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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation THE EDUCATIONAL FOUNDATION OF AMERICA		A Employer identification number 13-3424750
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD 123		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here ☐
G Check all that apply	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 174,755,412. J Accounting method ☒ Cash ☐ Accrual Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	2,512.	2,512.		
	4 Dividends and interest from securities	1,444,670.	1,444,670.		
	5a Gross rents	3,915.	3,915.		
	b Net rental income or (loss)	-244,831.			
	6a Net gain or (loss) from sale of assets not on line 10	11,003,318.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		11,003,318.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH. 1	-7,409.	23,931.			
12 Total. Add lines 1 through 11	12,447,006.	12,478,346.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages	363,548.	34,750.		328,798.
	15 Pension plans, employee benefits	130,642.	11,792.		118,850.
	16a Legal fees (attach schedule) ATCH. 2	98,997.	66,198.		32,799.
	b Accounting fees (attach schedule) ATCH. 3	32,700.			32,700.
	c Other professional fees (attach schedule) *	841,758.	789,504.		52,254.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH. 5	260,568.	109,237.		
	19 Depreciation (attach schedule) and depletion	1,098.			
	20 Occupancy	30,363.	17,495.		12,868.
	21 Travel, conferences, and meetings	134,070.			134,070.
	22 Printing and publications	563.			563.
	23 Other expenses (attach schedule) ATCH. 6	890,692.	738,535.		137,459.
	24 Total operating and administrative expenses. Add lines 13 through 23	2,784,999.	1,767,511.		850,361.
	25 Contributions, gifts, grants paid	5,363,354.			5,363,354.
26 Total expenses and disbursements. Add lines 24 and 25	8,148,353.	1,767,511.	0	6,213,715.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,298,653.				
b Net investment income (if negative, enter -0-)		10,710,835.			
c Adjusted net income (if negative, enter -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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		9,789,030.	7,289,465.	7,289,465.
	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) ATCH 7	61,725,388.	73,936,459.	103,781,151.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ 5,900,000.			ATCH 8	
	Less accumulated depreciation (attach schedule) ▶	5,900,000.	5,900,000.	1,900,000.		
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 9	57,234,066.	51,814,070.	61,766,033.		
14	Land, buildings, and equipment basis ▶ 18,061.			ATCH 10		
	Less accumulated depreciation (attach schedule) ▶ 1,098.		16,963.	16,963.		
15	Other assets (describe ▶ ATCH 11)		1,800.	1,800.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	134,648,484.	138,958,757.	174,755,412.		
Liabilities	17	Accounts payable and accrued expenses		11,361.		
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	11,361.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	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 . .	134,648,484.	138,947,396.		
	30	Total net assets or fund balances (see instructions)	134,648,484.	138,947,396.		
	31	Total liabilities and net assets/fund balances (see instructions)	134,648,484.	138,958,757.		

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	134,648,484.
2	Enter amount from Part I, line 27a	2	4,298,653.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	259.
4	Add lines 1, 2, and 3	4	138,947,396.
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	138,947,396.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
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))		
(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	11,003,318.	
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	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))
2012	11,075,364.	146,374,331.	0.075665
2011	11,526,833.	150,700,917.	0.076488
2010	10,810,635.	157,285,900.	0.068732
2009	9,486,378.	149,069,033.	0.063637
2008	12,169,342.	195,499,004.	0.062248
2 Total of line 1, column (d)			2 0.346770
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 0.069354
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 159,830,384.
5 Multiply line 4 by line 3			5 11,084,876.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 107,108.
7 Add lines 5 and 6			7 11,191,984.
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 6,233,576.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b		1	214,217.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	214,217.
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	214,217.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	185,700.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	97,394.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		283,094.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		68,877.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 68,877. Refunded ☐ ☐	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
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		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CT, NY, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		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?	13	X	
Website address WWW.THEEFA.ORG				
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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country _____				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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
If "Yes," list the years _____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 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 2013)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	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)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

If "Yes" to 6b, file Form 8870

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 13		0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		173,846.	22,821.	0

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
ATCH 15		971,569.
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
2	
3	
4	

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

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

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

Form 990-PF (2013)

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	91,731,314.
b	Average of monthly cash balances	1b	7,718,386.
c	Fair market value of all other assets (see instructions)	1c	62,814,649.
d	Total (add lines 1a, b, and c)	1d	162,264,349.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	162,264,349.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,433,965.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	159,830,384.
6	Minimum investment return. Enter 5% of line 5	6	7,991,519.

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	7,991,519.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	214,217.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	214,217.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	7,777,302.
4	Recoveries of amounts treated as qualifying distributions	4	259.
5	Add lines 3 and 4	5	7,777,561.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	7,777,561.

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	6,213,715.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	19,861.
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	6,233,576.
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	6,233,576.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				7,777,561.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 2,422,312.				
b From 2009 2,032,926.				
c From 2010 3,000,970.				
d From 2011 4,123,787.				
e From 2012 3,817,897.				
f Total of lines 3a through e	15,397,892.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ <u>6,233,576.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				6,233,576.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013	1,543,985.			1,543,985.
<i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,853,907.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	878,327.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	12,975,580.			
10 Analysis of line 9				
a Excess from 2009 2,032,926.				
b Excess from 2010 3,000,970.				
c Excess from 2011 4,123,787.				
d Excess from 2012 3,817,897.				
e Excess from 2013				

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

NOT APPLICABLE

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 2013, 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	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail address 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
a Paid during the year ATCH 16				
Total			3a	5,363,354.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,512.	
4 Dividends and interest from securities			14	1,444,670.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	-244,831.	
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	11,003,318.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATCH 17 _____		-31,340.		23,931.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)		-31,340.		12,229,600.	
13 Total. Add line 12, columns (b), (d), and (e)					12,198,260.

(See worksheet in line 13 instructions to verify calculations)

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)
▼	

[illegible]

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS ALTERNATIVE INV INSTITUTION	580,362.	580,362.
K-1 INC/LOSS CEDAR FAIR LP	-21,347.	-1.
K-1 INC/LOSS COP SPV	-56.	-56.
K-1 INC/LOSS ELLINGTON FINANCIAL LLC	15,590.	4,688.
K-1 INC/LOSS GENERATION IM ASIA FUND LP	80,936.	80,936.
K-1 INC/LOSS GENERATION IM CLIMATE SOLUT	-1,053,050.	-1,053,050.
K-1 INC/LOSS GENERATION IM GLOBAL EQ FD	336,540.	336,540.
K-1 INC/LOSS LIN MEDIA LLC	1.	1.
K-1 INC/LOSS NORTH SKY CLEANTECH VENTURE	-3,420.	22,567.
\$751 GAIN ON SALE CEDAR FAIR LP	5,091.	
FOREIGN TAX REFUND	38,988.	38,988.
RECLAIM INCOME	250.	250.
FOREIGN CURRENCY LOSS	-19.	-19.
INCOME FROM F&C EMERGING EQUITY ESG FD	12,725.	12,725.
TOTALS	<u>-7,409.</u>	<u>23,931.</u>

ATTACHMENT 2FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL GOVERNANCE & COUNSEL	32,799.			32,799.
INTERNAL INVESTIGATION	3,347.	3,347.		
SVCS RELATED TO INV PROPERTY	62,851.	62,851.		
TOTALS	<u>98,997.</u>	<u>66,198.</u>		<u>32,799.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT SUPPORT	16,500.			16,500.
BOOKKEEPING	16,200.			16,200.
TOTALS	<u>32,700.</u>			<u>32,700.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
APPRAISAL SERVICES	9,629.	9,629.	12,000.
INVESTMENT MANAGEMENT SERVICES	771,695.	771,695.	14,600.
ARTS COMMITTEE CONSULTANT	12,000.		1,850.
WEBSITE DEVELOPMENT	14,600.		16,257.
EMPLOYEE RECRUITER FEES	1,850.		7,547.
INTERIM EXECUTIVE DIRECTOR	16,257.		
INFORMATION TECHNOLOGY	7,547.		
REAL ESTATE ENVIRON FEES	8,180.	8,180.	
TOTALS	<u>841,758.</u>	<u>789,504.</u>	<u>52,254.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF TAX	150,700.	
FOREIGN TAX	69,966.	69,966.
PROPERTY TAX	39,271.	39,271.
STATE UBTI TAX	631.	
TOTALS	<u>260,568.</u>	<u>109,237.</u>

Company Name. THE EDUCATIONAL FOUNDATION OF AMERICA
EIN. 13-3424750
FYE:

FORM 990-PF, PART I, LINE 19 - DEPRECIATION

<u>Description</u>	<u>Current Depreciation</u>
Land Improvements	
Buildings	
Leasehold Improvements	
Equipment	984.
Furniture & Fixtures	114.
Total Depreciation Expense	<u>1,098.</u>
Amortization Expense	
Total Depreciation & Amortization line 19	<u><u>1,098.</u></u>

NOTE Depreciation is calculated using the straight-line method over the estimated useful life of the asset

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	101,252.		101,252.
BANK CHARGES	7,761.	7,761.	
COMMUNICATIONS	2,528.		2,528.
EQUIPMENT EXPENSE	14,263.		14,263.
DUES & MEMBERSHIPS	7,875.		7,875.
K-1 EXP ALTERNATIVE INV INSTITUTE	93,112.	93,112.	
K-1 EXP CEDAR FAIR LP	1,471.		
K-1 EXP COP SPV	3,096.	3,096.	
K-1 EXP ELLINGTON FINANCIAL LL	1,920.	575.	
K-1 EXP GENERATION IM ASIA FUN	32,905.	31,444.	
K-1 EXP GENERATION IM CLIMATE	88,709.	88,709.	
K-1 EXP GENERATION IM GLOBAL E	260,154.	250,846.	
K-1 EXP LIN MEDIA LLC	80.	80.	
K-1 EXP NORTH SKY CLEANTECH VE	199,146.	198,033.	
OFFICE SUPPLIES	2,787.		2,787.
PAYROLL PROCESSING FEES	7,312.	2,290.	5,022.
POSTAGE/DELIVERY SERVICE	493.		493.
PECOS RIVER RANCH RENTAL EXP	62,589.	62,589.	
STATE OR LOCAL FILING FEES	1,500.		1,500.
PUBLIC DISCLOSURE AD	265.		265.
STORAGE FEES	1,474.		1,474.
TOTALS	890,692.	738,535.	137,459.

