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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 instructions is at www.irs.gov/form990pf.

OMB No 1545-0052




2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation The Kendeda Fund		A Employer identification number 20-6881642	
% c/o Foundation Source		B Telephone number (see instructions) (800) 839-1754	
Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd Suite 123		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 72,352,430		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

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)	40,987,000			
	2 Check ▶ <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,305	1,305		
	4 Dividends and interest from securities.	1,427,599	1,375,263		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	876,158			
	b Gross sales price for all assets on line 6a 54,398,636				
	7 Capital gain net income (from Part IV , line 2) . . .		37,013,086		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	43,292,062	38,389,654		
	13 Compensation of officers, directors, trustees, etc	264,218	264,218		
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	900	0	0	900
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	384,834			384,834
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	867,008			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	21,966			21,966
	22 Printing and publications				
	23 Other expenses (attach schedule)	101,500			101,500
	24 Total operating and administrative expenses. Add lines 13 through 23	1,640,426	264,218	0	509,200
	25 Contributions, gifts, grants paid	27,418,311			27,418,311
	26 Total expenses and disbursements. Add lines 24 and 25	29,058,737	264,218	0	27,927,511
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	14,233,325			
	b Net investment income (if negative, enter -0-)		38,125,436		
	c Adjusted net income (if negative, enter -0-)				

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	15,532,682	4,073,023	4,073,023
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	9,886		
	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			
	10a	Investments—U S and state government obligations (attach schedule)	4,262,737	 4,307,398	4,197,536
	b	Investments—corporate stock (attach schedule)	31,120,800	 53,062,519	55,725,807
	c	Investments—corporate bonds (attach schedule).	4,919,859	 8,636,349	8,356,064
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	55,845,964	70,079,289	72,352,430
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	55,845,964	70,079,289	
	30	Total net assets or fund balances (see page 17 of the instructions)	55,845,964	70,079,289	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	55,845,964	70,079,289	

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	55,845,964
2	Enter amount from Part I, line 27a	2	14,233,325
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	70,079,289
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	70,079,289

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)
1 a Publicly-traded Securities				
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 54,398,636		17,385,550	37,013,086	
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			37,013,086	
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	37,013,086
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	29,619,805	41,776,860	0 709
2011	30,124,604	11,087,228	2 717055
2010	29,113,392	10,678,558	2 726341
2009	31,361,140	13,872,695	2 260638
2008	37,908,401	5,908,249	6 416182

2 Total of line 1, column (d).	2	14 829216
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	2 965843
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	67,261,107
5 Multiply line 4 by line 3.	5	199,485,883
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	381,254
7 Add lines 5 and 6.	7	199,867,137
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	27,927,511

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	762,509
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	762,509
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	762,509
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	606,500
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	606,500
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	156,009
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

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	Yes	No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	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		No
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?	2		No
	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	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	Yes	
	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 <ul style="list-style-type: none">By language in the governing instrument, orBy 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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) GA _____			
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	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address				
14	The books are in care of <div>co Foundation Source</div> Telephone no <div>(800) 839-1754</div> <div>Located at 501 Silverside Road Suite 123 Wilmington DE</div> ZIP +4 <div>198091377</div>			
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.			
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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (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).	<div><div></div> Yes <div>✓</div> No</div> <div><div></div> Yes <div>✓</div> No</div> <div><div></div> Yes <div>✓</div> No</div> <div><div>✓</div> Yes <div></div> No</div> <div><div></div> Yes <div>✓</div> No</div> <div><div></div> Yes <div>✓</div> No</div>		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(4)	Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/>		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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
Atlantic Trust Company NA Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Trustee 1 0	264,218		
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
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
Diane Ives Consulting Inc 122 Park Ave Takoma Park, MD 20912	Philanthropic Cons	262,000
Foundation Source 55 Walls Drive suite 302 Fairfield, CT 06824		
McNamara Consulting Inc PO BOX 101 BOZEMAN, MT 59771	Administrative	89,500
Dena Kimball 316 9th street ne ATLANTA, GA 30309	Philanthropic cons	57,834
	philanthropic cons	65,000
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 WORKING WITH COMMUNITY PARTNERS AND LABOR TO EXPLORE THE INTERSECTION OF DEMOCRATIC ENGAGEMENT, SHARED WEALTH GENERATION AND CITIES' EFFORTS TO BECOME MORE SUSTAINABLE	2,374
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	

