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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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ 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 , and ending

Name of foundation: VODAFONE AMERICAS FOUNDATION

A Employer identification number: 20-5900761

Number and street (or P O box number if mail is not delivered to street address): 999 18TH STREET, SUITE — Room/suite: 1750

B Telephone number (see instructions): 303-293-5900

City or town, state or province, country, and ZIP or foreign postal code: DENVER CO 80202

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 22,788,313

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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))

	Line	Description	(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)	24,512			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	65	65	65	
	4	Dividends and interest from securities	538,141	538,141	538,141	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,250,549			
	b	Gross sales price for all assets on line 6a 1,250,549				
	7	Capital gain net income (from Part IV, line 2)		1,250,549		
	8	Net short-term capital gain			351,725	
	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)				
	12	**Total.** Add lines 1 through 11	1,813,267	1,788,755	889,931	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	135,500			135,500
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	30,230			30,230
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 1	78,900			34,000
	c	Other professional fees (attach schedule) STMT 2	36,504	24,504		4,132
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	84,023			57,589
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	13,512			
	21	Travel, conferences, and meetings	1,482			1,482
	22	Printing and publications				
	23	Other expenses (att sch) STMT 4	128,327			128,327
	24	**Total operating and administrative expenses.** Add lines 13 through 23	508,478	24,504	0	391,260
	25	Contributions, gifts, grants paid	1,267,955			1,103,765
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,776,433	24,504	0	1,495,025
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	36,834			
	b	**Net investment income** (if negative, enter -0-)		1,764,251		
	c	**Adjusted net income** (if negative, enter -0-)			889,931	

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For Paperwork Reduction Act Notice, see instructions.

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Form **990-PF** (2013)

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	283,289	84,580	84,580
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,813	10,124	10,124
	10a	Investments – U S and state government obligations (attach schedule) STMT 5	7,055,881	7,597,411	7,597,411
	b	Investments – corporate stock (attach schedule) SEE STMT 6	13,491,258	15,096,198	15,096,198
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	20,832,241	22,788,313	22,788,313
Liabilities	17	Accounts payable and accrued expenses	41,160	95,413	
	18	Grants payable	884,970	1,064,160	
	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 ▶ SEE STATEMENT 7)	9,837	37,852	
	23	**Total liabilities** (add lines 17 through 22)	935,967	1,197,425	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	19,896,274	21,590,888	
	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			
	30	**Total net assets or fund balances** (see instructions)	19,896,274	21,590,888	
	31	**Total liabilities and net assets/fund balances** (see instructions)	20,832,241	22,788,313	

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	19,896,274
2	Enter amount from Part I, line 27a	2	36,834
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,657,780
4	Add lines 1, 2, and 3	4	21,590,888
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	21,590,888

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	ST CAP GAIN FROM INVESTMENTS ON K-1S	P	VARIOUS	VARIOUS
b	LT CAP GAIN FROM INVESTMENTS ON K-1S	P	VARIOUS	VARIOUS
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	351,725			351,725
b	898,824			898,824
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				351,725
b				898,824
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	1,250,549
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	351,725

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	1,452,893	20,462,746	0.071002
2011	1,638,677	20,808,920	0.078749
2010	1,120,095	19,930,507	0.056200
2009	1,273,324	18,258,384	0.069739
2008	2,025,850	21,755,287	0.093120

2 **Total** of line 1, column (d)	2	0.368810
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	0.073762
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	21,357,731
5 Multiply line 4 by line 3	5	1,575,389
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	17,643
7 Add lines 5 and 6	7	1,593,032
8 Enter qualifying distributions from Part XII, line 4	8	1,495,025

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	35,285
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	35,285
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	35,285
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 44,427		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 10,300		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	54,727
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	19,442
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 19,442 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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		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?	1c		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? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

				Yes	No
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 ▶ N/A

14 The books are in care of ▶ VODAFONE US INC. Telephone no ▶ 303-293-5900
999 18TH STREET, SWT, SUITE 1750
Located at ▶ DENVER CO ZIP+4 ▶ 80202

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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)?	N/A	1b		
	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 ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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)	N/A	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)?	N/A	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?	N/A ☐ 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 (No)
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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
SEE STATEMENT 9				

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	21,487,896
b	Average of monthly cash balances		1b	184,956
c	Fair market value of all other assets (see instructions)		1c	10,124
d	**Total** (add lines 1a, b, and c)		1d	21,682,976
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	21,682,976
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	325,245
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	21,357,731
6	**Minimum investment return** Enter 5% of line 5		6	1,067,887