ATTACHMENT 7FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AARON'S INC.	312,900.	451,496.
ABB LTD.	320,832.	335,984.
ACCENTURE PLC	643,503.	875,643.
ACI WORLDWIDE INC	131,673.	191,100.
AEGON N V ORD AMER REG	132,772.	105,901.
AEROVIRONMENT, INC.	60,628.	64,108.
AGL RESOURCES INC.	100,611.	119,256.
AGRIUM INC.	652,613.	1,228,118.
AIR PRODS & CHEM INC.	259,574.	349,313.
ALBEMARLE CP	192,983.	196,509.
ALLEGION PLC	83,781.	132,924.
ALLERGAN INC.	546,235.	680,365.
AMAZON COM	388,019.	1,183,209.
AMERICA MOVIL SA	119,566.	127,834.
AMERICAN EXPRESS CO	203,572.	606,984.
AMERICAN STATES WATER CO	92,374.	112,047.
APPLE INC.	988,291.	1,567,489.
APTAR GROUP INC	125,813.	169,525.
ARTISAN PARTNERS ASSET MANAGEM	70,699.	88,007.
ASTELLAS PHARMA INC	64,885.	95,866.
ASTRAZENECA	150,654.	189,390.
AXA ADS	120,726.	102,496.
BAKER HUGHES INTL	598,227.	729,432.
BANCO DO BRASIL S A SPONSORED	54,221.	52,938.
BANCO SANTANDER BRASIL	73,815.	59,841.
BANK OF AMERICA CORP	326,718.	335,534.
BANK OF HAWAII CORP	134,794.	171,506.
BARCLAYS PLC ADR	83,778.	116,485.
BASF AG SPONS ADR	358,048.	619,793.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BED BATH & BEYOND INC.	412,101.	550,938.
BELDEN INC	86,953.	122,583.
BERKSHIRE HATHAWAY INC. CLASS	735,959.	1,315,185.
BEST BUY INC.	635,884.	1,343,835.
BGC PARTNERS INC	104,459.	111,441.
BIO-REFERENCE LABORATORIES, IN	110,376.	92,583.
BIOMED RLTY TR INC	80,867.	71,121.
BLACKBAUD INC	37,554.	57,416.
BOB EVANS FARMS, INC.	95,277.	106,239.
BOINGO WIRELESS, INC	75,932.	60,382.
BOK FINANCIAL CORP.	48,865.	58,030.
BONANZA CREEK ENERGY INC	113,603.	213,872.
BORG WARNER INC.	342,639.	705,249.
BRIGHT HORIZONS FAMILY SOLUTIO	108,870.	110,220.
BROADRIDGE FINANCIAL SOLUTIONS	34,118.	66,394.
BROOKFIELD ASSET MANAGEMENT CL	135,534.	166,969.
BRUKER CORPORATION	108,484.	140,367.
CALAVO GROWERS, INC	128,323.	166,127.
CALGON CARBON CP	89,675.	127,020.
CAMERON INTERNATIONAL CORP	613,064.	570,000.
CANADIAN NATL RAILWAY CO	820,752.	2,326,415.
CANADIAN PACIFIC RAILWAY LTD	784,917.	1,990,765.
CANON INC.	140,449.	137,600.
CAPITALSOURCE INC	228,613.	498,064.
CARBO CERAMICS INC	116,286.	174,795.
CARDINAL FINANCIAL CORPORATION	59,267.	64,764.
CARMAX INC	292,785.	647,795.
CARREFOUR S.A.	101,544.	164,006.
CASH AMER INTL INC	217,464.	224,055.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CBIZ, INC.	224,733.	288,739.
CBRE GROUP INC	485,547.	557,928.
CELGENE CORP	229,386.	531,073.
CEMEX SA DE CV A ADS	55,659.	66,840.
CHARLES SCHWAB CORP NEW	1,179,041.	1,693,249.
CHART INDUSTRIES, INC.	59,452.	81,294.
CINEMARK HOLDINGS INC	94,319.	120,655.
CITY NATL CP	46,532.	63,376.
CLARCOR INC	108,031.	141,570.
CME GROUP, INC	376,716.	557,537.
CNH INDUSTRIAL NV	303,199.	290,004.
COACH INC	528,292.	498,659.
COHEN & STEERS INC	59,197.	74,111.
COHERENT INC CAL	47,881.	66,951.
COLUMBIA BANKING SYSTEM, INC.	151,098.	195,454.
COLUMBIA SPORTSWEAR CO.	139,328.	185,063.
COMMERCE BANCSHARES, INC.	83,347.	104,910.
COMMERCIAL METALS	72,118.	97,584.
COMMVAULT SYSTEMS, INC.	58,380.	63,631.
CONVERGYS CP	224,399.	348,441.
CORE LABRATORIES	347,757.	1,045,451.
CORESITE REALTY CORPORATION	46,288.	53,114.
CROWN CASTLE INTL	281,013.	462,609.
CULLEN FROST BANKERS INC	60,901.	80,012.
DAI NIPPON PRINTING LTD JAPANS	48,156.	67,883.
DAIICHI SANKYO CO LTD SPONSORE	130,590.	126,224.
DARLING INTERNATIONAL INC	67,832.	79,344.
DENTSPLY INTERNATIONAL INC NEW	102,988.	116,352.
DEUTSCHE TELE AG ADS	91,506.	114,089.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIAGEO PLC ADS	540,103.	926,940.
DONALDSON CO. INC.	133,266.	165,148.
DORMAN PRODUCTS INC COMMON STO	110,646.	155,511.
DRESSER-RAND GROUP	55,006.	55,158.
DSW INC.	129,921.	160,238.
DUPONT FABROS TECHNOLOGY INC C	105,053.	102,547.
EAST WEST BANCORP, INC.	127,271.	195,832.
EATON CORP PLC	1,105,800.	1,544,169.
EATON VANCE CORP COM	85,224.	112,324.
ECOLAB INC	461,570.	770,138.
EDWARDS LIFESCIENCES	638,943.	605,387.
ENCORE CAPITAL GROUP INC	157,017.	163,345.
ENSCO PLC	611,396.	586,095.
ENSIGN RESOURCE SERVICE GROUP	225,995.	208,820.
EPR PROPERTIES	154,444.	180,909.
ERICSSON L M TEL CO	101,183.	111,996.
EXPRESS SCRIPTS HOLDING CO.	982,558.	1,253,853.
F5 NETWORKS, INC.	52,490.	68,145.
FACEBOOK INC	688,262.	1,460,247.
FACTSET RESH SYST INC.	75,375.	86,864.
FINNING INTL INC	29,638.	27,671.
FIRST PAC CO LTD SPON ADR	60,238.	91,177.
FLEXTRONICS INTERNATIONAL	77,518.	90,676.
FORTINET INC	84,027.	90,389.
FORUM ENERGY TECHNOLOGIES INC	132,539.	124,344.
FOSTER WHEELER AG	146,896.	172,425.
FRANKLIN ELECTRIC CO., INC	64,667.	91,512.
FRANKLIN RES INC	375,220.	651,021.
FUJIFILM HOLDINGS	114,713.	104,127.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GENERAL MOTORS	378,953.	482,961.
GENESEE	97,266.	122,464.
GENTHERM INC	184,378.	252,014.
GEOSPACE TECHNOLOGIES CORP	131,916.	146,692.
GLAXOSMITHKLINE PLC	153,064.	157,501.
GLOBAL CASH ACS HLDG	84,585.	98,102.
GLOBUS MEDICAL INC	122,629.	170,521.
GOOGLE INC	1,655,848.	3,381,181.
GRAINGER W W INC.	368,720.	575,206.
GROUPE DANONE ADS	187,823.	206,547.
H LUNDBECK A/S UNSPON/ADR	47,912.	73,267.
HAEMONETICS CP	74,392.	75,834.
HELEN OF TROY LIMITED	76,199.	137,770.
HERCULES TECHNOLOGY GROWTH	110,311.	177,448.
HIBBETT SPORTS, INC.	118,289.	137,658.
HONDA MOTOR CO LTD	90,073.	102,962.
HOWARD HUGHES CORPORATION	227,885.	348,290.
HSBC HOLDINGS PLC	107,672.	112,410.
HUB GROUP, INC.	58,563.	69,790.
HUBBELL CLASS B	579,387.	679,972.
IAC/INTERACTIVE CORP	226,492.	455,836.
ICU MEDICAL, INC.	84,469.	90,787.
IDEX CP	51,059.	83,081.
INGERSOL-RAND PLC	329,963.	555,940.
INT'L FLAVORS & FRAGRANCES	140,940.	159,063.
INTERDIGITAL COMMUNICATIONS CO	291,636.	225,599.
INTERNATIONAL BUSINESS MACHINE	233,172.	475,678.
INTESA SANPAOLO S.P.A	162,214.	176,709.
IPG PHOTONICS CORP	132,193.	161,041.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ITALCEMENTI FABRICHERIUNITE SP	136,238.	124,428.
J SAINSBURY PLC S/ADR NEW	77,433.	82,343.
J2 GLOBAL INC	162,023.	332,066.
JONES LANG LASALLE	153,946.	189,422.
JP MORGAN CHASE & CO	564,343.	666,263.
KAMAN CORPORATION	240,042.	353,597.
KANSAS CITY SOUTHERN	589,364.	588,564.
KAR AUCTION SERVICES INC	218,211.	446,501.
KINDER MORGAN INC	886,439.	1,038,348.
KONINKLIJKE AHOLD	83,436.	113,931.
L BRANDS, INC.	655,398.	796,133.
LIBBEY INC.	106,250.	112,980.
LIFE TIME FITNESS	84,977.	84,600.
LIGAND PHARMACEUTICALS INCORPO	219,899.	226,180.
LIMONEIRA CO	114,141.	173,367.
LINCOLN ELECTRIC HOLDING INC.	86,710.	123,062.
LINDSAY CORP	87,903.	95,163.
LIQUIDITY SERVICES INC	348,786.	213,004.
LORAL SPACE AND COMMUNICATIONS	467,851.	586,295.
LOWES COMPANIES INC.	465,100.	803,206.
LPL FINANCIAL HOLDINGS INC	52,235.	55,284.
MANULIFE FIN CORP	236,097.	139,097.
MARKETAXESS HOLDINGS, INC.	86,190.	163,979.
MARKS & SPENCER GRP ADR	68,369.	90,093.
MARRIOTT INTERNATIONAL INC. CL	639,548.	905,079.
MASTERCARD INC	238,885.	1,352,609.
MCKESSON CORP	435,750.	431,422.
MDC PARTNERS INC A	132,909.	427,930.
MEDICAL PROPERTIES TRUST, INC	216,583.	249,166.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MEDNAX, INC.	129,395.	157,471.
MELLANOX TECHNOLOGIES, LTD.	104,045.	85,936.
MERCK & CO INC.	207,243.	324,825.
MERIDIAN BIOSCIENCE INC.	77,862.	104,794.
MICROSOFT CORPORATION	653,725.	926,945.
MIDDLEBY CORPORATION (THE)	66,936.	113,867.
MINERAL TECH INC	105,930.	163,691.
MITSUBISHI TOKYO FIN	140,915.	80,895.
MONDELEZ INTERNATIONAL INC	151,630.	339,198.
MS&AD INS GROUP ADR	134,833.	130,114.
MYRIAD GENETICS, INC	57,598.	45,107.
N J RESOURCES CP	58,662.	62,424.
NABORS INDUSTRIES LTD	512,588.	341,074.
NELNET INC	74,228.	174,755.
NEXSTAR BROADCASTING GROUP, IN	124,132.	128,179.
NIKE INC-CL B	353,622.	571,162.
NIPPON TELEPHONE ADR	115,196.	141,419.
NISSAN MOTOR LTD ASR	205,053.	166,488.
NMI HOLDINGS, INC.	194,554.	183,312.
NOBLE CORPORATION	703,274.	587,342.
NORDSON CP	95,409.	107,735.
OASIS PETROLEUM CORP	78,628.	126,349.
OMNICELL, INC.	56,964.	63,825.
ORANGE	196,935.	143,260.
OWENS CORNING (NEW)	514,769.	698,267.
PARTNERRE LTD. COM	272,193.	366,369.
PAX WORLD HIGH YIELD BOND-IN	2,545,001.	2,535,521.
PEPSICO INC	277,144.	452,438.
PFIZER INC.	222,848.	366,274.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PINNACLE FOODS INC	53,823.	65,355.
PLANTRONICS INC.	85,117.	105,674.
POLYCOM, INC.	70,845.	72,995.
POLYPORE INTERNATIONAL INC.	75,565.	71,965.
PORTUGAL TELECOM SGPS	77,806.	66,208.
POTASH CORPORATION OF SASKATCH	911,696.	722,648.
POWER INTEGRATIONS, INC.	68,366.	103,267.
PRAXAIR INC.	348,922.	533,123.
PRECISION CASTPARTS	693,198.	1,204,847.
PREMIERE GLOBAL SVCS	56,492.	62,470.
PROGRESS SOFTWARE CORP	161,028.	184,426.
PURE CYCLE CORPORATION	195,298.	314,114.
QLIK TECHNOLOGIES	775,585.	668,067.
QUALCOMM INC	410,287.	710,127.
QUESTAR CP	150,222.	166,678.
REGENERON PHARMACEUTICALS, INC	253,678.	282,671.
REGIONAL MANAGEMENT CORP	142,936.	159,471.
REGIONS FINANCIAL CORP	325,753.	465,760.
RIVERBED TECHNOLOGY, INC.	77,423.	83,168.
ROADRUNNER TRANSPORTATION SYST	245,705.	313,159.
ROCKVILLE FINANCIAL INC	96,518.	93,786.
ROGERS COMM CL B	459,608.	528,746.
RPC INC	62,822.	80,325.
SANOFI-AVENTIS SPONSORED ADR	139,459.	163,035.
SAPIENT CORPORATION	76,828.	121,954.
SCHLUMBERGER LTD	578,556.	641,133.
SEI INVESTMENTS	85,525.	123,292.
SIGMA ALDRICH CORP	440,184.	590,195.
SIGNATURE BANK	125,037.	187,985.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SILGAN HOLDINGS, INC. - COMMON	187,163.	407,690.
SKYWORKS SOLUTIONS, INC	159,200.	217,913.
SODASTREAM INTERNATIONAL LTD	102,746.	103,003.
SOLARWINDS INC	53,636.	57,691.
STARBUCKS CORP COM	894,838.	1,020,716.
STARWOOD PROPERTY TRUST INC	145,880.	191,961.
SUEZ ENVIRONNEMENT C	79,354.	122,808.
SVB FINANCIAL GROUP	110,520.	188,748.
SWISS RE LTD ADR	62,315.	99,770.
SYNTEL INC	67,407.	100,045.
T. ROWE PRICE ASSOCIATES	791,016.	1,051,481.
TAKEDA PHARMACEUTICAL CO LTD	58,835.	57,780.
TE CONNECTIVITY LTD	38,572.	75,501.
TECHNE CORPORATION	36,332.	49,702.
TELECOM ITALIA ADR	322,210.	172,866.
TELEFONICA BRASIL, S.A.	82,406.	72,825.
TELEFONICA S A ADR	72,988.	78,726.
TENARIS SA-ADR	745,348.	746,007.
TENNECO INC	143,706.	159,810.
TESCO PLC S ADR	99,618.	105,755.
TEXAS CAPITAL BANCSHARES, INC.	56,822.	77,750.
TEXAS ROADHOUSE, INC.	53,556.	54,210.
THORATEC LABS CORPORATION	89,562.	91,500.
TIBCO SOFTWARE	119,657.	114,648.
TIM PARTICIPACoes S A SPONSORE	72,644.	95,514.
TIME WARNER CABLE INC	238,637.	459,887.
TJX COMPANIES INC	160,252.	712,501.
TOKIO MARINE HOLDINGS INC	92,248.	111,054.
TOLL BROTHERS INC	778,896.	811,928.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TOYOTA MTR CORP	60,605.	89,002.
TRINITY BIOTECH PLC	113,451.	130,728.
TRIPADVISOR LLC	514,990.	684,507.
TWO HARBORS INVESTMENT CORP.	124,285.	126,208.
UBS AG	117,704.	64,006.
UMB FINANCIAL CORPORATION	63,849.	88,385.
UNIFIRST CP	52,835.	53,500.
UNILEVER N V N Y	645,031.	777,445.
UNILEVER PLC AMER	73,714.	114,783.
UNITED FINANCIAL BANCORP	95,012.	92,561.
UNITED NATURAL FOODS, INC	77,956.	107,431.
UNITED RENTALS INC	355,264.	543,779.
UNITED TECHNOLOGIES CORP	264,840.	713,526.
VALUECLICK INC	111,430.	147,698.
VERITAS SOFTWARE CO.	86,873.	90,023.
VISA INC	1,507,908.	2,776,373.
VITAMIN SHOPPE INC	157,905.	157,330.
VODAFONE GROUP PLC	51,537.	86,089.
WABTEC	115,862.	189,389.
WALT DISNEY HOLDINGS CO.	329,275.	951,027.
WATSON WYATT & CO. HOLDING	523,756.	625,544.
WATTS WATER TECHNOLOGIES INC	110,003.	162,409.
WEATHERFORD INTL NEW	1,020,369.	682,722.
WELLPOINT INC	419,589.	757,598.
WELLS FARGO & CO.	922,827.	1,409,442.
WEST PHARMA SVCS INC	92,357.	161,898.
WEX, INC.	101,652.	141,118.
WHITEWAVE FOODS COMPANY	116,322.	142,228.
WHOLE FOODS MARKET, INC.	802,770.	1,059,098.

