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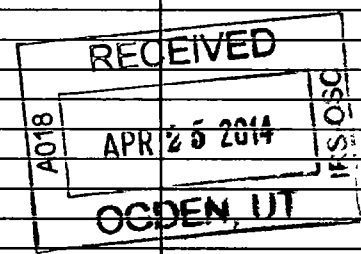
**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

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

For calendar year 2012 or tax year beginning **12/1/2012**, and ending **11/30/2013**

Name of foundation <b>Adobe Foundation</b>		<b>A</b> Employer identification number 26-0233808
Number and street (or P O box number if mail is not delivered to street address) <b>Foundation Source 501 Silverside Rd</b>		<b>B</b> Telephone number (see instructions) (800) 839-1754
Room/suite 123		
City or town, state, and ZIP code <b>Wilmington DE 19809-1377</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D 1</b> Foreign organizations, check here <input type="checkbox"/> <b>2</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>25,125,359</b>	<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)	16,500,000			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	19,247	19,247		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	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)					
11 Other income (attach schedule)					
12 <b>Total.</b> Add lines 1 through 11	16,519,247	19,247	0		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	28,527			28,527
	b Accounting fees (attach schedule)	24,900			24,900
	c Other professional fees (attach schedule)	2,616,885			2,616,885
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion	67,720			
	20 Occupancy				
21 Travel, conferences, and meetings	11,274			11,274	
22 Printing and publications	7,500			7,500	
23 Other expenses (attach schedule)	1,778,453	682		1,777,771	
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	4,535,259	682	0	4,466,857	
25 Contributions, gifts, grants paid	4,269,520			4,269,520	
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	8,804,779	682	0	8,736,377	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	7,714,468				
b Net investment income (if negative, enter -0-)		18,565			
c Adjusted net income (if negative, enter -0-)			0		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	17,225,621	25,019,059	25,019,059
	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) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis ▶	203,158			
	Less accumulated depreciation (attach schedule) ▶	96,858	174,020	106,300	
15	Other assets (describe ▶ Flip Cameras )	11,250			
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	17,410,891	25,125,359	25,125,359	
Liabilities	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	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	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	17,410,891	25,125,359		
30	<b>Total net assets or fund balances</b> (see instructions)	17,410,891	25,125,359		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	17,410,891	25,125,359		

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	17,410,891
2	Enter amount from Part I, line 27a	2	7,714,468
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	25,125,359
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	25,125,359

**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				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) FMV as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) 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 0
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	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }			3 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	12,085,747	20,633,237	0.585742
2010	11,195,857	24,001,202	0.466471
2009	9,639,629	24,725,858	0.389860
2008	8,122,120	21,479,253	0.378138
2007	3,837,233	14,304,249	0.268258
2 Total of line 1, column (d)			2 2.088469
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 0.417694
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 24,222,747
5 Multiply line 4 by line 3			5 10,117,696
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 186
7 Add lines 5 and 6			7 10,117,882
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 8,736,377

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

<b>1 a</b> 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>b</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	<b>1</b>	371	
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	371	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	371	
<b>6</b> Credits/Payments			
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	468	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	468	
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	97	
<b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 97 Refunded <input type="checkbox"/> 0	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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>		X
<b>3</b> 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>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
<b>7</b> 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>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
<b>b</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>	X	
<b>9</b> 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>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶	13	X	
14	The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754 Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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? <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	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

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

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

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

**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** N/A

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

**1 List all officers, directors, trustees, foundation managers and their compensation (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 ATTACHMENT				

**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		00		
		00		
		00		
		00		
		00		

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

**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
STAGE II 60 Industrial Way, Brisbane, CA 94005	Philanthropic	107,532
Daniel J. Edelman, Inc JPMorgan Chase Bank, N A , 21992 Network Place, Chicago, IL 60673	Advertising	953,417
Education Development Center, Inc 43 Foundry Ave, Waltham, MA 02453	Philanthropic	856,222
Mission Measurement, LLC 200 N LaSalle Street, Suite 2650, Chicago, IL 60601	Philanthropic	577,596
Coverall Crew Corporation 131 Water Street, Suite 218, Vancouver, BC V6B 4M3 Canada	Website Solutions	268,538
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>4</b>

**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 See Attachment	3,775,394
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	
3 All other program-related investments See instructions	
<b>Total. Add lines 1 through 3</b>	<b>0</b>



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	0
<b>b</b>	Average of monthly cash balances	<b>1b</b>	24,591,621
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	24,591,621
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	24,591,621
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	368,874
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	24,222,747
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,211,137

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,211,137
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	371
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI )	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	371
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	1,210,766
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,210,766
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	1,210,766

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	<b>1a</b>	8,736,377
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	8,736,377
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	8,736,377

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

**Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				1,210,766
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0	
<b>b</b> Total for prior years 20 ____, 20 ____, 20 ____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	3,122,943			
<b>b</b> From 2008	7,048,165			
<b>c</b> From 2009	8,403,683			
<b>d</b> From 2010	9,996,147			
<b>e</b> From 2011	11,054,399			
<b>f</b> Total of lines 3a through e	39,625,337			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 8,736,377				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)				
<b>d</b> Applied to 2012 distributable amount				1,210,766
<b>e</b> Remaining amount distributed out of corpus	7,525,611			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	47,150,948			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	3,122,943			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	44,028,005			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008	7,048,165			
<b>b</b> Excess from 2009	8,403,683			
<b>c</b> Excess from 2010	9,996,147			
<b>d</b> Excess from 2011	11,054,399			
<b>e</b> Excess from 2012	7,525,611			

