUR HOSPICE COMMUNITY TEAM	12,000
ALEXS LEMONADE STAND FOUNDATION 333 ELANCASTER AVENUE WYNNEWOOD, PA 19096		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
AMERICAN LEBANESE SYRIAN ASSOCIATION CHAR INC 501 ST JUDE PLACE MEMPHIS, TN 38105		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,425
AMERICAN NATIONAL RED CROSS 11355 OHIO AVENUE LOS ANGELES, CA 90025		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
AMERICAN NATIONAL RED CROSS PO BOX 37295 WASHINGTON, DC 20013		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
AMERICAN NATIONAL RED CROSS 2200 WHARRISON STREET CHICAGO, IL 60612		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
AMERICAN RED CROSS 2700 WILSHIRE BLVD LOS ANGELES, CA 90057		PUBLIC CHARITY	DISASTER RELIEF	100,000
ANGELMAN SYNDROME FOUNDATION INC 4255 WESTBROOK DRIVE AURORA, IL 60504		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
ARMENIAN APOSTOLIC HOLY CROSS CHURCH OF LOS ANGELES 8420 BEVERLY ROAD PICO RIVERA, CA 90660		CHURCH	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	60
ASSOCIACAO DAS ALDEIAS DE CRIANCAS SOS DE PORTUGAL RUA JOSE DIAS COELHO NO 40 LISBOA 04112 OC		FOREIGN ORGANIZATION	SERVICES FOR CHILDREN IN NEED	15,000
BARNCANCERFONDEN BOX 5408 SE-114 84 STOCKHOLM SW		FOREIGN ORGANIZATION	PLAYGROUND FOR CHILDREN WITH CANCER	12,000
BE A FRIEND PROGRAM INC 85 RIVER ROCK DRIVE BUFFALO, NY 14207		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
BIG BROTHERS AND BIG SISTERS OF DANE COUNTY INC 2059 ATWOOD AVE MADISON, WI 53704		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	3,286
BIG BROTHERS AND BIG SISTERS OF FORSYTH COUNTY INCORPORATED 107 WESTDALE AVE WINSTON SALEM, NC 271013645		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
BIG BROTHERS BIG SISTERS OF PEEL INC 71 WEST DRIVE UNIT 23 BRAMPTON, ONTARIO L6T 5E2 CA		FOREIGN ORGANIZATION	HEALTHY BODIES, HEALTHY MINDS PROGRAM	15,000
BIG BROTHERS-BIG SISTERS OF MIDCOAST MAINE 16 SCHOOL ST SUITE 201 ROCKLAND, ME 04841		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
BLESSINGS IN A BACKPACK INC 4121 SHELBYVILLE ROAD LOUISVILLE, KY 40207		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	80
BOYS & GIRLS CLUBS OF BROWARD COUNTY 877 NW 61ST STREET FORT LAUDERDALE, FL 33309		PUBLIC CHARITY	SERVICES FOR CHILDREN IN NEED	10,000
BOYS AND GIRLS CLUB OF DANE COUNTY INC 2001 TAFT ST MADISON, WI 53713		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,175
BOYS AND GIRLS CLUB OF EAST AURORA FOUNDATION INC PO BOX 36 EAST AURORA, NY 14052		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
BOYS CLUB OF HOLLAND INC PO BOX 25 HOLLAND, NY 14080		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	400
BOYS CLUB OF EAST AURORA INC 24 PAINE STREET EAST AURORA, NY 14052		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
BOYS CLUB OF HOLLAND INC PO BOX 25 HOLLAND, NY 14080		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,138

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
BUCKLEY SCHOOL 3900 STANSBURY AVENUE SHERMAN OAKS, CA 91423		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	3,000
BUFFALO ACADEMY OF THE SACRED HEART INC 3860 MAIN ST BUFFALO, NY 14226		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	500
CALLE MAYOR MUSIC BOOSTERS 22519 SUSANA AVE TORRANCE, CA 90505		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	75
CAMP RANDALL ROWING CLUB INC 14 W MIFFLIN ST MADISON, WI 53703		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,500
CAMPBELL HALL -EPISCOPAL 4533 LAUREL CANYON BLVD NORTH HOLLYWOOD, CA 91607		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	500
CANISIUS HIGH SCHOOL 1180 DELAWARE AVE BUFFALO, NY 14209		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	3,125
CASA DA PAZ RUA CAMINHO CELIO JOSE DE PAULO 142 BAIRRO DA FLORIDA II CEP 06900-000 BR		FOREIGN ORGANIZATION	CASA DA PAZ YOUTH CENTER ACTIVITIES	25,000
CASA DE LA AMISTAD PARA NINOS CON CANCER IAP ALDAMA 2 COL SAN JUAN TELPAPAN XOCHIMILCO 16020 MX		FOREIGN ORGANIZATION	CASA DE LA AMISTAD SHELTER	25,000
CATHEDRAL SCHOOL FOR BOYS 1275 SACRAMENTO STREET SAN FRANCISCO, CA 94018		PUBLIC CHARITY	SCHOLARSHIPS	7,500
CATHOLIC CHARITIES OF BUFFALO 741 DELAWARE BUFFALO, NY 14209		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	700
CENTER FOR EARLY EDUCATION 563 NORTH ALFRED STREET WEST HOLLYWOOD, CA 90048		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	750
CHILD & FAMILY SERVICES OF ERIE COUNTY 330 DELAWARE AVENUE BUFFALO, NY 14202		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
CHILD AND ADOLESCENT TREATMENT SERVICES INC 301 CAYUGA RD CHEEKTOWAGA, NY 142251950		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
CHILD HOPE INTERNATIONAL 1398 VALLECITO PL CARPENTERIA, CA 930130000		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
CHILDREN AFFECTED BY AIDS FOUNDATION 6033 W CENTURY BLVD SUITE 260 LOS ANGELES, CA 90046		PUBLIC CHARITY	SUPPORT FOR WOMEN AND CHILDREN WITH HIV/AIDS	200,000