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	1,067,887
2a	Tax on investment income for 2013 from Part VI, line 5	2a 35,285		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	35,285
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,032,602
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	1,032,602
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	1,032,602

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	1,495,025
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,495,025
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	1,495,025

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					1,032,602
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2013					
a From 2008	954,236				
b From 2009	372,847				
c From 2010	140,161				
d From 2011	618,568				
e From 2012	458,505				
f **Total** of lines 3a through e		2,544,317			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,495,025					
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					1,032,602
e Remaining amount distributed out of corpus		462,423			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,006,740			
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					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		954,236			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		2,052,504			
10 Analysis of line 9					
a Excess from 2009	372,847				
b Excess from 2010	140,161				
c Excess from 2011	618,568				
d Excess from 2012	458,505				
e Excess from 2013	462,423				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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

JUNE SUGIYAMA 925-210-3870
275 SHORELINE DRIVE, SUITE 400 REDWOOD CITY CA 94065

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

SEE STATEMENT 10

c Any submission deadlines

NONE

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

SEE STATEMENT 11

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 SEE ATTACHED SCHEDULE				
Total			▶ 3a	
b Approved for future payment SEE STATEMENT 12				1,064,160
Total			▶ 3b	1,064,160

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	65	
4 Dividends and interest from securities			14	538,141	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,250,549	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		1,788,755	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 1,788,755

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Signature of officer or trustee: [signature] Date: 1 Nov 11, 2014 Title: Treasurer

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
W. JEFF MORAIN, CPA	W J Morain, CPA	11/13/14	
Firm's name ▶ ZARLENGO RAUB LLP		PTIN	P00540479
Firm's address ▶ 7100 W 44TH AVE STE 101 WHEAT RIDGE, CO 80033		Firm's EIN ▶	20-2011735
		Phone no	303-421-4775

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization	Employer identification number
VODAFONE AMERICAS FOUNDATION	20-5900761

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the $33^1/3$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

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

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

Name of organization	Employer identification number
VODAFONE AMERICAS FOUNDATION	20-5900761

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	VODAFONE GROUP ENTERPRISES, INC. VODAFONE GROUP ENTERPRISES, INC. 275 SHORELINE DRIVE SUITE 400 SAN MATEO CA 94065	$ 13,512	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	VODAFONE AMERICAS INC. VODAFONE AMERICAS INC. 999 18TH ST. SUITE 1750 DENVER CO 80202	$ 11,000	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
VODAFONE AMERICAS FOUNDATION

Employer identification number
20-5900761

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	RENT ALLOCATION	$ 13,512	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ACCOUNTING SERVICES	$ 11,000	

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

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

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

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

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING AND AUDITING	$ 78,900	$	$	$ 34,000
TOTAL	$ 78,900	$ 0	$ 0	$ 34,000

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PROFESSIONAL SERVICES-OTHER	$ 12,000	$	$	$ 4,132
INVESTMENT MANAGEMENT FEES	24,504	24,504		
TOTAL	$ 36,504	$ 24,504	$ 0	$ 4,132

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
DEFERRED EXCISE TAX	$ 28,015	$	$	$
CURRENT EXCISE TAX	40,419			42,000
PAYROLL TAXES	15,589			15,589
TOTAL	$ 84,023	$ 0	$ 0	$ 57,589

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
LODGING	4,106			4,106
M & E 100%	1,182			1,182
TRANSPORTATION	9,353			9,353

Federal Statements

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
OTHER OFFICE EXPENSE	$ 3,151	$	$	$ 3,151
TELEPHONE CHARGES	924			924
BANK FEES	205			205
MEMBERSHIPS	1,866			1,866
WIRELESS INNOVATION PROJECT	90,295			90,295
CROWD FUNDING	9,500			9,500
M & E 50%	256			256
OFFICE PRINTING	1,122			1,122
OFFICE SUPPLIES & MATERIALS	125			125
FEES & LICENSES	5,567			5,567
BUSINESS CONFERENCES	675			675
TOTAL	$ 128,327	$ 0	$ 0	$ 128,327

Statement 5 - Form 990-PF, Part II, Line 10a - US and State Government Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BARCLAYS US DEBT INDEX FUND	$ 7,055,881	$ 7,597,411	MARKET	$ 7,597,411
TOTAL	$ 7,055,881	$ 7,597,411		$ 7,597,411