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

N/A

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

▶

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

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Pnor 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
				0
<b>b</b> 85% of line 2a				0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

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

**1 Information Regarding Foundation Managers:**

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

NONE

**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

NONE

**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

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

**c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i>				
1STACT SILICON VALLEY	N/A	509(a)(1)	Implement Adobe Youth	10,000
38 W SANTA CLARA ST			Voices Film Camp for	
SAN JOSE, CA 95113			San Jose Area Schools	
1STACT SILICON VALLEY	N/A	509(a)(1)	Implementation of the	100,000
38 W SANTA CLARA ST			Adobe Youth Voices	
SAN JOSE, CA 95113			Program in 2012-2013	
1STACT SILICON VALLEY	N/A	509(a)(1)	Implement the Adobe	80,000
38 W SANTA CLARA ST			Youth Voices Program	
SAN JOSE, CA 95113			Internationally	
ABUSED & HOMELESS CHILDRENS REFUGE	N/A	509(a)(1)	Assisting Young Mothers	4,000
2100 GALLOWS RD			Program	
VIENNA, VA 22182				
ADVERTISING COUNCIL INC	N/A	509(a)(2)	2013 Annual Support	50,000
815 2ND AVE FL 9			Fund	
NEW YORK, NY 10017				
ADVERTISING COUNCIL INC	N/A	509(a)(2)	Bullying Campaign	100,000
815 2ND AVE FL 9				
NEW YORK, NY 10017				
AMERICAN INDIA FOUNDATION	N/A	509(a)(1)	Implementation of the	90,392
216 E 45TH ST FL 7			Adobe Youth Voices	
NEW YORK, NY 10017			Program in 2012-2013	
AMERICAN INSTITUTE OF GRAPHIC ARTS	N/A	509(a)(2)	Inneract Project	50,000
130 SUTTER ST STE 600				
SAN FRANCISCO, CA 94104				
ARLINGTON FOOD ASSISTANCE CENTER	N/A	509(a)(1)	General Food	4,000
2708 S NELSON ST			Distribution	
ARLINGTON, VA 22206				
ART IN ACTION	N/A	509(a)(1)	Art in Action Bay Area	23,250
3925 BOHANNON DR			Expansion Initiative	
MENLO PARK, CA 94025				
ARTS COUNCIL SILICON VALLEY	N/A	509(a)(1)	Silicon Valley Creates	25,000
4 N 2ND ST STE 210			Transition Fund	
SAN JOSE, CA 95113				
<b>Total</b> See Attached Statement			▶ 3a	4,269,520
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b>			▶ 3b	0

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions )
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities			14	19,247	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property					
<b>b</b> Not debt-financed property					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income					
<b>8</b> Gain or (loss) from sales of assets other than inventory					
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory					
<b>11</b> Other revenue <b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e)		0		19,247	0
<b>13</b> Total. Add line 12, columns (b), (d), and (e)				<b>13</b> 19,247	19,247

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )

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... 1a(1) Cash X, 1a(2) Other assets X, 1b(1) Sales of assets X, 1b(2) Purchases of assets X, 1b(3) Rental of facilities X, 1b(4) Reimbursement arrangements X, 1b(5) Loans or loan guarantees X, 1b(6) Performance of services X, 1c Sharing of facilities X.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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... [ ] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature: Mark Lemert, Date: 4/9/14, Title: Treasurer.

Paid Preparer Use Only: Print/Type preparer's name: Jeffrey D Haskell, Preparer's signature: Jeffrey D. Haskell, Date: 3/27/2014, Firm's name: Foundation Source, Firm's EIN: 51-0398347, Firm's address: One Hollow Lane, Suite 212, Lake Success, NY 11042, Phone no: (800) 839-1754.

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

Department of the Treasury  
Internal Revenue Service

# Schedule of Contributors

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

OMB No 1545-0047

**2012**

Name of the organization

Adobe Foundation

Employer identification number

26-0233808

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 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization Adobe Foundation	Employer identification number 26-0233808
--	--

**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	Adobe Systems Incorporated c/o Ingrid Ojeda, 625 Townsend, 3rd Floor San Francisco CA 94103 Foreign State or Province _____ Foreign Country _____	\$ 16,500,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Name of organization  
 Adobe Foundation

Employer identification number  
 26-0233808

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

Name of organization  
Adobe Foundation

Employer identification number  
26-0233808

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations 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) ▶ \$ ..... 0  
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
..... ..... ..... For Prov Country	..... ..... .....

(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
..... ..... ..... For Prov Country	..... ..... .....

(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
..... ..... ..... For Prov Country	..... ..... .....

(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
..... ..... ..... For Prov Country	..... ..... .....