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Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDREN AFFECTED BY AIDS FOUNDATION 6033 W CENTURY BOULEVARD LOS ANGELES, CA 90045		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	9,616
CHILDREN FOR A BETTER WORLD EV NIKOLAISTR 7 MUENCHEN 80802 GM		FOREIGN ORGANIZATION	SUPPORTING HUNGRY CHILDREN	17,000
CHILDRENS BRAIN TUMOR FOUNDATION INC 274 MADISON AVENUE NEW YORK, NY 10016		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
CHILDRENS CANCER ASSOCIATION 433 NW 4TH AVENUE SUITE 100 PORTLAND, OR 97209		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
CHILDRENS CANCER RESEARCH FUND 7301 OHMS LANE SUITE 460 MINNEAPOLIS, MN 55439		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	30
CHILDRENS CANCER RESEARCH FUND 1554 S SEPULVEDA BOULEVARD LOS ANGELES, CA 90025		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
CHILDRENS HOSPITAL OF LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 900276062		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
CHILDREN'S INSTITUTE INTERNATIONAL 21810 NORMANDIE AVENUE TORRANCE, CA 90502		PUBLIC CHARITY	SERVICES FOR CHILDREN IN NEED	15,000
CHILDRENS MIRACLE NETWORK 205 W 700 SOUTH SALT LAKE CITY, UT 84101		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
CHILDRENS MIRACLE NETWORK 205 W 700 SOUTH SALT LAKE CITY, UT 84101		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	75
CHILDRENS MIRACLE NETWORK 205 W 700 SOUTH SALT LAKE CITY, UT 84101		PUBLIC CHARITY	SERVICES FOR CHILDREN IN NEED	50
CHILDRENS REHABILITATION FOUNDATION OF VARIETY CLUB OF BUFFALO INC 6114 BROADWAY LANCASTER, NY 14086		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	275
CHINA CHILDREN AND TEENAGERS' FUND NO 15 JIANGUOMENNEI STREET BEIJING 100730 CH		FOREIGN ORGANIZATION	ESTABLISHMENT OF MATTEL PLAY CENTERS	75,000
CHOC FOUNDATION 455 S MAIN ST ORANGE, CA 928683835		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
CHRISTIAN CENTRAL ACADEMY 39 ACADEMY DRIVE WILLIAMSVILLE, NY 14221		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150

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a <i>Paid during the year</i>				
CHRISTIAN FOUNDATION FOR CHILDREN AND AGING ONE ELMWOOD AVE KANSAS CITY,KS 661032118		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	640
CLAIRBOURN SCHOOL 8400 HUNTINGTON DRIVE SAN GABRIEL,CA 91775		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	250
COCUK HIZMETLERI GENEL MUDURLUOU YUVAS KAPAL SPOR SALONU ISTANBUL TU		FOREIGN ORGANIZATION	PURCHASE OF A CAR TO TRANSPORT CHILDREN	20,000
COMMUNITYS CHILD INC 25520 WOODWARD AVE LOMITA,CA 90717		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	600
CONDUCTABILITY INC 2121 COUNTRY CLUB DRIVE GLENDORA,CA 91741		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	300
CONNECTIONS FOR CHILDREN 2701 OCEAN PARK BLVD STE 253 SANTA MONICA,CA 904055239		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	3,400
CORONA DELMAR HIGH SCHOOL FOUNDATION 2549 EASTBLUFF DRIVE NEWPORT BEACH,CA 92660		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,500
COTA CHILDRENS ORGAN TRANSPLANT ASSOCIATION INC 2501 WCOTA DR BLOOMINGTON,IN 47403		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	75
COVENANT HOUSE 5 PENN PLAZA NEWYORK,NY 10001		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
CROSSROADS SCHOOL FOR ARTS & SCIENCE 1714 21ST STREET SANTA MONICA,CA 90404		PUBLIC CHARITY	BRYAN STOCKTON BOARD OF DIRECTOR GRANT 2012	10,000
CROSSROADS SPRINGS AFRICA INC PO BOX 242 EASTAURORA,NY 14052		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	9,750
CYSTIC FIBROSIS FOUNDATION 4825 TROUSDALE DRIVE SUITE 238 NASHVILLE,TN 37220		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
DAVINCI SCHOOL 13500 AVIATION BLVD HAWTHORNE,CA 90250		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
DEATH RIDE TOUR INC 2404 SEDALIA CIRCLE AURORA,CO 80013		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
DONORSCHOOSE ORG 213 W 35TH ST FRNT 2 NUMBER EA NEWYORK,NY 100011903		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50