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	59,366,894
b	Average of monthly cash balances.	1b	8,918,494
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	68,285,388
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	0
3	Subtract line 2 from line 1d.	3	68,285,388
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,024,281
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	67,261,107
6	Minimum investment return. Enter 5% of line 5.	6	3,363,055

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	3,363,055
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	762,509
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	762,509
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,600,546
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,600,546
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	2,600,546

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	27,927,511
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	27,927,511
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	27,927,511
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			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only.			
b		Total for prior years 2011 , 2010 , 2009			
3		Excess distributions carryover, if any, to 2013			
a	From 2008.	34,295,365			
b	From 2009.	31,361,140			
c	From 2010.	29,038,687			
d	From 2011.	30,124,604			
e	From 2012.	29,045,845			
f Total of lines 3a through e.		153,865,641			2,600,546
4		Qualifying distributions for 2013 from Part XII, line 4 \$ 27,927,511			
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.			
e		Remaining amount distributed out of corpus			
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			
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).			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a	Excess from 2009.	31,361,140			
b	Excess from 2010.	29,038,687			
c	Excess from 2011.	30,124,604			
d	Excess from 2012.	29,045,845			
e	Excess from 2013.	25,326,965			0

Part XIV

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

85% of line 2a

Qualifying distributions from Part XII, line 4 for each year listed

Amounts included in line 2c not used directly for active conduct of exempt activities

Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

Complete 3a, b, or c for the alternative test relied upon

"Assets" alternative test—enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.

"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

1

NONE

D

2

Check here ☒

a

b

C

d

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment


Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	27,418,311
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated


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

Form **990-PF** (2013)


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AEON 901 N 3RD ST MINNEAPOLIS,MN 55401	N/A	PC	The Rose Project	1,500,000
ALASKA WILDERNESS LEAGUE 122 C ST NW STE 240 WASHINGTON,DC 20001	N/A	PC	General & Unrestricted	30,000
ALLIANCE FOR CLIMATE EDUCATION INC 426 17TH ST STE 450 OAKLAND,CA 94612	N/A	PC	Atlanta Program	50,000
AMERICAN JEWISH WORLD SERVICE INC 45 W 36TH ST 11TH FL NEW YORK,NY 10018	N/A	PC	AJWS Child Marriage Initiative	693,715
AMERICAN RIVERS INC 1100 14TH ST NW STE 1400 WASHINGTON,DC 20005	N/A	PC	general operations and the Campaign for Montana's headwaters	235,000
APPALACHIAN INSTITUTE FOR RENEWABLE ENERGY 164 S DEPOT ST BOONE,NC 28607	N/A	PC	General & Unrestricted	100,000
BLESSED EARTH INC 450 OLD VINE ST 3RD FL LEXINGTON,KY 40507	N/A	PC	General & Unrestricted	600,000
CAPITAL INSTITUTE 73 ARCH ST GREENWICH,CT 06830	N/A	PC	Beyond Sustainability The Field Guide to Investing in regenerative economy	50,000
CAPTAIN PLANET FOUNDATION INC 133 LUCKIE ST ATLANTA,GA 30303	N/A	PC	Learning Gardens Program	50,000
CENTER FOR HEALTH ENVIRONMENT AND JUSTICE 150 S WASHINGTON ST STE 300 FALLS CHURCH,VA 22046	N/A	PC	General & Unrestricted	5,000
CENTER FOR LABOR AND COMMUNITY RESEARCH 3411 W DIVERSEY AVE STE 10 CHICAGO,IL 60647	N/A	PC	general support and educational consulting planning	500,000
CENTER FOR MAXIMUM POTENTIAL BUILDING SYSTEMS INC 8604 FARM TO MARKET 969 AUSTIN,TX 78724	N/A	PC	General & Unrestricted	75,000
CENTER FOR WHOLE COMMUNITIES INC 700 BRAGG HILL RD FAYSTON,VT 05673	N/A	PC	Urban Whole Thinking Program	75,000
CHATTAHOOCHEE RIVERKEEPER INC 916 JOSEPH LOWERY BLVD NW PURITAN ATLANTA,GA 30318	N/A	PC	Aquatic Learning Program and Neighborhood Water watch project	40,000
COMMONWISE EDUCATION INC 464 BLACK WILLOW LN CHARLOTTE,VT 05445	N/A	PC	Bronx Cooperative Development Initiative	300,000
Total  3a				27,418,311