ATTACHMENT 7 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WILLIAMS SONOMA INC.	626,841.	784,973.
WM MORRISON SUPERMARKETS	74,840.	54,078.
WM MORRISON UNSPON ADR	104,542.	106,288.
WOLVERINE WORLDWIDE	114,406.	176,592.
WORLD FUEL SVCS CP	210,050.	275,361.
YARA INTERNATIONAL ASA	237,208.	243,628.
TOTALS	<u>73,936,459.</u>	<u>103,781,151.</u>

ATTACHMENT 8

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTERNATIVE INV INSTITUTIONAL	11,461,784.	12,882,729.
CEDAR FAIR LP	99,144.	451,674.
COP SPV	956,973.	496,305.
F&C EMERGING EQUITY ESG FUND	5,517,939.	5,133,775.
GENERATION IM ASIA FUND LP	2,130,226.	2,282,834.
GENERATION IM CLIMATE SOLUTION	4,260,524.	7,622,173.
GENERATION IM GLOBAL EQ FD LLC	21,386,182.	26,945,590.
LIN MEDIA LLC	126,729.	232,551.
NORTH SKY CLEANTECH VENTURES L	5,874,569.	5,718,402.
TOTALS	<u>51,814,070.</u>	<u>61,766,033.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 10

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL		
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ADDITIONS	ENDING BALANCE
OFFICE EQUIPMENT	SL		6,700			984	984
OFFICE FURNITURE	SL		11,361.		11,361	114	114.
TOTALS					<u>18,061</u>		<u>1,098</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITY DEPOSIT	1,800.	1,800.
TOTALS	<u>1,800.</u>	<u>1,800.</u>