**Part I, Line 16a (990-PF) - Legal Fees**

		28,527	0	0	28,527
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	General Governance Matters and Counseling	28,527	0		28,527

**Part I, Line 16b (990-PF) - Accounting Fees**

		24,900	0	0	24,900
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Accounting and Auditing Services	24,900	0		24,900

**Part I, Line 16c (990-PF) - Other Professional Fees**

		2,616,885	0	0	2,616,885
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	AYV Professional Services	2,604,675	0		2,604,675
2	Consulting Services	12,210	0		12,210

**Part I, Line 19 (990-PF) - Depreciation and Depletion**

								67,720	0	0
	Description	Date Acquired	Method of Computation	Asset Life	Cost or Other Basis	Beginning Accumulated Depreciation	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	
1	Computer	8/16/2011	SL	3	3,158	1,360	1,053			
2	Website	6/23/2012	SL	3	200,000	27,778	66,667			

**Part I, Line 23 (990-PF) - Other Expenses**

		1,778,453	682	0	1,777,771
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
<b>1</b>	AYV Program Expenses	1,170,719	0		1,170,719
<b>2</b>	Administrative Fees	88,128	0		88,128
<b>3</b>	State or Local Filing Fees	1,500	0		1,500
<b>4</b>	Bank Charges	682	682		0
<b>5</b>	Premium Payment for Indemnification Insurance	18,931	0		18,931
<b>6</b>	Leased Employees	227,937	0		227,937
<b>7</b>	Telecommunications	10,516	0		10,516
<b>8</b>	Office Expenses	647	0		647
<b>9</b>	Office Equipment	4,706	0		4,706
<b>10</b>	Community Program Expenses	254,687	0		254,687

**Part II, Line 14 (990-PF) - Land, Buildings, and Equipment**

		203,158	29,138	96,858	174,020	106,300	106,300
Asset Description		Cost or Other Basis	Accumulated Depreciation Beg of Year	Accumulated Depreciation End of Year	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	Computer	3,158	1,360	2,413	1,798	745	745
2	Website	200,000	27,778	94,445	172,222	105,555	105,555

**Part VII-A, Line 12 (990-PF) - Distribution to a Donor Advised Fund**

During the taxable year ending November 30, 2013, the Adobe Foundation (the "Foundation") treated a distribution to a donor advised fund over which the Foundation (or disqualified person) had advisory privileges as a qualifying distribution. Donor advised funds are exempt under Internal Revenue Code ("Code") Section 501(c)(3), must be organized and operated exclusively for one or more of the charitable purposes described in Code Section 170(c)(2)(B), and have sole discretion over the funds distributed to them. Consequently, the Foundation is not in a position to explain precisely how the funds will be expended for charitable purposes.

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

												0	0	0
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account	Explanation		
1		Foundabon Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1.00	0	0	0			
2		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Treas	1.00	0	0	0			
3		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Sec	1.00	0	0	0			
4		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1.00	0	0	0	*Removed from position effective 3/22/2013		
5		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Dir	1.00	0	0	0			
6		Foundation Source 501 Silverside Rd	Wilmington	DE	19809		Pres / Dir	1.00	0	0	0			



**Adobe Foundation**

**EIN: 26-0233808**

**Taxable Year Ending November 30, 2013**

**Form 990-PF, Part IX-A, Line 1**

**Summary of Direct Charitable Activities**

*Adobe Youth Voices* was designed to provide youth in underserved communities with the critical skills they need to become active and engaged members of their communities and the world at-large. *Adobe Youth Voices* empowers young people to share their ideas, demonstrate their potential, and take action where they live through the use of cutting edge multimedia tools. The *Adobe Youth Voices* global network currently includes more than 500 sites and a large, expanding number of grantees and organizations in 32 countries. Since its inception, *Adobe Youth Voices* has engaged over 27,000 youth and 1,500 educators in school and out-of-school programs.

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

AT THE CROSSROADS

**Street**

333 VALENCIA ST STE 320

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94103

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

AUTISM SPEAKS INC

**Street**

1 E 33RD ST, 4TH FL

**City**

NEW YORK

**State**

NY

**Zip Code**

10016

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Light It Up Blue Initiative

**Amount**

15,000

**Name**

BAY AREA VIDEO COALITION INC

**Street**

2727 MARIPOSA ST FL 2

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94110

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Implementation of the Adobe Youth Voices Program in San Francisco Bay Area

**Amount**

48,586

**Name**

BAY AREA VIDEO COALITION INC

**Street**

2727 MARIPOSA ST FL 2

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94110

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Implementation of the Adobe Youth Voices Program in the San Francisco Bay Area

**Amount**

80,000

**Name**

BIG BROTHERS-BIG SISTERS OF UTAH INC

**Street**

151 E 5600 S STE 200

**City**

SALT LAKE CTY

**State**

UT

**Zip Code**

84107

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Community-Based and School-Based Mentoring Program

**Amount**

20,500

**Name**

BIKE WORKS SEATTLE

**Street**

3709 S FERDINAND ST

**City**

SEATTLE

**State**

WA

**Zip Code**

98118

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Bike Works Youth Experiential and Environmental Education Program

**Amount**

7,500

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> BILL WILSON CENTER				
<b>Street</b> 3490 THE ALAMEDA				
<b>City</b> SANTA CLARA	<b>State</b> CA	<b>Zip Code</b> 95050	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> YouthWorks Academy				<b>Amount</b> 50,000
<b>Name</b> BREAKTHROUGH SILICON VALLEY				
<b>Street</b> 1635 PARK AVE				
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95126	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Breakthrough Middle School Program				<b>Amount</b> 23,250
<b>Name</b> CANINES WITH A CAUSE FOUNDATION INCORPORATED				
<b>Street</b> 1526 UTE BLVD STE 206				
<b>City</b> PARK CITY	<b>State</b> UT	<b>Zip Code</b> 84098	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Pawsitive Healing for Veterans Program				<b>Amount</b> 16,400
<b>Name</b> CENTER FOR WOMEN AND CHILDREN IN CRISIS INCORPORATED				
<b>Street</b> 1073 E 1200 N				
<b>City</b> OREM	<b>State</b> UT	<b>Zip Code</b> 84097	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Network & System Infrastructure Upgrades & Rebuild of Website				<b>Amount</b> 19,680
<b>Name</b> CHILDRENS CREATIVITY MUSEUM				
<b>Street</b> 221 4TH ST				
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94103	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> General & Unrestricted				<b>Amount</b> 10,000
<b>Name</b> CHILDRENS CREATIVITY MUSEUM				
<b>Street</b> 221 4TH ST				
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94103	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Mobile Museum for Underserved Communities				<b>Amount</b> 15,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