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
COOPERATIVE FOR ASSISTANCE AND RELIEF EVERYWHERE I PO BOX 1871 MERRIFIELD,VA 22116	N/A	PC	Tipping Point Innovation and Advocacy in Addressing underlying causes of child marriage	1,000,000
DEMOCRACY COLLABORATIVE FOUNDATION INC 1422 EUCLID AVE STE 616 CLEVELAND,OH 44115	N/A	PC	General & Unrestricted	300,000
DEMOCRACY COLLABORATIVE FOUNDATION INC 1422 EUCLID AVE STE 616 CLEVELAND,OH 44115	N/A	PC	Capacity Building Initiative	500,000
DETROITERS WORKING FOR ENVIRONMENTAL JUSTICE 4750 WOODWARD AVE STE 417 DETROIT,MI 48201	N/A	PC	General & Unrestricted	400,000
EARTH ISLAND INSTITUTE INC 2150 ALLSTON WAY STE 460 BERKELEY,CA 94704	N/A	PC	Energy Action Coalition Project	900,000
ECO-LOGIC DEVELOPMENT FUND 25 MOUNT AUBURN ST STE 203 CAMBRIDGE,MA 02138	N/A	PC	General Support, 1 1 challenge for the agroforestry program, project start-up fund, and innovation competition	375,000
ECOLOGY CENTER 2530 SAN PABLO AVE BERKELEY,CA 94710	N/A	PC	Environmental Literacy Project Roots of Success	155,100
EMERALD CITIES COLLABORATIVE INC 1140 CONNECTICUT AVE NW 1210 WASHINGTON,DC 20036	N/A	PC	General & Unrestricted	1,000,000
ENTERPRISE COMMUNITY PARTNERS INC 70 CORPORATE CENTER 11000 BROKEN L COLUMBIA,MD 21044	N/A	PC	Enterprise Rose Architectural Fellowship Program	625,000
ENTERPRISE COMMUNITY PARTNERS INC 70 CORPORATE CENTER 11000 BROKEN L COLUMBIA,MD 21044	N/A	PC	Green Communities Initiative	625,000
ENVIRONMENTAL HEALTH STRATEGY CENTER 565 CONGRESS ST STE 204 PORTLAND,ME 04101	N/A	PC	Maine Sustainable Bioplastics Project	50,000
EVERGREEN COOPERATIVE CORPORATION 540 E 105TH ST CLEVELAND,OH 44108	N/A	PC	Evergreen Training and Leadership Development Program	100,000
FUND FOR GLOBAL HUMAN RIGHTS 1666 CONNECTICUT AVE NW STE 4 WASHINGTON,DC 20009	N/A	PC	Environmental Justice Initiative	50,000
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMU 1500 SAN REMO AVE CORAL GABLES,FL 33146	N/A	PC	General & Unrestricted	50,000
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMU 1500 SAN REMO AVE CORAL GABLES,FL 33146	N/A	PC	Local Sustainability Matching Fund	200,000
Total  3a				27,418,311