ATTACHMENT 12FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
REFUND OF INSURANCE PAID IN PRIOR YEAR	259.
TOTAL	<u>259.</u>

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
30234764.		PUBLICLY-TRADED SECURITIES 24536990.					5,697,774.	
		PASSTHROUGH K1 CAPITAL GAIN					5,310,635.	
		SEC 751 GAIN ON SALE OF PSHIP - RECLASS					-5,091.	
TOTAL GAIN (LOSS)							<u>11003318.</u>	

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: LIGHT EDUCATION INC
GRANTEE'S ADDRESS: 3106 TANGLEWOOD DR
CITY, STATE & ZIP: SARASOTA, FL 34239
GRANT DATE: 7/20/12
GRANT AMOUNT: 20,000.
GRANT PURPOSE: TO SUPPORT TITLE I TEACHER SUPPORT NETWORK AND
CULTURALLY RESPONSIVE TEACHER TRAINING PROJ
AMOUNT EXPENDED: 20,000.
ANY DIVERSION? NO
DATES OF REPORTS: 6/27/13 ,6/20/14
VERIFICATION DATE:
RESULTS OF VERIFICATION:
NONE NECESSARY

The Educational Foundation of America
13-3424750
Taxable Year Ending December 31, 2013
Form 990-PF, Part VII-A, Line 3 - Changes made but not yet reported

AMENDED AND RESTATED
BYLAWS
of
THE EDUCATIONAL FOUNDATION OF AMERICA

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AMENDED AND RESTATED BYLAWS

of

THE EDUCATIONAL FOUNDATION OF AMERICA

ARTICLE I. GENERAL

ARTICLE 1.1 Purpose. These bylaws supplement the provisions of the certificate of incorporation of The Educational Foundation of America (the “Corporation”) and the New York Not-for-Profit Law, as amended (the “Act”). References in these bylaws to provisions of the Act shall refer to any corresponding provisions of future state law.

ARTICLE 1.2 Offices of Corporation. The Corporation’s board of directors (the “Board”) shall have the power to determine the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Corporation and such additional offices as it shall determine in its discretion.

ARTICLE 1.3 Membership. The Corporation shall have no members.

ARTICLE II. BOARD OF DIRECTORS

ARTICLE 2.1 Authority. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, a self-perpetuating Board, subject to any limitations set forth in the certificate of incorporation.

ARTICLE 2.2 Number. The Corporation shall have not less than three and not more than seventeen directors. The number of directors shall be the number fixed by resolution of the Board at any time or, in the absence thereof, shall be the number of directors appointed at the most recently held meeting of the Board for such purpose. No decrease in the number of directors shall shorten the term of any incumbent director.

ARTICLE 2.3 Qualification. A majority of all directors shall at all times be individuals who are (i) direct lineal descendants of Richard P. Ettinger and his wife, Elsie Ettinger, (“Descendants”) and (ii) present spouses of Descendants (such Descendants and spouses collectively, “Family Members”). Descendants shall include adopted children and the biological or adopted descendants of such children. Spouses of Descendants shall be included as Family Members until their divorce or legal separation from a Descendant, or death of the Descendant to whom the spouse is married. Prior to election of a Family Member to the Board, he or she (i) shall have served on the Adjunct Committee and (ii) shall have been proposed by the Adjunct Committee for election to the Board.

ARTICLE 2.4 Board Composition. No single branch of Family Members may alone comprise more than one-half of the Board. For these purposes, a branch of Family Members shall mean the direct lineal descendants and adopted children, and the biological or adopted descendants of such children, and current spouses of the foregoing, of each of Elaine P. Hapgood, Virginia P. Andrews, or Richard P. Ettinger, Jr.

ARTICLE 2.5 Election and Terms of Office. At least annually, the then acting directors shall elect directors to succeed those whose terms are then expiring. Directors shall be elected by the affirmative vote of no less than three-fourths of all directors present at a meeting of the Board at

which quorum is present. Each director shall hold office for a term of one year and until his or her successor is duly elected. There shall be no limit upon the number of successive one-year terms, which may be served by a director.

ARTICLE 2.6 Vacancies. Any vacancy or vacancies occurring on the Board may be filled until the next meeting at which directors are elected by the affirmative vote of the remaining directors in office at any duly held meeting of the Board, though such remaining directors are fewer than a quorum. A vacancy that will occur at a specific later date, by reason of a resignation effective at a later date, may be filled before the vacancy occurs, but the new director may not take office until that vacancy occurs.

ARTICLE 2.7 Meetings and Notices. Annual meetings of the Board shall be held at such places as may be directed by the President. The Board or its President will specify an appropriate date and issue notice thereof as provided below, for the purpose of electing officers for the ensuing year, receiving reports from the Corporation's officers, agents and committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting shall be in writing and shall be transmitted to all directors at least ten business days before the annual meeting.

The Board shall hold at least one regular meeting in addition to the annual meeting. Regular meetings of the directors may be held at such times and places as, in the opinion of the President or a majority of the directors, the interests of the Corporation shall require. Notice of any regular meeting shall be in writing and shall be transmitted to all directors at least ten business days before the meeting. Special meetings of the directors shall be held whenever called by the

President or by the Secretary or as determined by the Board. At least two business days written notice stating the date, time and place of special meetings shall be given to each director.

Notice required to be given to directors or to its committee members hereunder may, without limitation, be issued by regular mail, hand delivery, electronic means or facsimile.

ARTICLE 2.8 Quorum, Action by Board of Directors and Adjournment. A majority of the directors then serving shall constitute a quorum for the transaction of business, and the act of a numerical majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the presence of or act of a greater number is specifically required by these bylaws, the Corporation's certificate of incorporation, or the Act. If a quorum shall not be present at any meeting of directors, a majority of the directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

ARTICLE 2.9 Action Without a Meeting. Any action which may be taken at a meeting of the Board or of a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors or all of the committee members entitled to vote with respect to the subject matter of such meeting. Such consent shall be filed with the minutes of the directors' or committee's meetings.

ARTICLE 2.10 Meeting by Conference Telephone. A director or a member of a committee of the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment enabling all directors or all committee members participating in the meeting to hear one another, and participation in such a meeting shall constitute presence in person at such meeting.

ARTICLE 2.11 Resignations. The resignation of any director shall be in writing and shall be effective immediately upon receipt by the Corporation if no time is specified, or at such later time as the resigning director may specify and the Corporation shall accept. Failure of a director to attend three consecutive Board meetings over a one-year period without proper excuse may in the President's discretion be deemed a resignation.

ARTICLE 2.12 Removal of Directors. Any director may be removed at any time without cause by the affirmative vote of a no less than two-thirds of all directors, provided notice of said proposed action shall have been transmitted to all directors at least ten business days before said meeting.

ARTICLE 2.13 Compensation. No director shall receive compensation for services rendered to the Corporation in such capacity, but directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine, and may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation.

ARTICLE III. COMMITTEES OF THE BOARD

ARTICLE 3.1 General. At least annually, by the affirmative vote of a majority of all directors then serving, the Board shall appoint an Adjunct Committee, a Budget and Audit Committee, an Investment Committee and one or more Grant Committees. In addition to these, there shall be an Executive Committee established as set forth below. The Board may appoint such other committees as it from time to time may consider necessary or advisable. The Board shall appoint the chairman of each committee unless an ex officio chairman has been designated

below. The duties of each committee shall be as hereinafter set forth, and as may from time to time be determined by the Board.

Except as specifically authorized by the affirmative vote of a majority of all directors then serving, all committees (except the Executive Committee and the Budget and Audit Committee as provided below) shall be advisory in nature and shall not have authority to act on behalf of the Corporation. Persons who are not members of the Board may be appointed to any committee that does not have authority to act on behalf of the Corporation.

Each committee shall meet with sufficient frequency to accomplish its assigned functions, reasonable notice thereof having been provided. Each committee shall report its actions, if any, to the Board at its next meeting.

ARTICLE 3.2 Quorum and Action. At all committee meetings, a quorum for the transaction of business shall consist of a majority of members of the committee, and the vote of a majority of those members present when a quorum is present shall constitute the act of the committee. Ex-officio members of any committee and non-board members shall each be counted in determining a quorum and shall each have the right to vote.

ARTICLE 3.3 Executive Committee. The Executive Committee shall consist of the President, the Vice President, the Secretary and Treasurer. The President shall serve ex-officio as chairman of the Executive Committee. Subject to any prior limitations imposed by the Board, the Executive Committee shall have the power to transact all regular business of the Corporation during the interim between the meetings of the Board of Directors, and its actions shall have the same force and effect of action of the Board of Directors, provided, however, the Executive Committee may not: (1) fill vacancies on the Board of Directors or any committee of the Board;

(2) adopt, amend or repeal bylaws; (3) approve a plan of merger; (4) approve a sale, lease, exchange or other disposition of all or substantially all, of the property of the Corporation; or (5) approve a proposal to dissolve. The Executive Committee shall report any actions and recommendations to the Board.

ARTICLE 3.4 Adjunct Committee. The Adjunct Committee may consist of Family Members who are not currently serving as directors of the Corporation, and such other individuals, as may be appointed by the Board. The Adjunct Committee may nominate individuals for service on the Adjunct Committee and, after service on the Adjunct Committee, for service on the Board. The Adjunct Committee shall nominate one of its members for appointment by the Board as chairman of the Adjunct Committee. The Adjunct Committee shall recommend grants for approval by the Board pursuant to an annual budget approved by the Board.