CHILDRENS FIRST FUND, THE CHICAGO PUBLIC SCHOOL FDN

**Street**

125 S CLARK ST

City	State	Zip Code	Foreign Country
CHICAGO	IL	60603	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
Implementation of the Adobe Youth Voices Program in 2012-2013	50,000

**Name**

CHILDRENS FIRST FUND, THE CHICAGO PUBLIC SCHOOL FDN

**Street**

125 S CLARK ST

City	State	Zip Code	Foreign Country
CHICAGO	IL	60603	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
Implementation of the Adobe Youth Voices Program in Chicago	80,000

**Name**

CHILDRENS INN AT NIH INC

**Street**

7 W DR

City	State	Zip Code	Foreign Country
BETHESDA	MD	20814	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
Family Support Program	4,000

**Name**

CINEQUEST INC

**Street**

PO BOX 720040

City	State	Zip Code	Foreign Country
SAN JOSE	CA	95172	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
2013 Youth Programming at Cinequest	10,000

**Name**

CITY HARVEST INC

**Street**

6 E 32ND ST FL 5

City	State	Zip Code	Foreign Country
NEW YORK	NY	10016	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
Emergency Food Rescue and Distribution Program	7,500

**Name**

COALITION ON HOMELESSNESS

**Street**

468 TURK ST

City	State	Zip Code	Foreign Country
SAN FRANCISCO	CA	94102	

Relationship	Foundation Status
N/A	509(a)(1)

Purpose of grant/contribution	Amount
General & Unrestricted	10,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> COMMON GROUND FOUNDATION INC			
<b>Street</b> 475 10TH AVE			
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94118	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Summer Youth Camp			<b>Amount</b> 100,000

<b>Name</b> COMMONWEALTH CLUB OF CALIFORNIA			
<b>Street</b> 595 MARKET ST			
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94105	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(2)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 10,000

<b>Name</b> COMMUNITY ACTION SERVICES AND FOOD BANK INC			
<b>Street</b> 915 S 500 E STE 110			
<b>City</b> AMERICAN FORK	<b>State</b> UT	<b>Zip Code</b> 84003	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Community Engagement in Ending Hunger			<b>Amount</b> 20,500

<b>Name</b> COMMUNITY FARMS OUTREACH			
<b>Street</b> 240 BEAVER ST			
<b>City</b> WALTHAM	<b>State</b> MA	<b>Zip Code</b> 02452	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Fresh Food For All Program			<b>Amount</b> 4,500

<b>Name</b> COMMUNITY MATTERS			
<b>Street</b> PO BOX 14816			
<b>City</b> SANTA ROSA	<b>State</b> CA	<b>Zip Code</b> 95402	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(2)		
<b>Purpose of grant/contribution</b> Safe School Ambassadors Program			<b>Amount</b> 10,000

<b>Name</b> CONTRA COSTA YOUTH COUNCIL			
<b>Street</b> 3222 LOS PALOS CIR			
<b>City</b> LAFAYETTE	<b>State</b> CA	<b>Zip Code</b> 94549	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Board Support			<b>Amount</b> 10,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> CRADLES TO CRAYONS INC			
<b>Street</b> 155 N BEACON ST			
<b>City</b> BRIGHTON	<b>State</b> MA	<b>Zip Code</b> 02135	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Ready for School Program			<b>Amount</b> 4,500

<b>Name</b> EDGEWOOD CENTER FOR CHILDREN AND FAMILIES			
<b>Street</b> 1801 VICENTE ST			
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94116	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Edgewood Food Bank			<b>Amount</b> 20,000

<b>Name</b> EDUCATION DEVELOPMENT CENTER INC			
<b>Street</b> 43 FOUNDRY AVE			
<b>City</b> WALTHAM	<b>State</b> MA	<b>Zip Code</b> 02453	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Year 6 Program Evaluation of Adobe Youth Voices			<b>Amount</b> 83,875

<b>Name</b> EMERGENCY HOUSING CONSORTIUM			
<b>Street</b> 507 VALLEY WAY			
<b>City</b> MILPITAS	<b>State</b> CA	<b>Zip Code</b> 95035	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 33,250

<b>Name</b> FAMILY WORKS			
<b>Street</b> 1501 N 45TH ST			
<b>City</b> SEATTLE	<b>State</b> WA	<b>Zip Code</b> 98103	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Easing Hunger, Strengthening Families Program			<b>Amount</b> 30,000

<b>Name</b> FISHER HOUSE FOUNDATION INC			
<b>Street</b> 111 ROCKVILLE PIKE, STE 420			
<b>City</b> ROCKVILLE	<b>State</b> MD	<b>Zip Code</b> 20850	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Sponsor a Family Program - Washington DC Metro Area			<b>Amount</b> 2,500

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

FREE THE CHILDREN INTERNATIONAL

**Street**

201 CALIFORNIA ST, STE 430

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94111

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Implementation of the Adobe Youth Voices Program in Toronto and Ottawa