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Name and address (home or business)				
a <i>Paid during the year</i>				
DUKE UNIVERSITY BOX 90581 DURHAM, NC 27708		SCHOOL	SCHOLARSHIPS	15,000
EDUNATIONS INC PO BOX 233 INGOMAR, PA 15127		PUBLIC CHARITY	SERVICES FOR CHILDREN IN NEED	500
EDWARD J RICHARDSON MIDDLE SCHOOL 23751 NANCY LEE LANE TORRANCE, CA 90505		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
EL SEGUNDO EDUCATIONAL FOUNDATION 641 SHELDON STREET EL SEGUNDO, CA 90245		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	500
EL SEGUNDO UNIFIED SCHOOL DISTRICT 640 MAIN STREET EL SEGUNDO, CA 90245		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	845
EMPOWERING LIVES INTERNATIONAL PO BOX 67 UPLAND, CA 917850067		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	700
EPISCOPAL SCHOOL OF DALLAS INC 4100 MERRELL RD DALLAS, TX 75229		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	250
ETHICAL CULTURE FIELDSTON SCHOOL 33 CENTRAL PARK WEST NEW YORK, NY 10023		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
EXCEPTIONAL CHILDRENS FOUNDATION A CORP 8740 W WASHINGTON BLVD CULVER CITY, CA 90232		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,000
EXPLORE AND MOREA CHILDREN'S MUSEUM PO BOX 372 EAST AURORA, NY 14052		PUBLIC CHARITY	CHILDREN'S MUSEUM	25,000
FAMILIES OF FANA-WNY INC 6 PINE TERRACE ORCHARD PARK, NY 14127		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	10,000
FAMILY INTEGRATION DEVELOPMENT GASCA GENERAL ESCOBEDO NUEVO LEON MX		FOREIGN ORGANIZATION	NURSERY EARLY STIMULATION PROGRAM	20,000
FATHER FLANAGANS BOYS HOME 14100 CRAWFORD ST BOYS TOWN, NE 68010		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,000
FEED THE CHILDREN INC 333 NORTH MERIDIAN OKLAHOMA CITY, OK 73107		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
FLINTRIDGE SACRED HEART ACADEMY 440 ST KATHERINE DRIVE LA CANADA, CA 91011		SCHOOL	DEAN SCARBOROUGH BOARD OF DIRECTOR GRANT 2012	15,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
FONDO PARA NINOS DE MEXICO AC AVENIDA PATRIOTISMO 889-3 COL INSURGENTES MIXCOAC DELEGACION BENITO JUAREZ 03920 MX		FOREIGN ORGANIZATION	READING TO TRANSFORM A READING ENCOURAGEMENT PROGRAM	25,000
FOOD FOR THE POOR INC 6401 LYONS ROAD COCONUT CREEK, FL 33073		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	44
FRIENDS OF AMERICAN MARTYRS SCHOOL PO BOX 2365 MANHATTAN BEACH, CA 902672365		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	250
FRIENDS OF THE OPEN SCHOOL 5540 W 77TH STREET LOS ANGELES, CA 90045		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,000
FULFILLED DREAMS FOUNDATION UL NOWOGRODZKA 6A LOK22 WARSAWA 00 - 513 PL		FOREIGN ORGANIZATION	REHABILITATION FOR CHILDREN OF CANCER	15,000
FUND FOR PUBLIC SCHOOLS INC 52 CHAMBERS STREET ROOM 305 NEW YORK, NY 10007		PUBLIC CHARITY	YOUTH EDUCATION	20,000
FUNDACIO PRIVADA CONCEPCIO JUVANTENY 169- 175FH NARCIS MONTURIOL ST BASS 08902-LHOSPITALET DE LLOBREGAT BARCELONA SP		FOREIGN ORGANIZATION	THERAPY FOR CHILDREN IN FOSTER CARE	25,000
FUNDACION HOSPITAL DE PEDIATRIA COMBATE DE LOS POZOS 1881 2 DO PISO AR		FOREIGN ORGANIZATION	NEW HOSPITAL GARRAHANS HEMATO-ONCOLOGY SECTORS BUILDING CREATION PROJECT	25,000
FUNDACION PARA LOS NINOS DE LAS CALIFORNIAS IBP AV ALEJANDRO VON HUMBOLT 11431 GARITA DE OTAY TIJUANA 223230 MX		FOREIGN ORGANIZATION	HEALTH CARE FOR CHILDREN IN NEED	20,000
FUNDACION PERUANA DE CANCER TARATA STREET 269 OFFICE 213 MIRAFLORES PE		FOREIGN ORGANIZATION	"GIVE ME LIFE" PROGRAM	35,000
GODS KIDS ORGANIZATION 11700 INDUSTRY AVENUE FONTANA, CA 923376934		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	300
GRAHAMS FOUNDATION 3142 RIVERWOOD COURT PERRYSBURG, OH 43551		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	250
GRAPE STREET ELEMENTARY 1940 EAST 111TH STREET LOS ANGELES, CA 90059		SCHOOL	YOUTH EDUCATION	12,500
GUANGDONG CHARITY FEDERATION NO 118 YUEHUA ROAD GUANGZHOU CH		FOREIGN ORGANIZATION	CHILDREN WELFARE FOUNDATION IN GUANGDONG, CHINA	65,000
HAROLD ROBINSON FOUNDATION 10008 NATIONAL BLVD SUITE 324 LOS ANGELES, CA 90034		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	850

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a <i>Paid during the year</i>				
HARVARD-WESTLAKE SCHOOL 3700 COLDWATER CANYON NORTH HOLLYWOOD,CA 91604		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	500
HEAL THE BAY 1444 9TH STREET SANTA MONICA,CA 90401		PUBLIC CHARITY	ENVIRONMENTAL CLEAN- UP	12,500
HERMOSA BEACH EDUCATION FOUNDATION PO BOX 864 HERMOSA BEACH,CA 90254		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,000
HIGH ROCKS EDUCATIONAL CORPORATION HC 64 BOX 438 HILLSBORO,WV 24946		PUBLIC CHARITY	YOUTH EDUCATION	15,000
HOPE FOR GABE 1036 BALDWIN LN BIRMINGHAM,AL 35242		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
HORACE MANN SCHOOL 231 WEST 246TH STREET RIVERDALE,NY 10471		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
IMSA FUND FOR ADVANCEMENT OF EDUCATION 1500 SULLIVAN RD AURORA,IL 605061067		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
INTERNATIONAL YEHUDI MENUHIN FOUNDATION AISBL 61 CHAUSSEE DE LA HULPE BRUSSELS B-1180 BE		FOREIGN ORGANIZATION	ARTISTIC WORKSHOPS FOR CHILDREN "DISCOVERING ROMA CULTURE THROUGH THE VOICE"	16,000
IOWA SPECIAL OLYMPICS INC PO BOX 620 GRIMES,IA 50111		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
JEFFERSON ELEMENTARY 10322 CONDON LENNOX,CA 90304		SCHOOL	SERVICES FOR CHILDREN IN NEED	5,000
JUNIOR ACHIEVEMENT OF WESTERN NEW YORK 275 OAK ST BUFFALO,NY 142031638		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,281
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 800 WEST SIXTH STREET SUITE 450 LOS ANGELES,CA 90017		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	825
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 331 ALBERTA DRIVE BUFFALO,NY 14226		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	200
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 3411 NW 9TH AVENUE FORT LAUDERDALE,FL 33309		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 825 HAMMONDS FERRY ROAD LINTHICUM,MD 21090		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 331 ALBERTA DRIVE BUFFALO, NY 14226		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	175
JUVENILE DIABETES RESEARCH FOUNDATION INTERNATIONAL 434 S YELLOWSTONE DRIVE MADISON, WI 53719		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
KABOOM 4301 CONNECTICUT AVE NW SUITE ML-1 WASHINGTON, DC 20008		PUBLIC CHARITY	PLAYGROUND FOR CHILDREN	200,000
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA STREET SAN FRANCISCO, CA 94121		SCHOOL	SCHOLARSHIPS	7,500
KATHERINE DELMAR BURKE SCHOOL 7070 CALIFORNIA STREET SAN FRANCISCO, CA 941211710		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	5,000
KEEP A CHILD ALIVE ONE WORLD TRADE CENTER SUITE 800 LONG BEACH, CA 90831		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
KIDS HELP PHONE 300-439 UNIVERSITY AVENUE TORONTO, ONTARIO M5G 1Y8 CA		FOREIGN ORGANIZATION	KIDS HELP PHONE EMPOWERING YOUNG WOMEN	20,000
KIDS IN DANGER 116 WEST ILLINOIS STREET CHICAGO, IL 606104532		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	125
KIDSPACE A PARTICIPATORY MUSEUM 480 N ARROYO BLVD PASADENA, CA 911033269		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
KIPP BAY AREA SCHOOL 426 17TH STREET SUITE 200 OAKLAND, CA 94612		PUBLIC CHARITY	SCHOLARSHIPS	20,000
LA SCORES 3685 MOTOR AVENUE SUITE 110 LOS ANGELES, CA 90034		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
LOLLIPOP THEATER NETWORK INC 10351 SANTA MONICA BLVD LOS ANGELES, CA 90025		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
LONG BEACH EDUCATION FOUNDATION 1515 HUGHES WAY LONG BEACH, CA 90810		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
LOS ANGELES REGIONAL FOODBANK 1734 E 41ST STREET LOS ANGELES, CA 90058		PUBLIC CHARITY	BACKPACKS OF FOOD FOR CHILDREN IN NEED	5,000
LOYOLA VILLAGE BOOSTER CLUB 8821 VILLANOVA AVE LOS ANGELES, CA 900453469		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	750