ARTICLE 3.5 Budget and Audit Committee. The Budget and Audit Committee shall consist of not less than three directors. Individuals who are not directors may be invited to attend meetings of the Budget and Audit Committee, but shall not be entitled to vote on matters that bind the Corporation. The committee shall be responsible for formulating and proposing for adoption by the Board an annual operating and grant-making budget. The committee shall periodically monitor the Corporation's actual performance in comparison to such budget and shall advise the Board as to such comparison. The committee shall (i) the appoint, as independent auditors of the Corporation, a certified public accountant or a firm of certified public accountants, who shall audit or cause to be audited the books and accounts of the Corporation on an annual basis; (ii) work with such auditors in designing the scope of such annual audits; (iii) review such auditors' opinion on the annual financial statements with respect to the Corporation, review any recommendations resulting from the auditors' work, and address

such other matters as fall within the scope of the independent auditors' responsibilities; and (iv) institute review of specific activities when deemed appropriate by the chairman of the Budget and Audit Committee. The Budget and Audit Committee shall engage its best efforts to assure that all federal and state tax requirements have been satisfied. The Budget and Audit Committee shall review the federal tax return and provide all Board members with a copy prior to filing.

ARTICLE 3.6 Investment Committee. The Investment Committee shall consist of not less than three directors and such other individuals as the Board may appoint. The primary role of the Investment Committee is to assist the Board in fulfilling its responsibility for the prudent investment of the Corporation's funds. The Investment Committee's responsibilities shall include: recommending the formulation of or revision to the Corporation's investment goals and policies; and reporting on and making recommendations as appropriate with respect to monitoring the performance of the Corporation's investments in relation to performance of financial markets. The Investment Committee shall advise the Board on the selection and engagement or replacement of an investment manager or managers, and monitor and report to the Board on the performance of such investment manager or managers.

ARTICLE 3.7 Grant Committees. Each Grant Committee shall consist of not less than three directors and such other individuals as the Board may appoint. Each Grant Committee shall (i) advise the Board on matters of grant-making policy; (ii) solicit and review grant proposals relating to one or more areas of grant-making priority as the Board may determine from time to time; and (iii) recommend grants for approval by the Board.

ARTICLE IV. EXECUTIVE DIRECTOR

ARTICLE 4.1 Executive Director. The Board, by the affirmative vote of two-thirds of all directors may appoint an Executive Director to serve at the pleasure of the Board. The Executive Director shall be the chief executive of the Corporation, subject to the control and direction of the Board. The Executive Director may attend meetings of the Board at its invitation, and shall submit regular reports to the President and to the Board on the operations of the Corporation. The Executive Director shall not be entitled to vote at Board meetings. The compensation and terms of employment of the Executive Director shall be reviewed and determined at least annually by the Board in accordance with applicable law. The Executive Director may be removed with or without cause by the affirmative vote of two-thirds of the directors, but without prejudice to the Executive Director's contract rights, if any, provided notice of such action shall have been transmitted to all directors at least ten business days before such action.

ARTICLE V. OFFICERS

ARTICLE 5.1 Officers, Appointment, Term and Vacancies. The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be members of the Board. The directors shall elect all of the foregoing officers and may elect such other officers as they shall deem appropriate. Any person may simultaneously hold multiple offices, except that no individual shall simultaneously hold the office of President and Secretary.

Officers shall be elected at the annual meeting of the Board for a term extending until the next succeeding annual meeting of the Board and until his or her successor has been elected and qualified. Any vacancy or vacancies occurring in any office of the Corporation may be filled until the next meeting at which officers are elected by the affirmative vote of the remaining

directors in office at any meeting of the Board, though such remaining directors are fewer than a quorum.

ARTICLE 5.2 President. The President shall lead the Board in setting the mission and strategic direction of the Corporation, and overseeing the effective implementation thereof by management. The President shall work to ensure that the Board functions properly, meets its obligations and responsibilities, and fulfills its purpose and mission as set forth in the certificate of incorporation and these bylaws, and as otherwise determined from time to time by the Board. The President shall work to maintain an effective relationship between the Board and management and, in so doing, will be the liaison between the Board and management. The President shall, if present, preside over all meetings of the Board of Directors. The President shall also perform such other duties as may be assigned to him or her by the Board.

ARTICLE 5.3 Vice President. The Vice President, in the absence of the President, shall perform the President's duties. The Vice President shall also perform such other duties as may be assigned to him or her by the Board or the President.

ARTICLE 5.4 Secretary. The Secretary shall issue or cause to be issued all notices required by law or these bylaws. The Secretary shall keep (or cause to be kept) minutes of the proceedings of the meetings of the Corporation and of the Board, and shall ensure that all records and reports of the Corporation and of the Board shall be retained. In addition, the Secretary shall perform such other duties as may be assigned to him or her by the Board or the President.

ARTICLE 5.5 Treasurer. The Treasurer shall ensure that timely and accurate financial information is presented to the Board, and that financial records shall be available for inspection by any director or Member of the Corporation. The Treasurer shall ensure that all reports and

records required by law regarding the Corporation's financial status are submitted or retained as required. The Treasurer generally shall cause to be performed all acts incident to the office of Treasurer and shall oversee such further duties as may from time to time be assigned to him or her by the Board or the President.

ARTICLE 5.6 Removal of Officers. Any officer of the Corporation may be removed at any time with or without cause by the affirmative vote of two-thirds of all directors, but without prejudice to such officer's contract rights, if any, provided notice of such action shall have been transmitted to all directors at least ten business days before said meeting.

ARTICLE VI. GENERAL PROVISIONS

ARTICLE 6.1 Gender. All references in these bylaws to the masculine, feminine or neuter gender shall be deemed to apply equally to one or more of such gender-specific references as may be appropriate.

ARTICLE 6.2 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board.

ARTICLE 6.3 Fee for Services. In the event the Corporation receives fees for services performed, the Corporation may make an incidental profit. Such incidental profit shall be applied to the maintenance, expansion or operation of the activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the Corporation's members, directors, or officers.

ARTICLE 6.4 Real Property. The Board may, by the vote required under Section 509 of the Act, authorize on behalf of the Corporation the purchase, sale, mortgage or lease of real property.

ARTICLE 6.5 Waiver of Notice. Written waiver signed at any time by a director or committee member entitled to notice shall be equivalent to the giving of notice. A written waiver shall be delivered to the Corporation and filed with the minutes or corporate records. The attendance by any director or committee member at a meeting without protesting the lack of proper notice prior to the commencement of, at the beginning of, or promptly upon the director's or committee member's arrival to the meeting shall be deemed to be a waiver by such person of notice of the meeting.

ARTICLE 6.6 Electronic Signatures. Any written signature required under these bylaws or the Corporation's certificate of incorporation or by New York law may be evidenced by manual, facsimile or electronic signature, any of which shall have the same legal effect as the manual signature of the signing party.

ARTICLE 6.7 Indemnification. Except as may be specifically provided in this Section 6.7, the Corporation shall, to the fullest extent permitted by law, indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that such person (i) was a director, officer, or trustee of an employee benefit plan of the Corporation, or (ii) is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise; provided, however, that no indemnification shall be made to or on behalf of any such person if a judgment or other final adjudication adverse to such person establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled. In addition, no indemnification shall be made with respect to any action or proceeding initiated by such person against the

Corporation or a director or officer of the Corporation, other than to enforce the terms of this Section 6.7, unless such action or proceeding was authorized by the Board. Further, no indemnification shall be made with respect to any settlement or compromise of any action or proceeding unless and until the Corporation has consented to such settlement or compromise. The Corporation, in the Board's discretion, may indemnify employees and agents of the Corporation to the same extent required with respect to directors, officers and trustees of employee benefit plans. The Corporation may also procure insurance as it deems reasonable to meet its responsibilities under this Section 6.7 or to provide greater indemnification as may be permitted by law. Expenses, including attorneys' fees, incurred in defending a civil or criminal proceeding may be paid by the Corporation, in the Board's discretion, in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the director, officer, trustee of an employee benefit plan, employee or agent to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

ARTICLE 6.8 Amendment. These bylaws may be amended at the annual meeting at which a quorum is present by vote of two-thirds of all directors then serving; provided notice of the proposed amendment is provided to all directors at least ten business days before such meeting. The foregoing bylaws were adopted by the Board on June 29, 2013.

THE EDUCATIONAL FOUNDATION OF AMERICA

13-3424750

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

ATTACHMENT 13

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JERRY BABICKA
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

TREASURER/DIRECTOR
1.00

LYNN P BABICKA
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

DIRECTOR
1.00

JAMES BOHART JR
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

DIRECTOR
1.00

BARBARA P ETTINGER
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

DIRECTOR
1.00

CHRISTIAN ETTINGER
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

SECRETARY/DIRECTOR
1.00

THE EDUCATIONAL FOUNDATION OF AMERICA

13-3424750

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

ATTACHMENT 13 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

HEIDI P ETTINGER
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

DIRECTOR

1.00

WENDY W P ETTINGER
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

DIRECTOR

1.00

BARBARA HAPGOOD
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

VICE PRESIDENT/DIRECTOR

1.00

MATTHEW HAPGOOD
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377
*REMOVED DURING 2013

TREASURER*/DIRECTOR

1.00

SVEN HUSEBY
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

PRESIDENT/DIRECTOR

1.00

THE EDUCATIONAL FOUNDATION OF AMERICA

13-3424750

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

ATTACHMENT 13 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

JOHN POWERS
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

DIRECTOR

1.00

TREVOR RENNER
FOUNDATION SOURCE 501 SILVERSIDE RD
123
WILMINGTON, DE 19809-1377

DIRECTOR

1.00

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
MELISSA BECK C/O FOUNDATION SOURCE 501 SILVERSIDE RD, STE 123 WILMINGTON, DE 19809	EXECUTIVE DIRECTOR 40.00	173,846.	22,821. 0
	TOTAL COMPENSATION	<u>173,846.</u>	<u>22,821. 0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BNY MELLON ONE WALL STREET NEW YORK, NY 10286	INVESTMENT MGMT SVCS	771,695.
FOUNDATION SOURCE 55 WALLS, SUITE 302 FAIRFIELD, CT 06824	ADMINISTRATIVE SVCS	101,252.
ROBINSON & COLE LLP 280 TRUMBULL ST HARTFORD, CT 06103	LEGAL SERVICES	98,622.
TOTAL COMPENSATION		<u>971,569.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
S2ND STREET PROJECT INC 789 10TH AVE NEW YORK, NY 10019	N/A PC		GENERAL & UNRESTRICTED	10,000
ABUNDANCE FOUNDATION INC 220 LORAX LN, BOX 5 PITTSBORO, NC 27312	N/A PC		PICKARDS MOUNTAIN ECO-INSTITUTE	6,000
ADVOCATES FOR YOUTH 2000 M ST NW, STE 750 WASHINGTON, DC 20036	N/A PC		ASSISTING STATE TEEN PREGNANCY PREVENTION AND SEX	125,000
ALLIANCE FOR SUSTAINABLE COLORADO 1536 WYNKOOP ST, STE 100 DENVER, CO 80202	N/A PC		GENERAL & UNRESTRICTED	106,681.
AMERICAN DOCUMENTARY INC 20 JAY ST STE 940 BROOKLYN, NY 11201	N/A PC		GENERAL & UNRESTRICTED	10,681
APPALACHIAN VOICES 171 GRAND BLVD BOONE, NC 28607	N/A PC		IMPACTED COMMUNITY ORGANIZING TO INTERNALIZE COAL COST PROJECT	15,000.