**Amount**

80,000

**Name**

FREE THE CHILDREN INTERNATIONAL

**Street**

201 CALIFORNIA ST, STE 430

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94111

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Kids Can Feed The Children To Implement the Adobe Youth Voices Program

**Amount**

93,440

**Name**

FRIENDS FOR YOUTH INC

**Street**

1741 BROADWAY ST

**City**

REDWOOD CITY

**State**

CA

**Zip Code**

94063

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Educational Enhancement

**Amount**

30,000

**Name**

GIRLS WHO CODE INC

**Street**

919 3RD AVE

**City**

NEW YORK

**State**

NY

**Zip Code**

10022

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Girls Who Code Program

**Amount**

50,000

**Name**

GLOBAL FUND FOR CHILDREN

**Street**

1101 FOURTEENTH ST, N W

**City**

WASHINGTON

**State**

DC

**Zip Code**

20005

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Implementation of the Adobe Youth Voices Program Internationally

**Amount**

19,442

**Name**

GLOBAL FUND FOR CHILDREN

**Street**

1101 FOURTEENTH ST, N W

**City**

WASHINGTON

**State**

DC

**Zip Code**

20005

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Implementation of the Adobe Youth Voices Program in 2012-2013

**Amount**

25,442

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> GLOBAL LIVES PROJECT INC				
<b>Street</b> 431 KENT DR				
<b>City</b> MOUNTAIN VIEW	<b>State</b> CA	<b>Zip Code</b> 94043	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Interactive Virtual Video Library				<b>Amount</b> 30,000
<b>Name</b> GLOBAL YOUTH ACTION NETWORK				
<b>Street</b> 540 PRESIDENT ST, 3RD FL				
<b>City</b> BROOKLYN	<b>State</b> NY	<b>Zip Code</b> 11215	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Aspire Awards Administered by Taking IT Global				<b>Amount</b> 3,780
<b>Name</b> GLOBAL YOUTH ACTION NETWORK				
<b>Street</b> 540 PRESIDENT ST, 3RD FL				
<b>City</b> BROOKLYN	<b>State</b> NY	<b>Zip Code</b> 11215	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Implement Adobe Youth Voices in 2012-2013 within Taking IT Global Network				<b>Amount</b> 100,000
<b>Name</b> GLOBAL YOUTH ACTION NETWORK				
<b>Street</b> 540 PRESIDENT ST, 3RD FL				
<b>City</b> BROOKLYN	<b>State</b> NY	<b>Zip Code</b> 11215	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Taking IT Global - Adobe Youth Voices Program				<b>Amount</b> 116,310
<b>Name</b> GOOD KARMA BIKES				
<b>Street</b> 345 SUNOL ST				
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95126	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Bicycle Repair Clinic (BRC)				<b>Amount</b> 15,000
<b>Name</b> GUADALUPE RIVER PARK CONSERVANCY				
<b>Street</b> 438 COLEMAN AVE				
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95110	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> General & Unrestricted				<b>Amount</b> 10,000



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> HABITAT FOR HUMANITY INTERNATIONAL INC				
<b>Street</b> 121 HABITAT ST				
<b>City</b> AMERICUS	<b>State</b> GA	<b>Zip Code</b> 31709	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> General & Unrestricted				<b>Amount</b> 9,430
<b>Name</b> HABITAT FOR HUMANITY INTERNATIONAL INC				
<b>Street</b> 2619 BROADWAY STE 205-206				
<b>City</b> OAKLAND	<b>State</b> CA	<b>Zip Code</b> 94612	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Neighborhood Revitalization Initiative Dorsa /TOCKNA Program				<b>Amount</b> 40,000
<b>Name</b> HARLEM CHILDRENS ZONE INC				
<b>Street</b> 35 E 125TH ST				
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10035	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(2)			
<b>Purpose of grant/contribution</b> HCZ Fashion Design Program				<b>Amount</b> 7,500
<b>Name</b> HOMELESS PRENATAL PROGRAM INC				
<b>Street</b> 2500 18TH ST				
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94110	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Homeless Prenatal Program				<b>Amount</b> 18,500
<b>Name</b> HYDROCEPHALUS ASSOCIATION				
<b>Street</b> 4340 E W HWY STE 905				
<b>City</b> BETHESDA	<b>State</b> MD	<b>Zip Code</b> 20814	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> General & Unrestricted				<b>Amount</b> 10,000
<b>Name</b> I EARN INC				
<b>Street</b> 475 RIVERSIDE DR #450				
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10115	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Aspire Awards Fund				<b>Amount</b> 1,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> I EARN INC			
<b>Street</b> 475 RIVERSIDE DR #450			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10115	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Implement the Adobe Youth Voices Program to Over 350 Educators Globally			<b>Amount</b> 156,600

<b>Name</b> I EARN INC			
<b>Street</b> 475 RIVERSIDE DR #450			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10115	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Execution of Adobe Youth Voices Program Through the iEARN Network			<b>Amount</b> 225,000

<b>Name</b> IMAGINE BUS PROJECT			
<b>Street</b> 1012 TORNEY AVE			
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94129	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Curators of Creative Transformation (CCT) - Leadership Enterprise Project			<b>Amount</b> 20,000

<b>Name</b> INSTITUTE FOR APPLIED TINKERING			
<b>Street</b> 1960 BRYANT ST			
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94110	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(2)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 10,000

<b>Name</b> INTERNET KEEP SAFE COALITION			
<b>Street</b> 175 S W TEMPLE STE 650			
<b>City</b> SALT LAKE CTY	<b>State</b> UT	<b>Zip Code</b> 84101	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Generation Safe Program			<b>Amount</b> 16,400