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MSCI EMERGING MARKETS FREE B	$ 1,060,426	$ 1,068,085	MARKET	$ 1,068,085
BARCLAYS EAFE EQUITY INDEX FUND	3,172,172	3,398,252	MARKET	3,398,252
BARCLAYS EQUITY INDEX FUND	7,121,264	8,225,207	MARKET	8,225,207
BARCLAYS RUSSELL 2000 ALPHA	2,137,396	2,404,654	MARKET	2,404,654
TOTAL	$ 13,491,258	$ 15,096,198		$ 15,096,198

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
DEFERRED EXCISE TAXES PAYABLE	$ 9,837	$ 37,852
TOTAL	$ 9,837	$ 37,852

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
ESTIMATED UNREALIZED GAINS FROM INVESTMENTS	$ 1,657,780
TOTAL	$ 1,657,780

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
PETERS SUH 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
MEGAN DOBERNECK 999 18TH STREET, SWT, #1750 DENVER CO 80202	SECRETARY	3.00	0	0	0
ARUN SARIN 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
WILLIAM KEEVER 999 18TH STREET, SWT, #1750 DENVER CO 80202	DIRECTOR	1.00	0	0	0
JUNE SUGIYAMA 999 18TH STREET, SWT, #1750 DENVER CO 80202	EXEC. DIREC.	40.00	135,500	27,696	0
LYNN OLIVER 999 18TH STREET, SWT, #1750 DENVER CO 80202	ASSIT. SECR.	1.00	0	0	0
FAY ARJOMANDI 999 18TH STREET, SWT, #1750 DENVER CO 80202	PRESIDENT	1.00	0	0	0
ANNA EWING 999 18TH STREET, SWT, #1750 DENVER CO 80202	TREASURER	1.00	0	0	0

Statement 10 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
VODAFONE AMERICAS FOUNDATION ACCEPTS FUNDING REQUESTS THROUGHOUT THE YEAR. TO APPLY FOR A GRANT, SEND A BRIEF LETTER TO THE ADDRESS IN 2A. YOUR LETTER SHOULD INCLUDE: 1- A COPY OF YOUR ORGANIZATION'S 501(C)(3) DETERMINATION LETTER; 2- BACKGROUND INFORMATION ABOUT YOUR ORGANIZATION AND ITS MISSION, THE POPULATION YOU SERVE AND YOUR UNIQUE ROLE IN THE COMMUNITY; 3- A DESCRIPTION OF THE PROGRAM FOR WHICH YOU ARE REQUESTING FUNDS, INCLUDING EVIDENCE OF NEED, PROJECT BUDGET AND HOW SUCCESS WILL BE MEASURED; 4- HOW YOUR ORGANIZATION/PROGRAM FITS THE GUIDELINES OF VODAFONE AMERICAS FOUNDATION; 5-A DESCRIPTION OF HOW YOU WILL REPORT PROGRAM/PROJECT RESULTS TO THE VODAFONE AMERICAS FOUNDATION; 6- A LIST OF YOUR BOARD OF DIRECTORS AND THEIR AFFILIATIONS; 7- A CURRENT OPERATING BUDGET, INCLUDING PENDING AND/OR COMMITTED SOURCES OF INCOME; AND 8- A COPY OF YOUR MOST RECENT FEDERAL TAX RETURN (FORM 990) AND A COPY OF YOUR MOST RECENT AUDITED FINANCIAL STATEMENTS, IF AVAILABLE.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Federal Statements