FORM 990PF, PART XV -- GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ARTS OF PEACE INC PO BOX 984 REDWAY, CA 95560	N/A PC		REACHING A SUSTAINABLE POPULATION - A PUBLIC EDUCATION & ORGANIZING CAMPAIGN	30,000.
ARTSREVIVE COMMUNITY DEVELOPMENT CORPORATION PO BOX 2548 SELMA, AL 36702	N/A PC		GENERAL & UNRESTRICTED	500.
ARTSREVIVE COMMUNITY DEVELOPMENT CORPORATION PO BOX 2548 SELMA, AL 36702	N/A PC		EXECUTIVE DIRECTOR SALARY	65,000
AS YOU SOW 1611 TELEGRAPH AVE STE 1450 OAKLAND, CA 94612	N/A PC		ADDRESSING CLIMATE CHANGE THROUGH THE ELIMINATION OF COAL WASTE	64,750.
AS YOU SOW 1611 TELEGRAPH AVE STE 1450 OAKLAND, CA 94612	N/A PC		SHAREHOLDER ACTIVISM USING EPA PORTFOLIO HOLDINGS	75,000
ASIAN ARTS INITIATIVE 1219 VINE ST PHILADELPHIA, PA 19107	N/A PC		PEARL STREET PROJECT PLANNING, DESIGN, AND PILOT INSTALLATION	80,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASSOCIATION OF REPRODUCTIVE HEALTH PROFESSIONALS 1901 L ST NW, STE 300 WASHINGTON, DC 20036	N/A PC	NATIONAL EMERGENCY CONTRACEPTION (EC) WEBSITE & HOTLINE	50,000
AUSTIN YOUTH & COMMUNITY FARM INC 2921 E 17TH ST, BLDG D, STE AUSTIN, TX 78702	N/A PC	THE URBAN ROOTS FARM INTERN STIPEND PROGRAM	25,000
BREAKTHROUGH 1050 E 11TH ST STE 350 AUSTIN, TX 78702	N/A PC	SUMMER PROGRAM	20,000.
BRIC ARTS MEDIA BKLYN INC 647 FULTON ST BROOKLYN, NY 11217	N/A PC	GENERAL & UNRESTRICTED	10,000
CAPITAL REGION YOUTH TENNIS FOUNDATION INC 785 WASHINGTON AVE ALBANY, NY 12206	N/A PC	GENERAL & UNRESTRICTED	10,000
CATHOLICS FOR CHOICE 1436 U ST NW STE 301 WASHINGTON, DC 20009	N/A PC	PROTECTING RELIGIOUS LIBERTY AND ADVANCING ACCESS TO REPRODUCTIVE HEALTHCARE IN THE US	25,000

FORM 990PF PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
CATHOLICS FOR CHOICE 1436 U ST NW STE 301 WASHINGTON, DC 20009	N/A PC		PROTECTING RELIGIOUS LIBERTY AND ADVANCING ACCESS TO REPRODUCTIVE HEALTHCARE IN THE US	50,000
CENTER FOR ARMS CONTROL AND NON-PROLIFERATION 322 4TH ST NE WASHINGTON, DC 20002	N/A PC	/	PENTAGON BUDGET CAMPAIGN: DARCY SCOTT MARTIN	10,000.
CENTER FOR BIOLOGICAL DIVERSITY INC PO BOX 710 TUCSON, AZ 85702	N/A PC		OCEAN ACIDIFICATION CAMPAIGN	10,000.
CENTER FOR INTERNATIONAL POLICY INC 2000 M ST NW, STE 720 WASHINGTON, DC 20036	N/A PC		WIN WITHOUT WAR PROGRAM	10,000.
CENTER FOR REPRODUCTIVE RIGHTS INC 120 WALL ST 14TH FL NEW YORK, NY 10005	N/A PC		LEGAL WORK TO PROTECT CHOICE IN THE USA	10,000
CENTER FOR REPRODUCTIVE RIGHTS INC 120 WALL ST 14TH FL NEW YORK, NY 10005	N/A PC		U S PROGRAM	50,000

THE EDUCATIONAL FOUNDATION OF AMERICA

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FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE-OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR WOMEN POLICY STUDIES INC 1776 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	N/A PC	NATIONAL PROGRAM FOR STATE LEGISLATORS ON REPRODUCTIVE RIGHTS	50,000
CHAPEL HILL-CARRBORO CHILDRENS MUSEUM 201 S ESTES DR CHAPEL HILL, NC 27514	N/A PC	GENERAL & UNRESTRICTED	10,000.
CHILDRENS HOSPITAL COLORADO FOUNDATION 13123 E 16TH AVE AURORA, CO 80045	N/A PC	ADOLESCENT FAMILY PLANNING CLINIC	10,000.
CITIZENS CLIMATE EDUCATION CORP 1330 ORANGE AVE STE 309 CORONADO, CA 92118	N/A PC	COORDINATION OF CHAPTERS IN REPUBLICAN DISTRICTS	10,000.
CLEAN WATER FUND 1444 EYE ST NW NO 400 WASHINGTON, DC 20005	N/A PC	CLEAN UP COAL ASH PROJECT	25,000.
COLEMAN CENTER FOR THE ARTS 630 AVE A YORK, AL 36925	N/A PC	POPSTART PROJECT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLUMBIA LAND CONSERVANCY INC 49 MAIN ST CHATHAM, NY 12037	N/A PC	POLEMIS EDUCATIONAL FUND AND GENERAL OPERATIONS	20,000.
COMMON THREADS 500 N DEARBORN ST CHICAGO, IL 60634	N/A PC	PROGRAM EXPANSION IN MIAMI	40,000.
COMMUNITY CATALYST - MERGER WATCH 30 WINTER ST, 10TH FL BOSTON, MA 02108	N/A PC	FIGHTING RELIGIOUSLY-BASED RESTRICTIONS ON REPRODUCTIVE HEALTH CARE	20,000
COMMUNITY FOUNDATION OF GREATER CHATTANOOGA INC 1270 MARKET ST CHATTANOOGA, TN 37402	N/A PC	GLASS HOUSE COLLECTIVE ARTIST IN RESIDENCY	87,500
COMMUNITY PARTNERSHIP FOR ARTS AND CULTURE 1900 SUPERIOR AVE 130 CLEVELAND, OH 44114	N/A PC	GENERAL & UNRESTRICTED	50,000
COMMUNITY RESOURCES COUNCIL- SHAWNEE COUNTY KANSAS PO BOX 5183 TOPEKA, KS 66605	N/A PC	NOTO ARTS DISTRICT	50,000.

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CONNECTICUT MARAL FOUNDATION INC 839 CHAPEL ST NEW HAVEN, CT 06510	N/A PC		CRISIS PREGNANCY CENTER EDUCATIONAL CAMPAIGN - JOINT PROJ PRO-CHOICE MA	40,000.
DEMOS A NETWORK FOR IDEAS AND ACTION LTD 220 5TH AVE FL 2 NEW YORK, NY 10001	N/A PC		GENERAL & UNRESTRICTED	10,000.
DISABLED SPORTS EASTERN SIERRA PO BOX 1808 MAMMOTH LAKES, CA 93546	N/A PC		THE NEW ADAPTIVE INSTRUCTOR/TRAINER	25,000
EARTHJUSTICE 50 CALIFORNIA ST, SAN FRANCISCO, CA 94111	N/A PC		COAL ASH CAMPAIGN - IN COLLABORATION WITH EIP	75,000
ECOAMERICA 1730 RHODE ISLAND AVE NW WASHINGTON, DC 20036	N/A PC		GENERAL & UNRESTRICTED	21,681
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC		NORTH CAROLINA DIVISION	60,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ENVIRONMENTAL DEFENSE FUND INCORPORATED 257 PARK AVE S NEW YORK, NY 10010	N/A PC	FOR WORK ON RENEWABLE ENERGY	10,000.
ENVIRONMENTAL INTEGRITY PROJECT 1000 VERMONT AVE NW STE 1100 WASHINGTON, DC 20005	N/A PC	COAL ASH CAMPAIGN - IN COLLABORATION WITH EARTHJUSTICE	50,000
EUGENE ONEILL MEMORIAL THEATER CENTER INC 305 GREAT NECK RD WATERFORD, CT 06385	N/A PC	50TH ANNIVERSARY PUBLICATION AND EXHIBITION	20,000.
EXTRAORDINARY VENTURES INC 200 S ELLIOTT RD CHAPEL HILL, NC 27514	N/A PC	GENERAL & UNRESTRICTED	10,000.
FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD ARLINGTON, VA 22209	N/A PC	GENERAL REPRODUCTIVE HEALTH AND RIGHTS	10,000.
FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD ARLINGTON, VA 22209	N/A PC	NATIONAL CLINIC ACCESS	37,500