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LYCEE INTERNATIONAL DELOS ANGELES 1105 W RIVERSIDE DR BURBANK, CA 91506		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	300
MADISON COMMUNITY FOUNDATION PO BOX 5010 MADISON, WI 53705		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	20,000
MADISON COUNTRY DAY SCHOOL INC 5606 RIVER RD WAUNAKEE, WI 535979510		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,225
MADISON YOUTH CHOIRS INC P O BOX 5233 MADISON, WI 53705		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
MADONNA OF THE STREETS INC PO BOX 448 BUFFALO, NY 14215		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	4,975
MAKE A WISH FOUNDATION OF GREATER LOS ANGELES 1875 CENTURY PARK EAST STE 950 LOS ANGELES, CA 90067		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
MAKE A WISH FOUNDATION OF WESTERN NEW YORK INC 3901 GENESEE STREET BUFFALO, NY 14225		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
MAKE-A-WISH FOUNDATION INTERNATIONAL 4742 N 24TH STREET SUITE 400 PHOENIX, AZ 85016		PUBLIC CHARITY	WISHES FOR CHILDREN WITH LIFE - THREATENING ILLNESSES	150,000
MANHATTAN BEACH EDUCATION FOUNDATION PO BOX 1110 MANHATTAN BEACH, CA 90267		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	9,375
MARCH OF DIMES FOUNDATION 2222 MARTIN IRVINE, CA 92612		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
MARCH OF DIMES FOUNDATION 5315 WALL STREET SUITE 110 MADISON, WI 53718		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
MARCH OF DIMES FOUNDATION 111 WEST JACKSON BLVD CHICAGO, IL 60604		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
MARCH OF DIMES FOUNDATION 5225 NORTH IRONWOOD ROAD MILWAUKEE, WI 53217		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	155
MARY CARIOLA CHILDRENS CENTER INC 1000 ELMWOOD AVE ROCHESTER, NY 146203042		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
MEREDITH HATCH FOUNDATION 1301 EAST DEBBIE LANE MANSFIELD, TX 76063		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000

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MISSION DOLORES ACADEMY 3371 16TH STREET SAN FRANCISCO, CA 94114		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	5,000
MUCOVISCIDOSE INNOVATION 59 BD DE STRASBOURG PARIS 75010 FR		FOREIGN ORGANIZATION	PLAY TO CARE	30,000
MYCHAL'S LEARNING PLACE 11901 ACACIA AVENUE HAWTHORNE, CA 90250		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
MYCHALS LEARNING PLACE 4901 W ROSECRANS AVE HAWTHORNE, CA 90250		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	5,050
NATIONAL ASSOCIATION OF CHILDREN'S HOSPITALS 401 WYTHE STREET ALEXANDRIA, VA 22314		PUBLIC CHARITY	CHILDREN'S HOSPITALS	125,000
NATIONAL LEKOTEK CENTER 2100 RIDGE AVENUE EVANSTON, IL 60201		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
NEW HOPE UGANDA MINISTRIES INC PO BOX 154 BELLE FOURCHE, SD 57717		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	500
NEW WEST CHARTER MIDDLE SCHOOL INC 1905 ARMACOST AVENUE LOS ANGELES, CA 90025		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	700
NEW YORK FUND FOR PUBLIC SCHOOLS OFFICE OF PARENT ADVOCACY 110 LIVINGSTON STREET BROOKLYN, NY 11201		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	25,000
NORTHSIDE CENTER FOR CHILD DEVELOPMENT 1301 FIFTH AVENUE NEW YORK, NY 10029		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
NORTHSIDE ELEMENTARY SCHOOL 3620 HIGH ROAD MIDDLETON, WI 53562		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
OCCIDENTAL COLLEGE 1800 CAMPUS ROAD M-41 LOS ANGELES, CA 90041		SCHOOL	SCHOLARSHIPS	5,000
ONE HEART SOURCE PO BOX 24293 LOS ANGELES, CA 90024		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,600
ORPHANAGE OUTREACH INC 6611 W ROBERT E LEE ST GLENDALE, AZ 85308		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	75
OUR CHILD FOUNDATION USTAVNI 91/95 PRAGUE 8 CZECH REPUBLIC 180 21 LO		FOREIGN ORGANIZATION	SUPPORTING FOR UNDERPRIVILEGED CHILDREN	20,000