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
FUNDERS NETWORK FOR SMART GROWTH AND LIVABLE COMMU 1500 SAN REMO AVE CORAL GABLES,FL 33146	N/A	PC	Scan of Neighborhood and District Scale Sustainability models	10,000
FUTURE WEST PO BOX 1253 BOZEMAN,MT 59771	N/A	PC	General & Unrestricted	25,000
GALLATIN VALLEY LAND TRUST 25 N WILSON BOZEMAN,MT 59715	N/A	PC	organizational assessment planning Project	15,000
GALLATIN VALLEY LAND TRUST 25 N WILSON BOZEMAN,MT 59715	N/A	PC	Building Capacity and Sustainability for GVLТ Initiative	200,000
GARRISON INSTITUTE PO BOX 532 GARRISON,NY 10524	N/A	PC	General & Unrestricted	30,000
GEORGIA INTERFAITH POWER AND LIGHT PO BOX 286 DECATUR,GA 30031	N/A	PC	general operations, Power Wise and Regional IP&L policy meeting	88,283
GEORGIA INTERFAITH POWER AND LIGHT PO BOX 286 DECATUR,GA 30031	N/A	PC	Charitable Event	2,000
GLOBAL GREENGRANTS FUND INC 2840 WILDERNESS PL BOULDER,CO 80301	N/A	PC	general support, Climate Program and operating reserve fund	220,000
GLOBAL PHILANTHROPY PARTNERSHIP 2440 N LAKEVIEW AVE CHICAGO,IL 60614	N/A	PC	USDN and the sustainable behaviors pilot projects	75,000
GREATER YELLOWSTONE COALITION INC 215 S WALLACE AVE BOZEMAN,MT 59715	N/A	PC	General & Unrestricted	10,000
GREENFAITH 101 S 3RD ST HIGHLAND PARK,NJ 08904	N/A	PC	Fellowship Program	100,000
GRIST MAGAZINE INC 710 2ND AVE STE 860 SEATTLE,WA 98104	N/A	PC	General & Unrestricted	750,000
GRIST MAGAZINE INC 710 2ND AVE STE 860 SEATTLE,WA 98104	N/A	PC	general operating support, Grist Expands, challenge grants for friends with benefits, and beacon in the smog	402,452
GROUNDSWELL INC 1156 15TH ST NW STE 840 WASHINGTON,DC 20005	N/A	PC	general support and organizational strategy project	425,000
HEADWATERS ECONOMICS INC PO BOX 7059 BOZEMAN,MT 59771	N/A	PC	general support and project support for a non-conservation research/policy issue	75,000
Total  3a				27,418,311