FORM 990BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORWARD TOGETHER 1440 BROADWAY STE 301 OAKLAND, CA 94612	N/A PC	BUILDING STRONG FAMILIES THROUGH SEXUALITY EDUCATION	30,000
FOUNTAIN HOUSE INC 425 W 47TH ST NEW YORK, NY 10036	N/A PC	SUPPORTED TRAINING & EXERCISE PROGRAM	40,000.
FRESH YOUTH INITIATIVES INC 505 W 171ST ST NEW YORK, NY 10032	N/A PC	FYI LEARNING CENTER	20,000.
FRIENDS SEMINARY 222 E 16TH ST NEW YORK, NY 10003	N/A PC	GENERAL & UNRESTRICTED	17,000
GATEWAY SCHOOL 126 EUCLYPTUS AVE SANTA CRUZ, CA 95060	N/A PC	TO FUND SPEAKERS' SERIES	10,000
GAY & LESBIAN ADVOCATES & DEFENDERS INC 30 WINTER ST STE 800 BOSTON, MA 02108	N/A PC	DOMA CHALLENGE	35,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GAY-STRAIGHT ALLIANCE NETWORK 1550 BRYANT ST STE 600 SAN FRANCISCO, CA 94103	N/A PC		SAFE SCHOOLS IN CALIFORNIA	35,000.
GLYNWOOD CENTER INC RTE 301 COLD SPRING, NY 10516	N/A PC		SUSTAINABLE AGRICULTURE	10,000
GRIST MAGAZINE INC. 710 2ND AVE, STE 860 SEATTLE, WA 98104	N/A PC		GENERAL & UNRESTRICTED	16,681
GUTTMACHER INSTITUTE INC 125 MAIDEN LN FL 7 NEW YORK, NY 10038	N/A PC		GENERAL & UNRESTRICTED	10,000.
HAMPSHIRE COLLEGE TRUSTEES 893 W ST AMHERST, MA 01002	N/A PC		TRAINING NEW LEADERS AND ACTIVISTS FOR THE REPRODUCTIVE RIGHTS MOVEMENT	29,544
HENRY STREET SETTLEMENT 265 HENRY ST NEW YORK, NY 10002	N/A PC		THE JOB DEVELOPER FOR THE JOB ESSENTIALS TRAINING PROGRAM	40,000

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HIDDEN VOICES 9602 ART RD CEDAR GROVE, NC 27231	N/A PC	YOUTH JUSTICE NORTH CAROLINA DOCUMENTARY AND TOOLKIT	10,000
HUDSON HIGHLANDS LAND TRUST INC PO BOX 226 GARRISON, NY 10524	N/A PC	HUDSON HIGHLANDS REGIONAL RIVER OF WORDS ENVIRONMENTAL EDUCATION PROGRAM	10,681
HUDSON OPERA HOUSE INC 327 WARREN ST HUDSON, NY 12534	N/A PC	GENERAL & UNRESTRICTED	10,000.
HUDSON OPERA HOUSE INC 327 WARREN ST HUDSON, NY 12534	N/A PC	CAPITAL CAMPAIGN	100,000
HUDSON VALLEY SHAKESPEARE FESTIVAL INC 140 MAIN ST COLD SPRING, NY 10516	N/A PC	HVSF ARTISTIC DIRECTOR SEARCH PROCESS AND TRANSITION 2013-14	10,000
HUDSONIA LIMITED PO BOX 5000 ANNANDALE, NY 12504	N/A PC	GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INNOCENCE PROJECT INC 40 WORTH ST NEW YORK, NY 10013	N/A PC	STATE-BASED POLICY PROGRAM	40,000.
IOWA ENVIRONMENTAL COUNCIL 521 E LOCUST ST STE 220 DES MOINES, IA 50309	N/A PC	RETIRING EXISTING COAL IN IOWA	15,000.
QUILT PARTNERSHIP INC 31 PRATT ST HARTFORD, CT 06103	N/A PC	QUILT PHASE IV INSIDE/OUT PUBLIC SPACE IMPROVEMENTS AND ENLIVENED STOREFRONTS	100,000
JEREMIAH PROGRAM 1510 LAUREL AVE STE 100 MINNEAPOLIS, MN 55403	N/A PC	EMPOWERMENT TRAINING	20,000
JUNIOR ACHIEVEMENT OF NORTH CENTRAL OHIO PO BOX 26006 AKRON, OH 44319	N/A PC	K - 5 PROGRAMS IN NORTH CENTRAL OHIO SCHOOLS	40,000
KENTUCKY ENVIRONMENTAL FOUNDATION INC PO BOX 467 BEREA, KY 40403	N/A PC	COAL MATCH CLEAN AIR, CLEAN ENERGY	30,000

FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LAMBDA LEGAL DEFENSE AND EDUCATION FUND INC 120 WALL ST FL 19 NEW YORK, NY 10005	N/A PC	DISMANTLING DOMA	40,000
LIVING ARTS TRUST INC 2401 SWANSON AVE COCONUT GROVE, FL 33133	N/A PC	O CINEMA'S CINE AL FRESCO	90,000
LYDIA DODY BREAST CANCER FOUNDATION 2629 REDWING RD STE 260 FT COLLINS, CO 80526	N/A PC	HOPE LIVES COMPLEMENTARY CARE PROGRAM	10,000
MARDY FISH FOUNDATION INC PO BOX 648158 VERO BEACH, FL 32964	N/A PC	GENERAL & UNRESTRICTED	25,000
MOBILIZE THE IMMIGRANT VOTE 436 14TH ST STE 500 OAKLAND, CA 94612	N/A PC	GENERAL & UNRESTRICTED	6,681
MONTANA ENVIRONMENTAL INFORMATION CENTER INC PO BOX 1184 HELENA, MT 59624	N/A PC	COAL-FREE MONTANA CAMPAIGN	15,000

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
MUNICIPAL ART SOCIETY OF NEW YORK 111 W 57TH ST FL 16 NEW YORK, NY 10019	N/A	PC	GENERAL & UNRESTRICTED	10,000
NARAL PRO-CHOICE COLORADO FOUNDATION 905 SHERMAN ST STE 800 DENVER, CO 80203	N/A	PC	TRANSFORMING REPRODUCTIVE RIGHTS IN COLORADO: SUPPORTING OUR INFRASTRUCTURE	37,500.
NATIONAL ABORTION FEDERATION 1660 L ST NW WASHINGTON, DC 20036	N/A	PC	SECURITY AND SAFE ACCESS PROGRAM	15,000.
NATL INDIAN YOUTH LEADERSHIP DEVELOPMENT PROJECT 2501 SAN PEDRO DR NE STE 116 ALBUQUERQUE, NM 87110	N/A	PC	GENERAL & UNRESTRICTED	48,000.
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH ST NW STE 700 WASHINGTON, DC 20001	N/A	PC	COAL PLANT LITIGATION	75,000
NATIONAL PERFORMANCE NETWORK INC 900 CAMP ST 2ND FL NEW ORLEANS, LA 70130	N/A	PC	NEW ORLEANS AIRLIFT'S ORGANIZATIONAL CAPACITY BUILDING & NEIGHBORHOOD LABORATORY SUPPORT	56,250

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL PRIORITIES PROJECT 243 KING ST STE 109 NORTHAMPTON, MA 01060	N/A PC	HIRING MEDIA COORDINATOR	10,000
NATIONAL SECURITY INITIATIVE 1225 EYE ST NW NO 307 WASHINGTON, DC 20005	N/A PC	PENTAGON BUDGET CAMPAIGN	10,000
NEAR WEST SIDE INITIATIVE INC 350 W FAYETTE ST RM 405 SYRACUSE, NY 13202	N/A PC	MOVEMENT ON MAIN	220,000
NORTH CAROLINA COASTAL FEDERATION INC 3609 N C 24 NEWPORT, NC 28570	N/A PC	STOP TITAN ACTION NETWORK	209,000
NORTH CAROLINA CONSERVATION NETWORK 19 E MARTIN ST STE 300 RALEIGH, NC 27601	N/A PC	GENERAL & UNRESTRICTED	20,681.
OCEANA INC 1350 CONNECTICUT AVE NW FL 5 WASHINGTON, DC 20036	N/A PC	OCEAN ACTIVISM CREATING NEW CONSTITUENCIES AND APPROACHES TO SAVING OUR OCEANS	11,681

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FORM 990-E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OXFORD AMERICAN LITERARY PROJECT INC 201 DONAHEY AVE 107 CONWAY, AR 72035	N/A PC	PROGRAM DIRECTOR FOR SOUTH ON MAIN	80,000
PARADISE GARDEN FOUNDATION INC 200 N LEWIS ST SUMMERVILLE, GA 30747	N/A PC	SIGNAGE PROGRAM	7,000.
PER SCHOLAS INC 2ND FL BRONX, NY 10454	N/A PC	CAREER PATHWAYS	40,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 W 33RD ST , 11TH FL NEW YORK, NY 10001	N/A PC	IMPLEMENTATION OF MASTER PLAN FOR MANAGEMENT SERVICES ORGANIZATION	350,000
PLANNED PARENTHOOD OF CENTRAL NORTH CAROLINA INC 1765 DOBBINS DR CHAPEL HILL, NC 27514	N/A PC	GENERAL & UNRESTRICTED	45,000.
PLANNED PARENTHOOD OF MARYLAND INC 330 N HOWARD ST BALTIMORE, MD 21201	N/A PC	INCREASING ACCESS TO CARE ON THE EASTERN SHORE	40,000.