Statement 11 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description

WE GENERALLY DO NOT MAKE GRANTS TO SUPPORT CAPITAL OR ENDOWMENT CAMPAIGNS, SPORTS PROGRAMS OR FUNDRAISING EVENTS, CAUSE-RELATED MARKETING, MEMBERSHIPS, EMERGENCY APPEALS OR FLOW-THROUGH GRANTING ORGANIZATIONS.
GRANT SEEKERS SHOULD ALSO BE AWARE THAT THE FOUNDATION DOES NOT PROVIDE ANY VODAFONE PRODUCTS OR SERVICES.
VODAFONE AMERICAS FOUNDATION CONSIDERS REQUESTS FOR BOTH NEW AND EXISTING PROGRAMS AND PROJECTS. WE MAKE GRANTS ONLY TO 501(C)(3) NONPROFIT ORGANIZATIONS THAT ARE NOT CLASSIFIED AS PRIVATE FOUNDATIONS.
VODAFONE AMERICAS FOUNDATION DOES NOT SUPPORT INDIVIDUALS, POLITICAL ORGANIZATIONS, RELIGIOUS ORGANIZATIONS SEEKING GRANTS FOR SECTARIAN PURPOSES, FRATERNAL, VETERANS, OR LABOR GROUPS WHEN SERVING ONLY THEIR OWN MEMBERSHIP, INDIVIDUAL K-12 SCHOOLS OR SCHOOL DISTRICTS, MEDICAL CLINICS OR MEDICAL RESEARCH. IN ADDITION, THE FOUNDATION WILL NOT SUPPORT ORGANIZATIONS THAT PRACTICE UNLAWFUL DISCRIMINATION IN THE PROVISION OF SERVICES.
IF YOUR ORGANIZATION RECEIVES A GRANT, YOU SHOULD NOT VIEW IT AS A PRECEDENT FOR FUTURE FINANCIAL SUPPORT.
VODAFONE AMERICAS FOUNDATION GEOGRAPHICALLY FOCUSES ITS FUNDING IN AREAS WHERE VODAFONE HAS A CORPORATE PRESENCE.

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt

Name / Address	Relationship	Address / Status	Purpose	Amount
MASS INSTITUTE OF TECH. CAMBRIDGE MA 02139	N/A	32 VASSAR STREET 32-G414 PC	WIRELESS INNOVATION PROJECT	100,000
MASSACHUSETTS GENERAL HOSPITAL BOSTON MA 02114	N/A	175 CAMBRIDGE ST. PC	WIRELESS INNOVATION PROJECT	33,360
UNIVERSITY OF CALIFORNIA, RIVERSIDE RIVERSIDE CA 92507	N/A	900 UNIVERSITY AVE PC	WIRELESS INNOVATION PROJECT	150,000
STANFORD UNIVERSITY STANFORD CA 94305	N/A	318 CAMPUS DRIVE WEST PC	WIRELESS INNOVATION PROJECT	99,950
INVENTURE NEW YORK NY 10035	N/A	2253 THIRD AVENUE PC	WIRELESS INNOVATION PROJECT	33,360
NEXLEAF LOS ANGELES CA 90064-2212	N/A	2536 PELHAM AVE PC	WIRELESS INNOVATION PROJECT	250,000
UNIVERSITY OF ILLINOIS CHAMPAIGN IL 61820	N/A	610 EAST JOHN STREET PC	WIRELESS INNOVATION PROJECT	166,650
PENNSYLVANIA STATE UNIVERSITY UNIVERSITY PARK PA 16802	N/A	201 OLD MAIN PC	WIRELESS INNOVATION PROJECT	83,340
BAYKIDS STUDIO SAN FRANCISCO CA 94129	N/A	1007 GENERAL KENNEDY AVE PC	TO LAUNCH "TEXT IT TO ME" PROGRAM	12,500
THE UNREASONABLE INSTITUTE BOULDER CO 80302	N/A	1801 13TH STREET, STE 400 PC	TO SUPPORT UNREASONALBE FELLOWS	15,000
GLOBAL HEALTH RESEARCH FOUNDATION LOS ALTOS CA 94023	N/A	PO BOX 320 PC	LONG TERM MOBILE TECHNOLOGY PROGRAM	25,000
USHAHIDI ORLANDO FL 32878	N/A	PO BOX 782208 PC	TO SUPPORT LAUNCH OF OPEN PLATFORM	25,000
INTERNEWS ARCATA CA 95518-4448	N/A	PO BOX 4448 PC	INTERNATIONAL DEVELOPMENT PROJECTS	25,000
YOUTH RADIO OAKLAND CA 94612	N/A	1701 BROADWAY PC	WORKFORCE PATHWAYS PROJECT	25,000
SANTA CLARA UNIVERSITY SANTA CLARA CA 95053	N/A	500 EL CAMINO REAL PC	TO SUPPORT FRUGAL INNOVAITON LAB	20,000

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3b - Grants and Contributions Approved for Future Pmt (continued)