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PALOS VERDES PENINSULA EDUCATION FOUNDATION PO BOX 2632 PALOS VERDES,CA 90274		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,750
PAN MASSACHUSETTS CHALLENGE TRUST 77 FOURTH AVENUE NEEDHAM,MA 02494		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,000
PARK SCHOOL OF BUFFALO 4625 HARLEM ROAD SNYDER,NY 14226		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,000
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1541 WILSHIRE BLVD LOS ANGELES,CA 90017		PUBLIC CHARITY	YOUTH EDUCATION	5,000
PEDIATRIC BRAIN TUMOR FOUNDATION OF THE UNITED STATES INC 302 RIDGEFIELD COURT ASHEVILLE,NC 28806		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
PENINSULA EDUCATION FOUNDATION PO BOX 2632 PALOS VERDES PENINSULA,CA 90274		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
PENNSYLVANIA STATE UNIVERSITY - PENN STATE DANCE MARATHON 216 HUB UNIVERSITY PARK,PA 16802		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
PERSATUAN PENGAJIAN SADHU VASWANI 49 BISHOP STREET PENANG MY		FOREIGN ORGANIZATION	UPGRADING OF THE PENANG GENERAL HOSPITAL CHILDRENS' WARD	25,000
PLAYWORKS 667 WEST CALIFORNIA BLVD PASADENA,CA 91105		PUBLIC CHARITY	PLAY ADVOCACY	400,000
PLAYWORKS 668 WEST CALIFORNIA BLVD PASADENA,CA 91106		PUBLIC CHARITY	SERVICES FOR CHILDREN IN NEED	15,000
POLYTECHNIC SCHOOL 1030 EAST CALIFORNIA BLOUEVARD PASADENA,CA 91106		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	13,000
PTA CALIFORNIA CONGRESS OF PARENT TEACHERS INC 28915 NORTHBAY RD RANCHO PALOS VERDES,CA 902754902		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	353
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 1200 MEADOWS AVENUE MANHATTAN BEACH,CA 90266		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	270
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 335 EL CENTRO STREET SOUTHPASADENA,CA 91030		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 110 S ROWELL AVENUE MANHATTAN BEACH,CA 90266		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	175

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PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 365 PASEO DE ARENA TORRANCE,CA 905056226		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 1600 GREEN LANE REDONDO BEACH,CA 90278		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	30
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 1 SEA HAWK WAY REDONDO BEACH,CA 902772976		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	30
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 200 N LUCIA REDONDO BEACH,CA 90277		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 600 CLOYDEN RD PALOS VERDES ESTATES,CA 902741869		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	190
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 600 CLOYDEN RD PALOS VERDES ESTATES,CA 902741869		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	350
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 1501 N REDONDO AVE MANHATTAN BEACH,CA 90266		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	110
REDONDO BEACH EDUCATIONAL FOUNDATION 409 NORTH PACIFIC COAST HIGHWAY REDONDO BEACH,CA 90277		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,180
RICHMOND MAIN STREET INITIATIVE 1000 MACDONALD AVENUE SUITE C RICHMOND,CA 94801		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000
RMHC OF WESTERN NEW YORK INC 780 WEST FERRY ST BUFFALO,NY 142221617		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	400
ROHAN WOODS SCHOOL 1515 BENNETT AVE SAINT LOUIS,MO 63122		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	500
RONALD MCDONALD HOUSE CHARITIES OF ROCHESTER NY INC 333 WESTMORELAND DRIVE ROCHESTER,NY 14620		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	500
RONALD MCDONALD HOUSE CHARITIES OF SOUTHERN CALIFORNIA 765 SPASADENA AVENUE PASADENA,CA 91105		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	75
RONALD MCDONALD HOUSE CHARITIES OF SOUTHERN CALIFORNIA 383 S BATAVIA ORANGE,CA 92868		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	25
ROSWELL PARK ALLIANCE FOUNDATION ELM AND CARLTON STREETS BUFFALO,NY 142630001		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	5,172

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RYE COUNTRY DAY SCHOOL POST RD AND CEDAR ST RYE, NY 105800000		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
SABIN CHILDRENS FOUNDATION 17140 BERNARDO CENTER DRIVE SAN DIEGO, CA 921282093		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
SALESIAN SOCIETY INC 2 LEFEVRE LANE NEW ROCHELLE, NY 10801		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	125
SANTA CLAUS INCORPORATED OF GREATER SAN BERNARDINO 824 E 6TH ST SAN BERNARDINO, CA 92410		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500
SANTA MONICA GROUP THEATRE 1211 4TH STREET SANTA MONICA, CA 90401		PUBLIC CHARITY	SERVICES FOR CHILDREN IN NEED	100
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880		PUBLIC CHARITY	EARLY CHILDHOOD CARE AND DEVELOPMENT	580,910
SEBASTIAN'S ACTION TRUST UNIT 8 TANNERS YARD LONDON ROAD BAGSHOT GU19 5HD UK		FOREIGN ORGANIZATION	PURCHASE OF A 7 SEAT VEHICLE	39,000
SHAOHANNAHS HOPE INC 230FRANKLIN RD STE 11JJ FRANKLIN, TN 37064		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	280
SHRINERS HOSPITALS FOR CHILDREN 2900 ROCKY POINT DRIVE TAMPA, FL 336071435		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	30
SIERRA CANYON HIGH SCHOOL FOUNDATION 11052 INDEPENDENCE AVE CHATSWORTH, CA 91311		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	300
SMILE TRAIN INC 41MADISON AVE 28TH FLOOR NEW YORK, NY 10010		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	925
SMILES FOR SOPHIE FOREVER 31722 LEEWARD CT AVON LAKE, OH 44012		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	250
SOUTH PASADENA EDUCATIONAL FOUNDATION PO BOX 3342 SOUTH PASADENA, CA 91031		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	200
SPECIAL OLYMPICS 1134 19TH STREET 12TH FLOOR WASHINGTON, DC 20036		PUBLIC CHARITY	SERVICES FOR PEOPLE WITH INTELLECTUAL DISABILITIES	450,000
SPECIAL OLYMPICS SOUTHERN CALIFORNIA INC 6730 E CARSON DRIVE LONG BEACH, CA 90808		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,060