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
HEALTH CARE WITHOUT HARM 12355 SUNRISE VALLEY DR STE 680 RESTON,VA 20191	N/A	PC	General & Unrestricted	100,000
HIGH COUNTRY NEWS PO BOX 1090 PAONIA,CO 81428	N/A	PC	General & Unrestricted	40,000
HITCHCOCK CENTER INC 525 S PLEASANT ST AMHERST,MA 01002	N/A	PC	General & Unrestricted	25,000
HITCHCOCK CENTER INC 525 S PLEASANT ST AMHERST,MA 01002	N/A	PC	Building Campaign	500,000
INTERNATIONAL DOCUMENTARY ASSOCIATION 3470 WILSHIRE BLVD STE 980 LOS ANGELES,CA 90010	N/A	PC	If You Build It Film Outreach Project	250,000
INTERNATIONAL LIVING FUTURE INSTITUTE 721 NW 9TH AVE STE 195 PORTLAND,OR 97209	N/A	PC	General & Unrestricted	800,000
INTERNATIONAL RIVERS NETWORK 2150 ALLSTON WAY STE 300 BERKELEY,CA 94704	N/A	PC	general operations and Africa and Climate program	150,000
INTERNATIONAL WILDERNESS LEADERSHIP FOUNDATION 717 POPLAR AVE BOULDER,CO 80304	N/A	PC	Chasing Ice Strategic Impact Tour	200,000
INTERNATIONAL WILDERNESS LEADERSHIP FOUNDATION 717 POPLAR AVE BOULDER,CO 80304	N/A	PC	Education and Outreach program for the film Chasing ice	500,000
INTERNATIONAL WILDERNESS LEADERSHIP FOUNDATION 717 POPLAR AVE BOULDER,CO 80304	N/A	PC	Chasing Reefs Film Campaign	250,000
INTERNATIONAL WOMENS HEALTH COALITION 333 7TH AVE NEW YORK,NY 10001	N/A	PC	Strengthening Leadership and Capacity to Promote and protect the sexual and reproductive rights and health of adolescent girls	546,500
INTERNEWS NETWORK PO BOX 4448 ARCATA,CA 95518	N/A	PC	Earth Journalism Network's Berkeley Scholars Program	50,000
LOCAL INITIATIVES SUPPORT CORPORATION 501 7TH AVE NEW YORK,NY 10018	N/A	PC	Green Development Center Program	250,000
LRAM EDUCATION FUND INC 675 METROPOLITAN PKY SW STE 6073 ATLANTA,GA 30310	N/A	PC	Grassroots Affiliate & Information Network of campus and community organizations	20,000
MADISON COUNTY ARCHIVES THOMPSON HICKMAN LIBRARY 217 IDAHO ST VIRGINIA CITY,MT 59755	N/A	PC	Building Fund	97,800
Total  3a				27,418,311


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
MASSACHUSETTS INSTITUTE OF TECHNOLOGY STUDENT FINANCIAL SERVICES BLDG 11 CAMBRIDGE,MA 02139	N/A	PC	Community Innovators Lab Program	200,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY STUDENT FINANCIAL SERVICES BLDG 11 CAMBRIDGE,MA 02139	N/A	PC	Department of Urban Studies and Planning's community innovators lab	300,000
MINNESOTA PUBLIC RADIO 480 CEDAR ST SAINT PAUL,MN 55101	N/A	PC	Marketplace Sustainability Initiative	800,000
MONTANA AUDUBON 324 FULLER AVE STE N5 HELENA,MT 59601	N/A	PC	Montana Audubon's Education Center programs friendship house summer camps, afterschool programming, scholarship fund, programming for homeless children	10,000
MONTANA CONSERVATION CORPS INC 206 N GRAND AVE BOZEMAN,MT 59715	N/A	PC	Building Capacity to Develop Young Citizen Leaders	45,000
MONTANA NATURAL HISTORY CENTER INC 120 HICKORY ST MISSOULA,MT 59801	N/A	PC	Visiting Naturalists in the Schools Program	40,000
MONTANA OUTDOOR SCIENCE SCHOOL PO BOX 502 BOZEMAN,MT 59771	N/A	PC	general support, program materials, communications/marketing to renew the buzz around moss, board/staff retreat and training, and a general support challenge grant	50,000
MONTANA WILDERNESS ASSOCIATION INC 80 S WARREN ST HELENA,MT 59601	N/A	PC	Northwest Montana Community Project	50,000
MURIE CENTER PO BOX 399 MOOSE,WY 83012	N/A	PC	General & Unrestricted	15,000
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH ST NW STE 700 WASHINGTON,DC 20001	N/A	PC	General & Unrestricted	249,554
NATIONAL PUBLIC RADIO INC 1111 N CAPITOL ST NE WASHINGTON,DC 20002	N/A	PC	NPR Environmental Proposal	250,000
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DR RESTON,VA 20190	N/A	PC	Atlanta Earth Tomorrow Program	50,000
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DR RESTON,VA 20190	N/A	PC	Campus Ecology Program	400,000
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DR RESTON,VA 20190	N/A	PC	Wildlife Conflict Resolution Project	50,000
NATURE BRIDGE 28 GEARY ST STE 650 SAN FRANCISCO,CA 94108	N/A	PC	Centennial National Park Education Program	18,068
Total  3a				27,418,311