Name Address	Address Relationship	Status	Purpose	Amount
TOTAL				1,064,160

2014 Grants List

January 1 – December 31, 2013

7/8/2014

Payee Organization Request Primary Contact Project Title	Staff	Amount Check # Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status
Akshaya Patra USA Dutta, Piyali 92 Montvale Avenue, Suite 2500 Stoneham, MA 02180 *Employee Matching*	June Sugiyama	$100 00 1125 7/15/2013	$100 00	$0 00	170(b)(1)(A0(vi)
Alameda Little League Kees, Roan 1315 Grand Street Alameda, CA 94501 *Employee match*	June Sugiyama	$200 00 1059 3/12/2013	$200 00	$0 00	509(a)(1)
American Heart Association Denver Tobin, Sara 1280 S Parker Road Denver, CO 80231 *Director's matching*	June Sugiyama	$1,500 00 1154 10/8/2013	$1,500 00	$0 00	170(b)(1)(A)(vi)
American Red Cross, Bay Area Chapter Payton, Charlotte 85 Second Street, 8th Floor San Francisco, CA 94105-3441 *Matching campaign*	June Sugiyama	$1,000 00 1169 12/4/2013	$1,000 00	$0 00	509(a)(1)
Applied Innovation Institute 4104 24th St , Ste 713 San Francisco, CA 94114 *To support the University Mobile Challenge*	June Sugiyama	$10,000 00 1182 12/4/2013	$10,000 00	$0 00	501(c)(3)
The Athenian School Brown, Dyke 2100 Mt Diablo Scenic Blvd Danville, CA 94506-2002 *Director's matching*	June Sugiyama	$3,000 00 1134 8/19/2013	$3,000 00	$0 00	509(a)(1)

Payee Organization Request Primary Contact Project Title	Staff	Amount Check # Paid Date	Deduct Amount	Non-Deduct Amount	Tax Status
Baykids Studios Kothari, Devora 1007 General Kennedy Ave San Francisco, CA 94129 *To support the text it to me program*	June Sugiyama	$12,500 00 1102 6/11/2013	$12,500 00	$0 00	509(a)(1)
Blum Center for Developing Economics McCormick, Maryanne The University of California Blum Hall, #5570 Berkeley, CA 94720-5570 *Director's Match*	June Sugiyama	$5,000 00 1178 12/12/2013	$5,000 00	$0 00	170(b)(1)(A)(vi)
Code for America *To support the Fellowship Program*	Genevieve Sublette	$25,000 00 1164 12/25/2013	$25,000 00	$0 00	509(a)(1)
Community Technology Alliance *To support the convening and report on the status of mobile phone services for poor and homeless communities*	June Sugiyama	$15,000 00 1112 6/21/2013	$15,000 00	$0 00	509(a)(1)
COPE Family Center Gallagher, Joelle 1340 Fourth Street POB 815 Napa, CA 94559 *Directors' match*	June Sugiyama	$2,500 00 1175 12/12/2013	$2,500 00	$0 00	170(b)(1)(A)(vi)
Denver CASA O'Dell Davis, Lisa 225 E 16th Ave Suite B80 Denver, CO 80203 *To support the Child Advocates, Denver CASA*	June Sugiyama	$15,000 00 1140 9/5/2013	$15,000 00	$0 00	509(a)(1)

Payee Organization Request Primary Contact Project Title	Staff	Amount Check # Paid Date	Deduct Amount	Non- Deduct Amount	Tax Status
Denver Rescue Mission *Employee Group Matching for Turkey jeans*	June Sugiyama	$300 00 1048 1/17/2013	$300 00	$0 00	509(a)(1)
Diablo Regional Arts Association White, Peggy 1601 Civic Drive Walnut Creek, CA 94596 *Directors' Match*	June Sugiyama	$500 00 1194 12/20/2013	$500 00	$0 00	509(a)(2)
Digital Divide Data Chertok, Michael 972 Mission Street, Suite 500 San Francisco, CA 94103 *To support Mobile Info to Go Project in Cambodia*	June Sugiyama	$25,000 00 1139 9/5/2013	$25,000 00	$0 00	509(a)(1)
Dixie State College Athletics Department *Employee Matching*	June Sugiyama	$200 00 1150 10/8/2013	$200 00	$0 00	509(a)(1)
Dowser Chhabra, Esha c/o Civic Ventures/Encore org P O Box 29542 The Presidio of San Francisco San Francisco, CA 94129 *General operating support*	June Sugiyama	$10,000 00 1117 new Check 1118 6/27/2013	$10,000 00	$0 00	509(a)(1)
Dumb Friends League Knox, Jacintha 2080 S Quebec Street Denver, CO 80231 *Director's match*	June Sugiyama	$1,500 00 1121 7/10/2013	$1,500 00	$0 00	509(a)(2)