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SPECIAL OLYMPICS WISCONSIN INC 2310 CROSSROADS DRIVE MADISON,WI 53718		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	125
SPECIAL OLYMPICSNEWYORK INC 504 BALLTOWN ROAD SCHENECTADY,NY 123042201		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	40
SPECIAL STRIDES 118 FEDERAL RD MONROE,NJ 08831		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
ST BALDRICKS FOUNDATION INC 1333 SOUTH MAYFLOWER AVENUE SUITE 400 MONROVIA,CA 91016		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	3,945
ST FRANCIS HIGH SCHOOL OFLA CANADA FLINTRIDGE 200 FOOTHILL BOULEVARD LA CANADA,CA 91011		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,000
ST JAMES' SETTLEMENT 85 STONE NULLAH LANE WANCHAI HK		FOREIGN ORGANIZATION	GENERATE THE HARMONIOUS COMMUNITY PROGRAM	20,000
ST MARYS HIGH SCHOOL 142 LAVERACK AVENUE LANCASTER,NY 14086		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
ST MONICA ELEMENTARY SCHOOL 1039 SEVENTH STREET SANTA MONICA,CA 90403		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,250
STIFTUNG RTL - WIR HELFEN KINDERN EV AACHENER STR 1044 KOLN D-50858 GM		FOREIGN ORGANIZATION	SERVICES FOR CHILDREN IN NEED	30,000
STUDENT CONSERVATION ASSOCIATION INC PO BOX 550 CHARLESTOWN,NH 03603		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	250
SUMMIT EDUCATIONAL RESOURCES INC 150 STAHL ROAD GETZVILLE,NY 140681231		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
SYNOPSIS FOUNDATION ONDRASZKA 3 WARSZAWA 02-085 PL		FOREIGN ORGANIZATION	DEVELOPING COMMUNICATION SKILLS OF CHILDREN WITH AUTISM	15,000
TANDEM FAIDONOS 15 VARI ATHENS 166 72 GR		FOREIGN ORGANIZATION	RENOVATION OF CHILDREN'S WARD (INTERIOR + EXTERIOR)	35,000
THAMES VALLEY ADVENTURE PLAYGROUND ASSOCIATION BATH ROAD TAPLOW MAIDENHEAD,BERKSHIRE SL6 0PR UK		FOREIGN ORGANIZATION	NEW ACCESSIBLE SPLASH POOL AREA AND ACTIVITY TRAIL	34,000
THE ALANNAH AND MADELINE FOUNDATION LEVEL 1 256 CLARENDON STREET PO BOX 5192 SOUTH MELBOURNE,VICTORIA AS		FOREIGN ORGANIZATION	ESMART SCHOLARSHIP PROGRAM	35,000

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THE CHILDREN'S SCHOLARSHIP FUND 8 WEST 38TH STREET 9TH FLOOR NEW YORK, NY 10018		PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000
THE EDUCATION FOR DEVELOPMENT FOUNDATION 50 KUA BLDG 3RD FLOOR PHAHOLYOTHIN ROAD JATUJAK, BANGKOK 10900 TH		FOREIGN ORGANIZATION	MATTEL SCHOLARSHIP & ONE SCHOOL ONE PROJECT (OSOP)	25,000
THE ROYAL CHILDREN'S HOSPITAL FOUNDATION LEVEL 4 50 FLEMINGTON ROAD PARKVILLE 03052 OC		FOREIGN ORGANIZATION	HEALING THROUGH PLAY	25,000
THE SCHOOL OF AMERICAN BALLET 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023		PUBLIC CHARITY	ARTS FOR CHILDREN	15,000
TORRANCE EDUCATION FOUNDATION PO BOX 1397 TORRANCE, CA 90505		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	75
TOY INDUSTRY FOUNDATION 1115 BROADWAY NEW YORK, NY 100103450		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,000
US CATHOLIC CONFERENCE - SACRED HEART PARISH SCHOOL 9460 NORTHEAST 14TH STREET BELLEVUE, WA 98004		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	500
UCLA FOUNDATION 10920 WILSHIRE BLVD SUITE 1100 LOS ANGELES, CA 90024		PUBLIC CHARITY	CHILDREN'S HEALTH	500,000
UCLA FOUNDATION 10921 WILSHIRE BLVD SUITE 1100 LOS ANGELES, CA 90024		PUBLIC CHARITY	FOR THE ANDERSON SCHOOL OF MANAGEMENT	10,000
UCLA FOUNDATION - MATTEL CHILDREN'S HOSPITAL 10920 WILSHIRE BLVD LOS ANGELES, CA 900246521		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
UNATTI FOUNDATION 824 17TH STREET SANTA MONICA, CA 90403		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
UNITED STATES FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
UNIVERSITY OF HOUSTON 204 E CULLEN BUILDING HOUSTON, TX 77204		SCHOOL	EDUCATION	5,000
US CATHOLIC CONFERENCE - CATHOLIC ACADEMY OF WEST BUFFALO 1069 DELAWARE AVENUE BUFFALO, NY 14209		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	100
US CATHOLIC CONFERENCE - EDGEWOOD CAMPUS SCHOOL 829 EDGEWOOD COLLEGE RIVE MADISON, WI 53711		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	300