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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
NATURE BRIDGE 28 GEARY ST STE 650 SAN FRANCISCO,CA 94108	N/A	PC	Centennial National Park Education Program	125,850
NATURE CONSERVANCY 4245 N FAIRFAX DR STE 100 ARLINGTON,VA 22203	N/A	PC	Montana Legacy Project	50,000
NORTHERN PLAINS RESOURCE COUNCIL 220 S 27TH ST STE A BILLINGS,MT 59101	N/A	PC	Derail Coal Program	65,000
ORION SOCIETY 187 MAIN ST GREAT BARRINGTON,MA 01230	N/A	PC	General & Unrestricted	300,000
ORION SOCIETY 187 MAIN ST GREAT BARRINGTON,MA 01230	N/A	PC	organizational planning fund	25,000
ORION SOCIETY 187 MAIN ST GREAT BARRINGTON,MA 01230	N/A	PC	2012 fundraising Campaign	70,400
OWL RESEARCH INSTITUTE INC PO BOX 39 CHARLO,MT 59824	N/A	PC	General & Unrestricted	5,000
PARK COUNTY COMMUNITY FOUNDATION PO BOX 2199 LIVINGSTON,MT 59047	N/A	PC	Gallatin Community Collaborative Program	13,000
PESTICIDE ACTION NETWORK NORTH AMERICA REGIONAL CE 1611 TELEGRAPH AVE STE 1200 OAKLAND,CA 94612	N/A	PC	Global Alliance for Incinerator Alternatives program	100,000
PROJECT H DESIGN 33 CYPRESS AVE KENTFIELD,CA 94904	N/A	PC	Studio E Creative Educators Institute	160,000
Public Broadcasting Atlanta 740 BISMARK RD NE ATLANTA,GA 30324	N/A	PC	Living on Earth Program	35,000
PUBLIC COUNSEL OF THE ROCKIES 1280 S UTE AVE STE 4 ASPEN,CO 81611	N/A	PC	WILDWAYS CORRIDORS OF LIFE Project	100,000
PULITZER CENTER ON CRISIS REPORTING 1779 MASSACHUSETTS AVE WASHINGTON,DC 20036	N/A	PC	general operating support, reserve fund challenge grant, and a new donor challenge grant	500,000
RAINFOREST ALLIANCE INC 233 BROADWAY 28TH FL NEW YORK,NY 10279	N/A	PC	Leapfrog Campaign	365,963
ROOM TO READ 111 SUTTER ST 16TH FL SAN FRANCISCO,CA 94104	N/A	PC	Girls' Education Program & Research, Evaluation and monitoring program	240,126
Total  3a				27,418,311