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Encinal High School Smith, William 210 Central Avenue Alameda, CA 94501 *Employee Match*	June Sugiyama	$500 00 1092 5/7/2013	$500 00	$0 00	509(a)(1)
The Foundation Center Camerena, Janet 312 Sutter Street, Suite 606 San Francisco, CA 94108 *To support the technology series for nonprofits and foundations*	June Sugiyama	$10,000 00 1138 9/5/2013	$10,000 00	$0 00	509(a)(1)
Global Health Research Foundation Weirich, Erica PO Box 320 Los Altos, CA 94022 *To support mobile technology programs in health in Bhutan and Nepal*	June Sugiyama	$25,000 00 1116 6/27/2013	$25,000 00	$0 00	509(a)(3)
Health For America Prakash, Kapil 1200 23rd St NW #606 Washington, DC 20037 *To support the Fellows Project*	June Sugiyama	$20,000 00 1083 4/16/2013	$20,000 00	$0 00	509(a)(3)
Health Technology Forum Mendoza, Jesse c/o Jordan International Aid PO Box 663 San Martin, CA 95046 *To support the Health Technology Forum and future Hack-a-thon*	June Sugiyama	$15,000 00 1103 5/28/2013	$15,000 00	$0 00	501(c)(3)
ImpactAssets Inc. *To support 3 projects within the SoCap Conference*	June Sugiyama	$20,000 00 1136 8/19/2013	$20,000 00	$0 00	170(b)(1)(A)(vi)

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ImpactAssets Inc. *To support Startup Weekend*	June Sugiyama	$10,000 00 1158 10/31/2013	$10,000 00	$0 00	170(b)(1)(A)(vi)
International House Lurie, Joseph University of California 2299 Piedmont Ave Berkeley, CA 94720-2320 *Director's Match*	June Sugiyama	$5,000 00 1179 12/12/2013	$5,000 00	$0 00	509(a)(1)
Internews *To support the development of a knowledge sharing database on best practices concerning privacy and security in international development*	June Sugiyama	$25,000 00 1183 12/18/2013	$25,000 00	$0 00	509(a)(1)
Inveneo *To support the TechSalon series*	June Sugiyama	$15,000 00 1187 12/18/2013	$15,000 00	$0 00	509(a)(2)
InVenture Fund Inc. D/B/A InVenture Foundation Pino, Miriam c/o East Harlem Neighborhood Based Alliance Corporation 2253 Third Avenue, 2nd Floor New York, NY 10035 *WIP 2012 3rd Place Winner*	Genevieve Sublette	$16,660 00 1086 4/17/2013	$16,660 00	$0 00	509(a)(1)
InVenture Fund Inc. D/B/A InVenture Foundation Pino, Miriam c/o East Harlem Neighborhood Based Alliance Corporation 2253 Third Avenue, 2nd Floor New York, NY 10035 *WIP 2012 3rd Place Winner*	Genevieve Sublette	$16,660 00 1086 4/17/2013	$16,660 00	$0 00	509(a)(1)

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Youth Tech Health Levine, Debra Executive Director and Founder ISIS, Inc 409 13th Street, 14th Floor Oakland, CA 94612 *To support their annual conference and conduct convenings on mobile and social sector privacy*	June Sugiyama	$20,000 00 1137 8/19/2013	$20,000 00	$0 00	501(c)(3)
Jefferson Center for Mental Health Oliver, Jeanne 4851 Independence St Wheat Ridge, CO 80033-6715 *Employee Match*	June Sugiyama	$3,000 00 1074 3/20/2013	$3,000 00	$0 00	509(a)(1)
Jordan International Aid Mendoza, Jesse c/o Jordan International Aid PO Box 663 San Martin, CA 95046 *To support the Health Technology Forum and for international disaster relief*	June Sugiyama	$15,000 00 1103 5/28/2013	$15,000 00	$0 00	
Jordan International Aid Mendoza, Jesse c/o Jordan International Aid PO Box 663 San Martin, CA 95046 *To support disaster relief in Philippines*	June Sugiyama	$15,000 00 1184 12/18/2013	$15,000 00	$0 00	
Leukemia & Lymphoma Society Denver *Director's Match*	June Sugiyama	$1,050 00 1085 4/17/2013	$1,050 00	$0 00	170(b)(1)(A)(vi)