FORM 990FE - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 128 LAKESIDE AVE STE 301 BURLINGTON, VT 05401	N/A PC		GENERAL & UNRESTRICTED	3,681
PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 128 LAKESIDE AVE STE 301 BURLINGTON, VT 05401	N/A PC		ADVOCACY, ACCESS, COLLABORATION AND IMPACT	50,000
PLANNED PARENTHOOD - SOUTH FL & THE TREASURE COAST 2300 N FLORIDA MANGO RD WEST PALM BCH, FL 33409	N/A PC		GENERAL & UNRESTRICTED	3,000
PLANNED PARENTHOOD - SOUTH FL & THE TREASURE COAST 2300 N FLORIDA MANGO RD WEST PALM BCH, FL 33409	N/A PC		ELECTRONIC MEDICAL RECORDS IMPLEMENTATION AND EXPANSION	270,000
PLANNED PARENTHOOD OF SOUTHERN NEW ENGLAND INC 345 WHITNEY AVE NEW HAVEN, CT 06511	N/A PC		FUND FOR ACCESS	25,000
PLAYHOUSE SQUARE FOUNDATION 1501 EUCLID AVE STE 200 CLEVELAND, OH 44115	N/A PC		DANCE INITIATIVES	40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PRAIRIE RIVERS NETWORK 1902 FOX DR STE G CHAMPAIGN, IL 61820	N/A PC	REDUCING COAL WASTE POLLUTION IN ILLINOIS AND SHIFTING THE BURDEN OF COAL WASTE	35,000
PRO-CHOICE MASSACHUSETTS FOUNDATION INC 15 COURT SQ BOSTON, MA 02108	N/A PC	CRISIS PREGNANCY CENTER EDUCATIONAL CAMPAIGN	40,000.
PROGRESSNOW EDUCATION 1600 UNIVERSITY AVE W STE 401 ST PAUL, MN 55104	N/A PC	GENERAL & UNRESTRICTED	10,000
PUBLIC INTEREST PROJECTS INC 45 W 36TH ST 6TH FL NEW YORK, NY 10018	N/A PC	INSIDE CLIMATE NEWS	10,000
PUBLIC INTEREST PROJECTS INC - SCIENCE FIRST 45 W 36TH ST, 6TH FL NEW YORK, NY 10018	N/A PC	INSIDE CLIMATE NEWS	10,000
PUTNEY SCHOOL INC ELM LEA FARM, 418 HOUGHTON BROOK RD PUTNEY, VT 05346	N/A PC	GENERAL & UNRESTRICTED	10,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REACH PREP INC ONE DOCK ST, STE 100 STAMFORD, CT 06902	N/A PC	PREP ACADEMY	40,000.
REFUGEPPOINT INC 689 MASSACHUSETTS AVE 2ND FLR CAMBRIDGE, MA 02139	N/A PC	URBAN REFUGEE PROTECTION PROGRAM IN NAIROBI, KENYA	10,000
RELIGIOUS COALITION FOR REPRODUCTIVE CHOICE EDU FD 1413 K ST NW 14TH FL WASHINGTON, DC 20005	N/A PC	PROGRAMS THAT PROTECT LEGAL AND SAFE ABORTIONS	10,000
SHREVEPORT REGIONAL ARTS COUNCIL 801 CROCKETT ST SHREVEPORT, LA 71101	N/A PC	ART, THE DALMATION PROJECT	75,000.
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W MAIN ST STE 14 CHARLOTTESVILLE, VA 22902	N/A PC	ADDRESSING CLIMATE CHANGE THROUGH COAL WASTE IN THE SOUTHEAST	79,500
SOUTHERN ENVIRONMENTAL LAW CENTER 201 W MAIN ST STE 14 CHARLOTTESVILLE, VA 22902	N/A PC	LITIGATION IN NORTH CAROLINA	10,000

FORM 990EF - PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS			
STRYCKERS BAY NEIGHBORHOOD COUNCIL INC 105 W. 86TH ST, #323 NEW YORK, NY 10024	N/A PC	MATH LITERACY PROJECT - A STEM INITIATIVE	40,000
THE MIAMI FOUNDATION INC 200 S BISCAYNE BLVD STE 505 MIAMI, FL 33131	N/A PC	YOUTH STANDS - URBAN GREENWORKS	40,000.
THE NATIONAL ORGANIZATION FOR WOMEN FOUNDATION INC 1100 H ST NW NO 3RD FL WASHINGTON, DC 20005	N/A PC	IN SUPPORT OF WOMEN'S REPRODUCTIVE RIGHTS	10,000
THE PROJECT ON GOVERNMENT OVERSIGHT INC 1100 G ST NW, STE 900 WASHINGTON, DC 20005	N/A PC	PENTAGON BUDGET CAMPAIGN	10,000
THE SCRIBE VIDEO CENTER INC 4212 CHESTNUT ST FLR 3 PHILADELPHIA, PA 19104	N/A PC	SHORED UP PROJECT	10,000
THE UNIVERSITY OF TEXAS AT AUSTIN 2901 N IH-35, STE 4 100 AUSTIN, TX 78722	N/A PC	CREATING A SUITE OF MULTIMEDIA ENERGY & ENVIRONMENTAL EDUCATION TOOLS	40,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THEA FOUNDATION 401 MAIN ST STE 100 N LITTLE ROCK, AR 72114	N/A PC	GENERAL & UNRESTRICTED	10,000
THEATRE COMMUNICATIONS GROUP INC 520 8TH AVE 24TH FL NEW YORK, NY 10018	N/A PC	MING CHO LEE RETROSPECTIVE	20,000.
THEATRE FOR A NEW AUDIENCE INC 154 CHRISTOPHER ST NEW YORK, NY 10014	N/A PC	CAMPFIRE PROJECT	250,000.
TIDES CENTER P O BOX 29907 SAN FRANCISCO, CA 94129	N/A PC	WESTERN CLEAN ENERGY CAMPAIGN - ADDRESSING CLIMATE CHANGE THROUGH COAL-ASH WASTE	37,500.
TIDES CENTER P O BOX 29907 SAN FRANCISCO, CA 94129	N/A PC	CENTER FOR ENVIRONMENT AND POPULATION WOMEN'S REPRODUCTIVE HEALTH/RIGHTS	25,000
TIDES CENTER P.O BOX 29907 SAN FRANCISCO, CA 94129	N/A PC	CHICKEN & EGG	39,000

FORM 990DE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TOXIC FREE NORTH CAROLINA, INC 115 S ST MARY'S ST, STE D RALEIGH, NC 27603	N/A PC		GENERAL & UNRESTRICTED	10,000
TRUST WOMEN FOUNDATION INC 5107 E KELLOGG DR WICHITA, KS 67218	N/A PC		GENERAL & UNRESTRICTED	16,681
TRUSTEES OF DARTMOUTH COLLEGE 6066 DEVELOPMENT OFC HANOVER, NH 03755	N/A PC		GENERAL SCHOLARSHIP FUND	10,000.
UNITED SERVICE ORGANIZATIONS INC P.O BOX 96860 WASHINGTON, DC 20077	N/A PC		USO-2-GO	25,000.
UNIV OF NC CHAPEL HILL ARTS & SCIENCES FOUNDATION 134 E FRANKLIN ST CHAPEL HILL, NC 27514	N/A PC		GENERAL & UNRESTRICTED	10,000
UPSTATE FILMS LIMITED PO BOX 324 RHINEBECK, NY 12572	N/A PC		GENERAL & UNRESTRICTED	10,000

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D.)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
UPSTREAM POLICY INSTITUTE INC 205 THREE OAKS DR ATHENS, GA 30607	N/A PC		CRADLE-TO-CRADLE PRODUCER RESPONSIBILITY CAMPAIGN	20,000.
USACTION EDUCATION FUND 1825 K ST NW STE 210 WASHINGTON, DC 20006	N/A PC		PENTAGON BUDGET CAMPAIGN	10,000
VANDERBILT UNIVERSITY PMB 407727 2301 VANDERBILT PL NASHVILLE, TN 37240	N/A PC		BOOKS FROM BIRTH OF MIDDLE TENNESSEE - IMAGINATION LIBRARY	31,000
VERMONT PUBLIC INTEREST RESEARCH & EDUCATION FUND 141 MAIN ST MONTPELIER, VT 05602	N/A PC		STOP THE FRACKED GAS PIPELINE CAMPAIGN	15,000.
VERMONT PUBLIC INTEREST RESEARCH & EDUCATION FUND 141 MAIN ST MONTPELIER, VT 05602	N/A PC		VERMONT CLEAN ENERGY FUTURE CAMPAIGN	20,000.
VOICES FOR OHIO CHILDREN 3311 PERKINS AVE STE 200 CLEVELAND, OH 44114	N/A PC		CHILDREN'S BRIEFINGS SERIES AND EDUCATION DAY	36,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 16 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WAMC 318 CENTRAL AVE ALBANY, NY 12206	N/A PC	GENERAL & UNRESTRICTED	10,000.
WOMEN MAKE MOVIES INC 115 W 29TH ST STE 1200 NEW YORK, NY 10001	N/A PC	GENERAL & UNRESTRICTED	10,000.
WOMENS ACTION FOR NEW DIRECTIONS EDUCATION FUND 691 MASSACHUSETTS AVE ARLINGTON, MA 02476	N/A PC	PENTAGON BUDGET	10,000.
WORKING FILMS INC 602 S 5TH AVE WILMINGTON, NC 28401	N/A PC	GENERAL & UNRESTRICTED	10,000.
YALE UNIVERSITY - SCHOOL OF DRAMA PO BOX 208244 NEW HAVEN, CT 06520	N/A PC	GENERAL & UNRESTRICTED	26,000
TOTAL CONTRIBUTIONS PAID			5,363,354

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 17

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
K-1 INC/LOSS	525990	-36,431.	14	-28,013.	
FOREIGN TAX REFUND			01	38,988.	
751 GAIN ON SALE OF PARTNERSHIP	525990	5,091.			
RECLAIM INCOME			01	250.	
FOREIGN CURRENCY LOSS			01	-19.	
INCOME FROM F&C EMERGING EQUITY ESG FUND			14	12,725.	
TOTALS		<u>-31,340.</u>		<u>23,931.</u>	