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ROOT CAPITAL INC 955 MASSACHUSETTS AVE 5TH FL CAMBRIDGE,MA 02139	N/A	PC	Women in Agriculture Initiative	375,000
SISKIYOU FIELD INSTITUTE 1241 ILLINOIS RD SELMA,OR 97538	N/A	PC	Program Marketing and Outreach efforts	32,000
SONORAN INSTITUTE 44 E BROADWAY BLVD STE 350 TUCSON,AZ 85701	N/A	PC	General & Unrestricted	250,000
SOUTHERN ALLIANCE FOR CLEAN ENERGY PO BOX 1842 KNOXVILLE,TN 37901	N/A	PC	General & Unrestricted	50,000
SOUTHFACE ENERGY INSTITUTE INC 241 PINE ST NE ATLANTA,GA 30308	N/A	PC	Atlanta Better Buildings Challenge, Policy practice, and grants to green campus	182,500
STONY BROOK FOUNDATION INC 230 ADMINISTRATION BLDG STONY BROOK,NY 11794	N/A	PC	Carl Safina Endowed Research Chair for Nature and humanity	200,000
STUDENT CONSERVATION ASSOCIATION INC PO BOX 550 CHARLESTOWN,NH 03603	N/A	PC	General & Unrestricted	1,025,000
SUSTAINABLE NORTHWEST 813 SWALDER ST STE 500 PORTLAND,OR 97205	N/A	PC	general operations and challenge grant for reserve and innovation	150,000
THE BIOMIMICRY INSTITUTE PO BOX 9216 MISSOULA,MT 59807	N/A	PC	General & Unrestricted	400,000
THE NATIONAL ENVIRONMENTAL EDUCATION AND TRAINING 4301 CONNECTICUT AVE NW STE160 WASHINGTON,DC 20008	N/A	PC	General & Unrestricted	400,000
THE REGENERATION PROJECT 369 PINE ST STE 700 SAN FRANCISCO,CA 94104	N/A	PC	Interfaith Power and Light Campaign	200,000
TIDES CENTER PO BOX 29907 SAN FRANCISCO,CA 94129	N/A	PC	Clean Production Action Project	250,000
UNIVERSITY OF MASSACHUSETTS LOWELL 1 UNIVERSITY AVE SOUTHWICK HALL 250 LOWELL,MA 01854	N/A	PC	Ken Geiser Fund for Sustainability	5,000
US GREEN BUILDING COUNCIL-GEORGIA CHAPTER INC 1000 WHITLOCK AVE STE 320 218 MARIETTA,GA 30064	N/A	PC	High Performance Healthy Schools Program	25,000
WESTERN ORGANIZATION OF RESOURCE COUNCILS EDUCATIO 220 S 27TH ST STE B BILLINGS,MT 59101	N/A	SO I	Western Native Voice Project	50,000
Total  3a				27,418,311

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
WGBH EDUCATIONAL FOUNDATION PO BOX 55875 BOSTON,MA 02205	N/A	PC	Green Media Discretionary Fund	1,500,000
WILDERNESS SOCIETY 1615 M ST NW LBBY 2 WASHINGTON,DC 20036	N/A	PC	Montana Conservation Program	75,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX,NY 10460	N/A	PC	Glacier-Waterton Program	25,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX,NY 10460	N/A	PC	IInnu Initiative Program	5,000
WOMEN MAKE MOVIES INC 115 W 29TH ST RM 1200 NEWYORK,NY 10001	N/A	PC	A River Changes Course Outreach Campaign	40,000
WORKING FILMS INC 602 S 5TH AVE WILMINGTON,NC 28401	N/A	PC	Robert West Reel Engagement Fund	5,000
YELLOWSTONE TO YUKON CONSERVATION INITIATIVE PO BOX 157 BOZEMAN,MT 59771	N/A	PC	general & unrestricted	150,000
350org 20 jay st ste 1010 brooklyn,NY 11201	N/A	PC	General & Unrestricted	500,000
Total  3a				27,418,311

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization The Kendeda Fund	Employer identification number 20-6881642
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for 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 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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
<u> 1 </u>	<div>The March 23 2006 Trust</div> <hr/> <div>Atlantic Tr Co 1170 Peachtree st NE</div> <hr/> <div>Atlanta, GA 30309</div> <hr/>	\$ <u> 40,987,000 </u>	<div>Person <input checked="" type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input checked="" type="checkbox"/></div> (Complete Part II for noncash contributions)
<u> </u>	<hr/> <hr/> <hr/> <hr/>	\$ <u> </u>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> (Complete Part II for noncash contributions)
<u> </u>	<hr/> <hr/> <hr/> <hr/>	\$ <u> </u>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> (Complete Part II for noncash contributions)
<u> </u>	<hr/> <hr/> <hr/> <hr/>	\$ <u> </u>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> (Complete Part II for noncash contributions)
<u> </u>	<hr/> <hr/> <hr/> <hr/>	\$ <u> </u>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> (Complete Part II for noncash contributions)
<u> </u>	<hr/> <hr/> <hr/> <hr/>	\$ <u> </u>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> (Complete Part II for noncash contributions)
<u> </u>	<hr/> <hr/> <hr/> <hr/>	\$ <u> </u>	<div>Person <input type="checkbox"/></div> <div>Payroll <input type="checkbox"/></div> <div>Noncash <input type="checkbox"/></div> (Complete Part II for noncash contributions)