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Massachusetts Institute of Technology Khudisman, Ellina Computer Science and Artificial Intelligence Laboratory 32 Vassar Street, 32-G414 Cambridge, MA 02139 *6th WIP payment*	June Sugiyama	$16,680 00 1135 8/19/2013	$16,680 00	$0 00	170(b)(1)(A)(ii)
MIT Media Lab Raskar, Ramesh Room E14-474G 75 Amherst St Cambridge, MA 02139 *WIP 2011 1st Place Winner*	Genevieve Sublette	$50,000 00 1050 1/17/2013	$50,000 00	$0 00	509(a)(1)
MIT Media Lab Raskar, Ramesh Room E14-474G 75 Amherst St Cambridge, MA 02139 *WIP 2011 1st Place Winner*	Genevieve Sublette	$50,000 00 1155 10/8/2013	$50,000 00	$0 00	509(a)(1)
Napa Valley Museum Nelson, Eric P O Box 3567 55 Presidents Circle Yountville, CA 94599 *Directors Match*	June Sugiyama	$2,500 00 1177 12/12/2013	$2,500 00	$0 00	509(a)(1)
Nexleaf Analytics Ramanathan, Nithya 2356 Oekgan Avenue Los Angeles, CA 90064 *2013 WIP Winner - ColdTrace*	June Sugiyama	$50,000 00 1111 6/20/2013	$50,000 00	$0 00	170(b)(1)(A)(vi)

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Northern California Grantmakers Lacon, Colin 625 Market Street 3rd Floor San Francisco, CA 94105 *To support the loan funds, corporate contributions roundtable and general operating*	June Sugiyama	$15,000 00 1153 10/8/2013	$15,000 00	$0 00	5019(a)(2)
Pennsylvania State University Dobo, Orlando Office of Research and Accounting 227 W Beaver Avenue, Suite 401 State College, PA 16801 *2013 3rd Place WIP Winner - G-Fresnel Cell Phone Spectrometer*	June Sugiyama	$16,660 00 1110 6/20/2013	$16,660 00	$0 00	501(c)(3)
Planned Parenthood of Shasta-Diablo McCrea, Laura L 2185 Pacheco Street Concord, CA 94520 *Directors Match*	June Sugiyama	$2,500 00 1176 12/12/2013	$2,500 00	$0 00	509(a)(2)
The Regents of the University of California Keogh, Eamonn Department of Computer Science and Engineering Winston Chung Hall (formally EB II) University of California, Riverside Riverside, CA 92521 *WIP 2012 1st Place Winner - Wireless Bug Sensor*	Genevieve Sublette	$50,000 00 1049 1/17/2013	$50,000 00	$0 00	509(a)(1)
The Regents of the University of California *WIP 2011 2nd Place Winner*	Genevieve Sublette	$33,300 00 1113 6/27/2013	$33,300 00	$0 00	170(b)(1)(A)(vi)

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The Regents of the University of California Keogh, Eamonn Department of Computer Science and Engineering Winston Chung Hall (formally EB II) University of California, Riverside Riverside, CA 92521 *WIP 2012 1st Place Winner - Wireless Bug Sensor*	Genevieve Sublette	$50,000 00 1141 9/5/2013	$50,000 00	$0 00	509(1)(1)
The Regents of the University of California *WIP 2011 2nd Place Winner*	Genevieve Sublette	$33,300 00 1185 12/11/2013	$33,300 00	$0 00	509(a)(1)
Robert F. Kennedy Center for Justice and Human Rights Charbonnet, Jennifer Attention Brigette Vannall 1300 19th St , NW Washington, DC 20036 *To support their health technology devices in their international programs*	June Sugiyama	$20,000 00 1133 8/19/2013	$20,000 00	$0 00	509(a)(1)
Ronald McDonald House Martin, Richard 405 East 73rd Street New York, NY 10021-3865 *Employee Matching*	June Sugiyama	$1,000 00 1166 12/4/2013	$1,000 00	$0 00	509(a)(1)
Santa Clara University Frugal Innovation Lab Basu, Radha CA *To support social enterprise case studies*	June Sugiyama	$20,000 00 1159 10/31/2013	$20,000 00	$0 00	509(a)(1)
Second Harvest Food Bank *2013 Share Your Lunch programs*	June Sugiyama	$5,000 00 1084 4/19/2013	$5,000 00	$0 00	509(a)(1)