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US CATHOLIC CONFERENCE - MOUNT MERCY ACADEMY 88 RED JACKET PARKWAY BUFFALO, NY 14220		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	250
US CATHOLIC CONFERENCE - NARDIN ACADEMY 135 CLEVELAND AVE BUFFALO, NY 14222		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	550
US CATHOLIC CONFERENCE - NOTRE DAME ACADEMY ELEMANTARY 2911 OVERLAND AVENUE LOS ANGELES, CA 90064		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,000
US CATHOLIC CONFERENCE - ST JAMES SCHOOL 4625 GARNET ST TORRANCE, CA 90503		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,100
VERMONT ACADEMY PO BOX 500 SAXTONS RIVER, VT 05154		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,250
VITAMIN ANGEL ALLIANCE INC 111 W MICHELTORENA SANTA BARBARA, CA 931013220		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	150
WASHINGTON ELEMENTARY 4339 W 129TH STREET HAWTHORNE, CA 90250		SCHOOL	YOUTH EDUCATION	5,000
WEST HIGH SCHOOL 20401 VICTOR ST TORRANCE, CA 90503		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	50
WESTWOOD INVOLVEMENT SUPPORTS EDUCATION PO BOX 642360 LOS ANGELES, CA 90064		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	1,000
WILDWOOD ELEMENTARY SCHOOL INC 11811 WEST OLYMPIC BLVD LOS ANGELES, CA 90064		SCHOOL	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,100
WISCONSIN YOUTH SYMPHONY ORCHESTRA INC 455 N PARK ST MADISON, WI 53706		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,500
WISEBURN 21ST CENTURY CHARTER SCHOOLS 13500 AVIATION BLVD HAWTHORNE, CA 90250		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	200
WORLD VISION INTERNATIONAL 34834 WEYERHAEUSER WAY S FEDERAL WAY, WA 980639716		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,060
YAYASAN MITRA JABABEKA NO 69-71 JAKARTA EDUC PARK KOTA JABABEKA CIKARANG, BARU BEKASI 17550 ID		FOREIGN ORGANIZATION	ELEMENTARY SCHOOL RENOVATION	50,000
YOUTH POLICY INSTITUTE INC 634 SOUTH SPRING STREET LOS ANGELES, CA 900143921		PUBLIC CHARITY	GENERAL OPERATING SUPPORT-MATCHING GIFT GRANT	2,500

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
ZOE 23018 OAK ST NEWHALL, CA 913211734		PUBLIC CHARITY	SERVICES FOR CHILDREN IN NEED	500
SCHOLARSHIPS 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245		N/A	SCHOLARSHIPS TO U S STUDENTS	181,000
Total				4,415,330

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
MATTEL CHILDREN'S FOUNDATION

Employer identification number
95-3263647

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
 MATTEL CHILDREN'S FOUNDATION

Employer identification number
 95-3263647

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MATTEL INC 333 CONTINENTAL BLVD EL SEGUNDO, CA 90245	\$ 5,109,386	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
MATTEL CHILDREN'S FOUNDATION

Employer identification number
95-3263647

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

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

Name of organization
MATTEL CHILDREN'S FOUNDATION

Employer identification number
95-3263647

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) \$
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

TY 2012 Distribution from Corpus Election

Name: MATTEL CHILDREN'S FOUNDATION

EIN: 95-3263647

Election: PURSUANT TO IRC SEC. 4942(H)(2) AND REG. 53.4942(A)-3(D)(2),
THE MATTEL CHILDREN'S FOUNDATION HEREBY ELECTS TO TREAT
CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE
IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS
BEING MADE OUT OF CORPUS. SIGNED:

_____NAME AND TITLE:

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: MATTEL CHILDREN'S FOUNDATION