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	HOME DEPOT INC HD, 200000 sh	\$ 15,581,000	2013-09-20
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HOME DEPOT INC HD, 100000 sh	\$ 7,577,000	2013-05-09
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HOME DEPOT INC HD, 150000 sh	\$ 11,059,500	2013-04-22
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	HOME DEPOT INC HD, 100000 sh	\$ 6,589,500	2013-01-23
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization The Kendeda Fund	Employer identification number 20-6881642
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

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

TY 2013 Depreciation Schedule

Name: The Kendeda Fund

EIN: 20-6881642

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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**TY 2013 Investments Corporate
Bonds Schedule****Name:** The Kendeda Fund**EIN:** 20-6881642

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CATERPILLAR FINL SVCS - 6.125%	377,192	352,324
EI DU PONT DE NEMOUR NOTES 4.7	1,074,675	1,049,358
GE CAP CORP - 4.750% - 09/15/2	699,689	669,884
GOLDMAN SACHS GRP INC - 5.125%	1,079,384	1,044,590
JPMORGAN CHASE - 4.650% - 06/0	530,720	508,755
MERCK & CO INC BD - 4.000% - 0	1,128,576	1,104,133
NORTHERN TR CORP SR NT - 4.625	266,465	253,329
ORACLE CORP - 3.750% - 07/08/2	529,953	508,963
PFIZER INC - 5.350% - 03/15/20	1,085,435	1,056,650
PRAXAIR INC - 4.625% - 03/30/2	538,990	525,472
UNITED PARCEL SERVICE - 3.875%	526,300	504,286
WELLS FARGO & CO SUB NOTES 5%	798,970	778,320

**TY 2013 Investments Corporate
Stock Schedule****Name:** The Kendeda Fund**EIN:** 20-6881642

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DREYFUS PREMIER EMERGING MKT	10,102,555	9,276,104
EPOCH GLOBAL EQ SHAREHOLDER	10,824,974	12,437,476
HOME DEPOT INC.	7,790,500	8,234,000
MARKETFIELD FUND	12,907,999	14,232,647
RIDGEWORTH FDS SEIX FLOATING	11,436,491	11,545,580

TY 2013 Investments Government Obligations Schedule

Name: The Kendeda Fund

EIN: 20-6881642

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:**

4,307,398

**State & Local Government
Securities - End of Year Fair
Market Value:**

4,197,536

TY 2013 Investments - Land Schedule**Name:** The Kendeda Fund**EIN:** 20-6881642

TY 2013 Land, Etc. Schedule

Name: The Kendeda Fund

EIN: 20-6881642

TY 2013 Legal Fees Schedule

Name: The Kendeda Fund

EIN: 20-6881642

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Governance/Counseling	900			900

TY 2013 Other Expenses Schedule

Name: The Kendeda Fund

EIN: 20-6881642

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	89,500			89,500
PHILANTHROPY COURSE FEE	12,000			12,000

TY 2013 Other Professional Fees Schedule

Name: The Kendeda Fund

EIN: 20-6881642

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PHILANTHROPIC CONSULTING SVCS	384,834			384,834

TY 2013 Taxes Schedule**Name:** The Kendeda Fund**EIN:** 20-6881642

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2013	606,500			
990-PF Excise Tax for 2012	260,508			