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Social Media for Nonprofits *To support Social Media and Nonprofit Book camp sessions in Silicon Valley*	June Sugiyama	$7,500 00 1078 3/25/2013	$7,500 00	$0 00	501(c)(3)
Southmoor Partners in Excellence Inc. *Director's match*	June Sugiyama	$6,255 00 1101 6/11/2013	$6,255 00	$0 00	170(b)(1)(A)(vi)
Stanford Gap for Good Le, My Stanford University Development Services PO Box 20466 Stanford, CA 94309-0466 *To support Summer Program*	June Sugiyama	$15,000 00 1107 6/11/2013	$15,000 00	$0 00	509(a)(1)
Stanford University More, Patrick Shriram Center Bioengineering & Chemical Engineering 443 Via Ortega Stanford, CA 94304-4125 *WIP 2012 2nd Place Winner*	Genevieve Sublette	$33,350 00 1090 4/17/2013	$33,350 00	$0 00	509(a)(1)
Stanford University More, Patrick Shriram Center Bioengineering & Chemical Engineering 443 Via Ortega Stanford, CA 94304-4125 *WIP 2012 2nd Place Winner*	Genevieve Sublette	$33,350 00 1114 6/27/2013	$33,350 00	$0 00	509(a)(1)

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Tahoe Maritime Museum Bredt, Tom PO Box 627 Homewood, CA 96141 *Directors Match*	June Sugiyama	$2,500 00 1174 12/12/2013	$2,500 00	$0 00	509(a)(1)
Thorn *To support their ShortCode texting work to deter human trafficking*	June Sugiyama	$25,000 00 1188 12/18/2013	$25,000 00	$0 00	170(b)(1)(A)(vi)
UCLA Foundation Bianco, Brooke 10920 Wilshire Blvd 11th Floor Los Angeles, CA 90095-9000 *Directors' Match*	June Sugiyama	$1,500 00 1196 12/20/2013	$1,500 00	$0 00	509(a)(1)
The UCLA Foundation Norouz, Leyli UCLA Anderson School of Management 110 Westwood Plaza, Mullin Management Commons Suite F301, Box 951481 Los Angeles, CA 90095 *Directors' Match*	June Sugiyama	$1,500 00 1195 12/20/2013	$1,500 00	$0 00	509(a)(1)
University of California Pracher, Cecilia Accounting Services- EFA 2195 Hearst Ave, Room 130 Berkeley, CA 94720-1103 *2010 WIP Winner*	June Sugiyama	$50,000 00 1093 5/7/2013	$50,000 00	$0 00	509(a)(1)

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University of Illinois at Urbana Champaign Topudurti, Nandini Department of Electrical and Computer Engineering 208 N Wright Street Urbana, IL 61801 *2013 2nd place WIP Winner - MoboSens*	June Sugiyama	$33,350 00 1109 6/20/2013	$33,350 00	$0 00	
University of Pennsylvania *To support the Hach the Change event*	June Sugiyama	$2,350 00 1152 10/8/2013	$2,350 00	$0 00	509(a)(1)
The Unreasonable Institute Ravilochan, Teju 1877 Broadway, Suite 100 Boulder, CO 80202 *To support the Unreasonable Institute fellows with mobile solutions*	June Sugiyama	$15,000 00 1104 5/28/2013	$15,000 00	$0 00	170(b)(1)(A)(vi)
Ushahidi *To support Ushahidi 3 0 open source platform*	June Sugiyama	$25,000 00 1189 12/18/2013	$25,000 00	$0 00	170(b)(1)(a)(vi)
World Affairs Council of Northern California Wales, Jane 312 Sutter Street, Suite 200 San Francisco, CA 94108 *2013 Innovation Project - Global Philanthropy Forum*	June Sugiyama	$40,000 00 1108 6/24/2013	$40,000 00	$0 00	509(a)(2)
Youth Radio O'Leary, Ellin 1701 Broadway Oakland, CA 94612 *To support the Media and Technology Workforce Pathway program*	June Sugiyama	$25,000 00 1181 12/18/2013	$25,000 00	$0 00	509(a)(1)

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ZeroDivide Guillermo, Tessie 425 Bush Street, Suite 300 San Francisco, CA 94108 *Second payment of $20,000 grant*	June Sugiyama	$10,000 00 1193 12/18/2013	$10,000 00	$0 00	509(a)(1)
	Grand Total (68 items)	$1,103,765 00	$1,103,765 00	$0 00	