EIN: 95-3263647

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
ADAPT	UPPER COLABA RD MUMBAI 400-005 IN	2012-03-28	25,000	STUDY TO ASSIST DISABLED CHILDREN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
AIBI AMICI DEI BAMBINI	VIA MARIIGNANO 18 20098 MEZZANO DI SAN GIULIANO IT	2012-11-06	25,000	RESIDENTIAL HOME FOR CHILDREN AND MOTHERS IN NEED		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
ALDEAIS CRIANCAS SOS PORTUGAL	RUA JOSE DIAS COELHO NO 40 LISBOA 1300-329 PO	2012-12-18	15,000	ACTIVITIES FOR CHILDREN IN NEED		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
ALDEIAS INFANTIS SOS BRASIL	RUA JOSE ANTONIO COELHO 400 VILA MARIANA SAO PAULO 04011- 061 BR	2012-11-26	30,000	ASSISTING UNDERPRIVILEGED CHILDREN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
ALEXANDER DEVEINE TRUST	PECHINEY HOSUE THE GROVE SOUGH BERKSHIRE SL1 1QF UK	2012-11-09	12,000	NURSE FOR HOSPICE		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
ALLANAH MADELINE FOUNDATION	6 CHARLES STREET SOUTH MELBOURNE VIC 3205 AS	2012-10-18	35,000	ESMART SCHOLARSHIP PROGRAM		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
ASSOCIACAO DE APOIO AO PROJECTO QUIXOTE	AV ENG LUIS GOMES CARDIM SANGIRADI SAO PAULO 04112- 080 BR	2012-11-06	30,000	PLAY ACTIVITIES FOR UNDERPRIVILEGED CHILDREN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
BARNCANCERFONDEN (SWEDEISH CHILD CANCER FOUNDATION)	BOX 5408 SE-114 84 STOCKHOLM SW	2012-11-27	12,000	PLAYGROUND FOR CHILDREN WITH CANCER		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
BIG BROTHERS BIG SISTERS OF PEEL INC	71 WEST DRIVE UNIT 23 BRAMPTON, ONTARIO L6T 5E2 CA	2012-10-16	15,000	HEALTHY BODIES, HEALTHY MINDS PROGRAM		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
CASA DA PAZ	RUA CAMINHO CELIO JOSE DE PAULO 142 BAIRRO DA FLORIDA II CEP 06900-000 BR	2012-10-22	25,000	YOUTH ACTIVITIES FOR UNDERPRIVILEGED CHILDREN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
CASA DE LA ARMISTAD PARA NINOS CON CANCER	ALDAMA 2 COL SAN JUAN TELPAPAN XOCHIMILCO 16020 MX	2012-10-22	25,000	ASSISTING CHILDREN WITH CANCER		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
CHILD FUND MEXICO (FONDO PARA NINOS DE MEXCIO AC)	INSURGENTES MIXCOAC DELEGACION BENITO JUAREZ 3920 MX	2012-10-22	25,000	READING ENCOURAGEMENT PROGRAM		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
CHILDREN FOR A BETTER WORLD	NIKOLAISTR 7 MUENCHEN 80802 GM	2012-04-23	17,000	SUPPORT HUNGRY CHILDREN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
CHINA CHILDREN'S AND TEENAGER'S FUND	NO 15 JIANGUOMENNEI STREET BEIJING 100730 CH	2012-12-04	25,000	PLAY CENTERS		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
CHINA CHILDREN'S AND TEENAGER'S FUND	NO 15 JIANGUOMENNEI STREET BEIJING 100730 CH	2012-05-07	25,000	PLAY CENTERS		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
COCUK ESIRGEME KURUMU	YUVAS KAPAL SPOR SALONU ISTANBUL TU	2012-12-18	20,000	PURCHASE OF A CAR TO TRANSPORT CHILDREN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
EDUCATIONAL DEVELOPMENT FOUNDATION	50 KUA BLDG 3RD FLOOR PHAHOYOTHIN ROAD JATUJAK, BANGKOK 10900 TH	2012-11-26	25,000	EDUCATION SCHOLARSHIPS		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
FAMILY INTEGRATION DEVELOPMENT	GASCA GENERAL ESCOBEDO NUEVO LEON MX	2012-12-19	20,000	NURSERY EARLY STIMULATION PROGRAM		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
FAMILY INTEGRATION DEVELOPMENT	GASCA GENERAL ESCOBEDO NUEVO LEON MX	2012-05-23	20,000	NURSERY EARLY STIMULATION PROGRAM		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
FULFILLED DREAM FOUNDATION	UL NOWOGRODZKA 6A LOK 22 WARSAWA 00 153 PL	2012-10-22	15,000	REHABILITATION OF CHILDREN WITH CANCER		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
FUNDACION HOSPITAL DE PEDIATRIA PROF DR JUAN P GARRAHAN	COMBATE DE LOS POZOS 1881 2 DO PISO AR	2012-11-30	25,000	CHILDREN'S HOSPITAL SUPPORT		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
FUNDACION PERUANA DE CANCER	TARATA STREET 269 OFFICE 213 MIRAFLORES PE	2012-11-09	35,000	GIVE ME LIFE PROGRAM		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
FUNDACXTOIN CONCEPCIO JUVANTENY	169-175FH NARCIS MONTURIOL ST BASS BARCELONA 8902 SP	2012-11-27	25,000	THERAPY FOR CHILDREN IN FOSTER CARE		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
GUANGDONG CHARITY FEDERATION	NO 118 YUEHUA ROAD GUANGZHOU CH	2012-11-06	65,000	CHILD WELFARE		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
HOSPITAL INFANTIL DE LAS CALIFORNIAS	AV ALEJANDRO VON HUMBOLDT 11431 TJUANA MX	2012-09-25	20,000	HEALTH ASSISTANCE FOR CHILDREN IN NEED		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
KIDS HELP PHONE	300-439 UNIVERSITY AVENUE TORONTO, ONTARIO M5G 1Y8 CA	2012-11-09	20,000	EMPOWERING YOUNG WOMEN PROGRAM		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
MENUHIN FOUNDATION	61 CHAUSSEE DE LA HULPE BRUSSELS BE	2012-11-06	16,000	ARTISTIC WORKSHOPS FOR CHILDREN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
MUCOVISCIDOS INNOVATION	59 BD DE STRASBOURG PARIS 75010 FR	2012-12-17	30,000	PLAY THERAPY		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
OUR CHILD FOUNDATION	USTAVNI 91/95 PRAGUE 8 CZECH REPUBLIC 180 21 LO	2012-11-06	20,000	SUPPORT FOR UNDERPRIVILEGED CHILDREN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
PERSATUAN PENGAJIAN SADHU VASWANI	49 BISHOP STREET PENANG MY	2012-11-27	25,000	UPGRADING PENANG HOSPITAL CHILDREN'S WARD		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
ROYAL CHILDREN'S HOSPITAL FOUNDATION	50 FLENNINGTON RD PARKVILLE 3042 AS	2012-11-26	25,000	HEALING THROUGH PLAY PROGRAM		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
SEBASTIAN'S ACTION TRUST	UNIT 8 TANNERS YARD LONDON RD BAGSHOT, SURREY GU19 5HD UK	2012-11-13	39,000	PURCHASE OF A VAN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
ST JAMES SETTLEMENT	85 STONE NULLAH LANE WANCHAI HK	2012-12-04	20,000	CHILDREN IN NEED		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
SYNOPSIS FOUNDATION	ONDRASZKA 3 WARSAWA 02-085 PL	2012-10-22	15,000	DEVELOPING COMMUNICATION SKILLS FOR CHILDREN WITH AUTISM		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
TANDEM - PIKPA	FAIDONOS 15 VARI ATHENS 166 72 GR	2012-12-04	35,000	TO RENOVATE CENTER FOR CHILDREN AT ORPAHANGE		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
THAMES VALLEY ADVENTURE PLAYGROUND	BATH ROAD TAPLOW MAIDENHEAD, BERKSHIRE SL6 0PR UK	2012-11-09	34,000	NEWLY ACCESSIBLE SPLASH POOL FOR KIDS WITH SPECIAL NEEDS		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
WIR HELFEN KINDER EV	AACHENER STR 1044 KOLN D-50858 GM	2012-11-26	30,000	HELPING UNDERPRIVILEGED CHILDREN		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
YAYASAN MITRA JABABEKA	NO 69-71 JAKARTA EDUC PARK KOTA JABABEKA CIKARANG, BARU BEKASI 17550 ID	2012-09-07	25,000	ELEMENTARY SCHOOL RENOVATION		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		
YAYASAN MITRA JABABEKA	NO 69-71 JAKARTA EDUC PARK KOTA JABABEKA CIKARANG ID	2012-08-12	25,000	ELEMENTARY SCHOOL RENOVATION		TO GRANTOR'S KNOWLEDGE, THERE HAS BEEN NO DIVERSION OF GRANT FUNDS	REPORT DUE WITHIN A TIMELY MANNER FOLLOWING THE EXPENDITURES OF FUNDS		

TY 2012 Other Expenses Schedule

Name: MATTEL CHILDREN'S FOUNDATION

EIN: 95-3263647

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHOLARSHIP MANAGEMENT FEES	65,600	0		65,600