<b>Name</b> JUNIOR ACHIEVEMENT OF NORTHERN NEW ENGLAND			
<b>Street</b> 400 5TH AVE STE 300			
<b>City</b> WALTHAM	<b>State</b> MA	<b>Zip Code</b> 02451	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Prepare Youth With Education on Workforce Readiness, Entrepreneurship, & Financial Literacy			<b>Amount</b> 5,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> KARA			
<b>Street</b> 457 KINGSLEY AVE			
<b>City</b> PALO ALTO	<b>State</b> CA	<b>Zip Code</b> 94301	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 10,000

<b>Name</b> KHAN ACADEMY INC			
<b>Street</b> PO BOX 1630			
<b>City</b> MOUNTAIN VIEW	<b>State</b> CA	<b>Zip Code</b> 94042	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 50,000

<b>Name</b> KIDS ON THE MOVE INC			
<b>Street</b> 475 W 260 N			
<b>City</b> OREM	<b>State</b> UT	<b>Zip Code</b> 84057	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> KOTM Bridges Autism Services			<b>Amount</b> 20,500

<b>Name</b> KING BAUDOIN FOUNDATION UNITED STATES INC			
<b>Street</b> 10 ROCKEFELLER PLZ FL 16			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10020	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 98,054

<b>Name</b> KING BAUDOIN FOUNDATION UNITED STATES INC			
<b>Street</b> 10 ROCKEFELLER PLZ FL 16			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10020	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Tech Space for Implementation of Adobe Youth Voices Program in Ireland			<b>Amount</b> 46,000

<b>Name</b> KING BAUDOIN FOUNDATION UNITED STATES INC			
<b>Street</b> 10 ROCKEFELLER PLZ FL 16			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10020	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Donor Advised Fund			<b>Amount</b> 69,900

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> KING BAUDOIN FOUNDATION UNITED STATES INC			
<b>Street</b> 10 ROCKEFELLER PLZ FL 16			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10020	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Tech Space's Participation in The Adobe Youth Voices Partner Meeting Program			<b>Amount</b> 2,428

<b>Name</b> LARKIN STREET YOUTH SERVICES			
<b>Street</b> 701 SUTTER ST FL 2			
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94109	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(2)		
<b>Purpose of grant/contribution</b> Hire Up Education and Employment Services for Homeless Youth			<b>Amount</b> 17,000

<b>Name</b> LIBRARY SQUARE FOUNDATION FOR ARTS CULTURE AND SCIENCE			
<b>Street</b> 915 S 500 E STE 110			
<b>City</b> AMERICAN FORK	<b>State</b> UT	<b>Zip Code</b> 84003	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Mind Riot Program			<b>Amount</b> 50,000

<b>Name</b> LITERACY SOURCE			
<b>Street</b> 720 N 35TH ST			
<b>City</b> SEATTLE	<b>State</b> WA	<b>Zip Code</b> 98103	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Introducing Technology to Maximize Student Achievement Program			<b>Amount</b> 10,000

<b>Name</b> MOVIMIENTO DE ARTE Y CULTURA LATINO AMERICANA DE SAN JOSE INC			
<b>Street</b> 510 S 1ST ST			
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95113	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(2)		
<b>Purpose of grant/contribution</b> Cooking Con Karimi Program			<b>Amount</b> 20,000

<b>Name</b> MURAL MUSIC AND ARTS PROJECT			
<b>Street</b> 2043 EUCLID AVE			
<b>City</b> E PALO ALTO	<b>State</b> CA	<b>Zip Code</b> 94303	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> History Through Hip Hop (HHH) Program			<b>Amount</b> 10,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> MUSEUM OF SCIENCE			
<b>Street</b> 1 SCIENCE PARK			
<b>City</b> BOSTON	<b>State</b> MA	<b>Zip Code</b> 02114	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Computer Clubhouse Division for Implementation of Adobe Youth Voices Program			<b>Amount</b> 70,000

<b>Name</b> MUSEUM OF SCIENCE			
<b>Street</b> 1 SCIENCE PARK			
<b>City</b> BOSTON	<b>State</b> MA	<b>Zip Code</b> 02114	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Aspire Awards Fund			<b>Amount</b> 2,000

<b>Name</b> MUSEUM OF SCIENCE			
<b>Street</b> 1 SCIENCE PARK			
<b>City</b> BOSTON	<b>State</b> MA	<b>Zip Code</b> 02114	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Computer Clubhouse Network's Implementation of Adobe Youth Voices Program			<b>Amount</b> 37,000

<b>Name</b> NATIONAL 4-H COUNCIL			
<b>Street</b> 7100 CONNECTICUT AVE			
<b>City</b> CHEVY CHASE	<b>State</b> MD	<b>Zip Code</b> 20815	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Implementation of the Adobe Youth Voices Program in 2012-2013			<b>Amount</b> 50,000

<b>Name</b> NEWTON COMMUNITY SERVICE CENTERS INC			
<b>Street</b> 492 WALTHAM ST			
<b>City</b> WEST NEWTON	<b>State</b> MA	<b>Zip Code</b> 02465	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Parents Program			<b>Amount</b> 4,500

<b>Name</b> NEXT DOOR SOLUTIONS TO DOMESTIC VIOLENCE			
<b>Street</b> 234 E GISH RD STE 200			
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95112	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 43,250

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> PREVENT CHILD ABUSE UTAH				
<b>Street</b> 2955 HARRISON BLVD				
<b>City</b> OGDEN	<b>State</b> UT	<b>Zip Code</b> 84403	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Community/Youth Prevention Programs - Partners in Prevention				<b>Amount</b> 4,500
<b>Name</b> PROJECT ACCESS INC				
<b>Street</b> 3900 BIRCH ST STE 113				
<b>City</b> NEWPORT BEACH	<b>State</b> CA	<b>Zip Code</b> 92660	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(2)			
<b>Purpose of grant/contribution</b> Project Access 2013 After-School Tutoring and Enrichment Program				<b>Amount</b> 45,000
<b>Name</b> PROJECT NIGHT NIGHT				
<b>Street</b> 1800 GOUGH ST STE 5				
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94109	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Night Night Packages Essentials 2013 Program				<b>Amount</b> 20,000
<b>Name</b> REEL GRRLS INC				
<b>Street</b> PO BOX 12251				
<b>City</b> SEATTLE	<b>State</b> WA	<b>Zip Code</b> 98102	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Implementation of Adobe Youth Voices Program in the Seattle Area				<b>Amount</b> 80,000
<b>Name</b> REEL GRRLS INC				
<b>Street</b> PO BOX 12251				
<b>City</b> SEATTLE	<b>State</b> WA	<b>Zip Code</b> 98102	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Implementation of Adobe Youth Voices Program in 2012-2013				<b>Amount</b> 50,000
<b>Name</b> RONALD MCDONALD HOUSE CHARITIES OF SOUTHERN CALI				
<b>Street</b> 765 S PASADENA AVE				
<b>City</b> PASADENA	<b>State</b> CA	<b>Zip Code</b> 91105	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> General & Unrestricted				<b>Amount</b> 5,500

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> SAN FRANCISCO FOOD BANK				
<b>Street</b> 900 PENNSYLVANIA AVE				
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94107	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Morning Snack Program				<b>Amount</b> 40,000
<b>Name</b> SAN JOSE CHILDRENS DISCOVERY MUSEUM				
<b>Street</b> 180 WOZ WAY				
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95110	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Youth Program				<b>Amount</b> 50,000
<b>Name</b> SAVE THE BAY				
<b>Street</b> 1330 BROADWAY, STE 1800				
<b>City</b> OAKLAND	<b>State</b> CA	<b>Zip Code</b> 94612	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Community-Based Restoration Program				<b>Amount</b> 10,000
<b>Name</b> SCHOOL OF ARTS AND CULTURE AT MHP				
<b>Street</b> 1700 ALUM ROCK AVE				
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95116	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> General & Unrestricted				<b>Amount</b> 25,000
<b>Name</b> SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES				
<b>Street</b> 750 CURTNER AVE				
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95125	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Providing Meals Through CalFresh Outreach Program				<b>Amount</b> 75,000
<b>Name</b> SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES				
<b>Street</b> 750 CURTNER AVE				
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95125	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Hunger Free Communities Campaign				<b>Amount</b> 20,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> SMITHSONIAN INSTITUTION				
<b>Street</b> 2 E 91ST ST				
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10128	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Cooper-Hewitt DesignTalks Conversation Series				<b>Amount</b> 30,000
<b>Name</b> SPY HOP INSTITUTE FOR TEACHERS INC				
<b>Street</b> 511 W 200 S STE 100				
<b>City</b> SALT LAKE CTY	<b>State</b> UT	<b>Zip Code</b> 84101	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Implement Adobe Youth Voices Program in Utah				<b>Amount</b> 47,068
<b>Name</b> SPY HOP INSTITUTE FOR TEACHERS INC				
<b>Street</b> 511 W 200 S STE 100				
<b>City</b> SALT LAKE CTY	<b>State</b> UT	<b>Zip Code</b> 84101	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Implement Adobe Youth Voices Program in Utah				<b>Amount</b> 80,000
<b>Name</b> ST ANTHONY FOUNDATION				
<b>Street</b> 150 GOLDEN GATE AVE				
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94102	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> St Anthony's Dining Room				<b>Amount</b> 18,000
<b>Name</b> SUNDAY FRIENDS FOUNDATION				
<b>Street</b> PO BOX 24887				
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95154	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Preparing Children in Need for School Success				<b>Amount</b> 25,000
<b>Name</b> TEACH FOR AMERICA INC				
<b>Street</b> 519 8TH AVE, 15TH FL				
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10018	<b>Foreign Country</b>	
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)			
<b>Purpose of grant/contribution</b> Expand Educational Opportunity for New York City Students				<b>Amount</b> 7,500



**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> THE BOSTON EDUCATION DEVELOPMENT FOUNDATION INC			
<b>Street</b> 26 COURT ST			
<b>City</b> BOSTON	<b>State</b> MA	<b>Zip Code</b> 02108	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Implement Adobe Youth Voices Program in Boston			<b>Amount</b> 48,317

<b>Name</b> THE BOSTON EDUCATION DEVELOPMENT FOUNDATION INC			
<b>Street</b> 26 COURT ST			
<b>City</b> BOSTON	<b>State</b> MA	<b>Zip Code</b> 02108	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> implement Adobe Youth Voices Program in Boston			<b>Amount</b> 80,000

<b>Name</b> THE GREATER BOSTON FOOD BANK INC			
<b>Street</b> 70 S BAY AVE			
<b>City</b> BOSTON	<b>State</b> MA	<b>Zip Code</b> 02118	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> The Backpack Program			<b>Amount</b> 4,500

<b>Name</b> THE SAN FRAN PARTICULAR CNCL OF THE SCTY OF ST VINCENT DE PAUL			
<b>Street</b> 1237 VAN NESS AVE			
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94109	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> St Vincent de Paul Wellness Center at the Ozanam Center Fund			<b>Amount</b> 18,000

<b>Name</b> TIDES FOUNDATION			
<b>Street</b> PO BOX 29903			
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94129	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Tides Canada Exchange Fund			<b>Amount</b> 20,000

<b>Name</b> TIDES FOUNDATION			
<b>Street</b> PO BOX 29903			
<b>City</b> SAN FRANCISCO	<b>State</b> CA	<b>Zip Code</b> 94129	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Tides Canada Exchange Fund			<b>Amount</b> 13,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

<b>Name</b> URBAN ARTS PARTNERSHIP			
<b>Street</b> 414 BROADWAY FL 6			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10013	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Implementation of Adobe Youth Voices Program in New York			<b>Amount</b> 80,000

<b>Name</b> URBAN ARTS PARTNERSHIP			
<b>Street</b> 414 BROADWAY FL 6			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10013	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> Implementation of Adobe Youth Voices Program in 2012-2013			<b>Amount</b> 49,926

<b>Name</b> URBAN ARTS PARTNERSHIP			
<b>Street</b> 414 BROADWAY FL 6			
<b>City</b> NEW YORK	<b>State</b> NY	<b>Zip Code</b> 10013	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> UAP New York Fil Camp at Peapod Adobe Youth Voices Acaedmy			<b>Amount</b> 10,000

<b>Name</b> UTAH SYMPHONY & OPERA			
<b>Street</b> 123 W S TEMPLE			
<b>City</b> SALT LAKE CITY	<b>State</b> UT	<b>Zip Code</b> 84101	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> General & Unrestricted			<b>Amount</b> 10,000

<b>Name</b> UTAH VALLEY FAMILY SUPPORT CENTER INC			
<b>Street</b> 1255 N 1200 W			
<b>City</b> OREM	<b>State</b> UT	<b>Zip Code</b> 84057	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(1)		
<b>Purpose of grant/contribution</b> 24 Hour Cnsis Respite Nursery Program Support			<b>Amount</b> 16,400

<b>Name</b> VILLAGE HARVEST CORPORATION			
<b>Street</b> PO BOX 9231			
<b>City</b> SAN JOSE	<b>State</b> CA	<b>Zip Code</b> 95157	<b>Foreign Country</b>
<b>Relationship</b> N/A	<b>Foundation Status</b> 509(a)(2)		
<b>Purpose of grant/contribution</b> Harvesting for the Hungry Program			<b>Amount</b> 15,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

VOLUNTEERS OF AMERICA INC

**Street**

435 BEARCAT DR

**City**

SALT LAKE CITY

**State**

UT

**Zip Code**

84115

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Homeless Youth Services, Homeless Youth Drop-in Center

**Amount**

16,400

**Name**

WORLD STUDIO FOUNDATION INC

**Street**

200 VARICK ST RM 507

**City**

NEW YORK

**State**

NY

**Zip Code**

10014

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Design Ignites Change Program

**Amount**

75,000

**Name**

WORLD WIDE WORKSHOP FOR CHILDRENS MEDIA TECHNOLOGY &amp; LEARNING

**Street**

600 QUARRIER ST

**City**

CHARLESTON

**State**

WV

**Zip Code**

25301

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Globalona in Silicon Valley A Social Network for STEM Teaching &amp; Learning through Game Design

**Amount**

50,000

**Name**

WOUNDED WARRIOR PROJECT INC

**Street**

4899 BELFORT RD, STE 300

**City**

JACKSONVILLE

**State**

FL

**Zip Code**

32256

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Washington, D C Regional Program Service Center

**Amount**

2,500

**Name**

YERBA BUENA CENTER FOR THE ARTS

**Street**

701 MISSION ST

**City**

SAN FRANCISCO

**State**

CA

**Zip Code**

94103

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

YBCA YOU Program

**Amount**

40,000

**Name**

YOUTHCARE

**Street**

2500 NE 54TH ST

**City**

SEATTLE

**State**

WA

**Zip Code**

98105

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

YouthCare's Education and Employment Program

**Amount**

30,000

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

EDUCATIONAL GRANTS TO INDIVIDUALS IN CONNECTION WITH ADOBE YOUTH VOICES

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status
N/A	N/A

Purpose of grant/contribution	Amount
Flip Cameras - Grants to Individuals Pursuant to Proc Approv in Advance by IRS Under Code Sec 4945(g)	11,250

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country
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Relationship	Foundation Status

Purpose of grant/contribution	Amount

**Part XV (Form 990-PF) - Distributions of Property Value at Fair Market Value at Date of Distribution**

**Method for Determining Fair Market Value of Securities:** *Average of high/low on date granted to charity*  
**Method for Determining Book Value of Securities:** *Cost or average of high/low on date contributed to Foundation*

<u>Description of Property</u>	<u>Date of Distribution</u>	<u>Grant Recipient</u>	<u>Fair Market Value of Property</u>	<u>Book Value of Property</u>	<u>Value of Cash Portion of Grant</u>	<u>Total Amount of Grant</u>
Flip Cameras	11/30/13	Various	\$ 11,250	\$ 11,250	\$ -	\$ 11,250
<b>Total</b>			<b>\$ 11,250</b>	<b>\$ 11,250</b>		