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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. By law, the IRS cannot redact the information on the form.

▶ 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 WILLIAM & FLORA HEWLETT FOUNDATION		A Employer identification number 94-1655673	
% SUSAN KETCHAM		B Telephone number (see instructions) (650) 234-4500	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 2121 SAND HILL ROAD Suite			
City or town, state or province, country, and ZIP or foreign postal code MENLO PARK, CA 94025		C If exemption application is pending, check here ▶ <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here ▶ <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ <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		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)▶\$ 8,607,073,096		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	0			
	2 Check ▶ <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	40,196,164	119,913,586		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	208,294,810			
	b Gross sales price for all assets on line 6a _____				
	7 Capital gain net income (from Part IV , line 2)		216,122,964		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 40,905,968	-52,876,364		
	12 Total. Add lines 1 through 11	289,396,942	283,160,186		
	13 Compensation of officers, directors, trustees, etc	4,790,639	3,674,723		1,132,142
	14 Other employee salaries and wages	16,138,505	5,340,365		11,004,830
	15 Pension plans, employee benefits	4,649,559	1,157,926		3,987,081
	16a Legal fees (attach schedule)	 745,043	440,055	0	304,988
	b Accounting fees (attach schedule)	 536,318	286,618	0	249,700
	c Other professional fees (attach schedule)	 11,744,509	2,864,185		8,893,411
	17 Interest	593,808	395,653		210,633
	18 Taxes (attach schedule) (see instructions)	 28,648,522			
	19 Depreciation (attach schedule) and depletion	 1,488,026	191,781		
	20 Occupancy	785,084	101,184		683,900
	21 Travel, conferences, and meetings	2,787,997	336,394		2,344,339
	22 Printing and publications	11,467			11,467
	23 Other expenses (attach schedule)	 2,477,057	758,307		1,794,896
	24 Total operating and administrative expenses. Add lines 13 through 23	75,396,534	15,547,191	0	30,617,387
	25 Contributions, gifts, grants paid	228,220,452			240,149,631
	26 Total expenses and disbursements. Add lines 24 and 25	303,616,986	15,547,191	0	270,767,018
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-14,220,044			
	b Net investment income (if negative, enter -0-)		267,612,995		
	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			500	500	500
	2	Savings and temporary cash investments			542,964,681	626,899,620	626,899,620
	3	Accounts receivable ▶ <u>4,936,185</u>					
		Less allowance for doubtful accounts ▶ _____			6,345,291	4,936,185	4,936,185
	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			1,463,463	1,804,911	1,804,911
	10a	Investments—U S and state government obligations (attach schedule)			246,065,562	 218,918,878	218,918,878
	b	Investments—corporate stock (attach schedule)			2,315,227,178	 2,742,778,912	2,742,778,912
	c	Investments—corporate bonds (attach schedule).			263,199,998	 182,019,259	182,019,259
	11	Investments—land, buildings, and equipment basis ▶ _____					
Liabilities		Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)			4,326,076,650	 4,801,602,454	4,801,602,454
	14	Land, buildings, and equipment basis ▶ <u>42,934,605</u>					
		Less accumulated depreciation (attach schedule) ▶ <u>16,191,253</u>			27,642,224	 26,743,352	26,743,352
	15	Other assets (describe ▶ _____)			 6,385,592	 1,369,025	 1,369,025
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			7,735,371,139	8,607,073,096	8,607,073,096
	17	Accounts payable and accrued expenses			8,951,523	10,364,102	
	18	Grants payable			261,722,180	250,743,151	
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)			50,000,000	 0	
	22	Other liabilities (describe ▶ _____)			 20,072,059	 41,445,897	
	23	Total liabilities (add lines 17 through 22)			340,745,762	302,553,150	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted			7,394,625,377	8,304,519,946	
	25	Temporarily restricted			0	0	
	26	Permanently restricted			0	0	
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds					
	28	Paid-in or capital surplus, or land, bldg , and equipment fund					
	29	Retained earnings, accumulated income, endowment, or other funds					
	30	Total net assets or fund balances (see page 17 of the instructions)			7,394,625,377	8,304,519,946	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			7,735,371,139	8,607,073,096	

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	7,394,625,377
2	Enter amount from Part I, line 27a	2	-14,220,044
3	Other increases not included in line 2 (itemize) ▶ 	3	924,114,613
4	Add lines 1, 2, and 3	4	8,304,519,946
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	8,304,519,946

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	PUBLIC INVESTMENTS	P		
b	PARTNERSHIP INVESTMENTS	P		
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			10,276,202
b			205,846,762
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			
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	216,122,964
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	408,458,507	7,241,449,902	0 056406
2011	381,213,752	7,445,596,107	0 0512
2010	388,787,740	7,080,015,921	0 054913
2009	376,851,581	6,478,223,745	0 058172
2008	413,269,076	7,916,650,520	0 052203

2	Total of line 1, column (d).	2	0 272894
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 054579
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	8,006,395,858
5	Multiply line 4 by line 3.	5	436,981,080
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,676,130
7	Add lines 5 and 6.	7	439,657,210
8	Enter qualifying distributions from Part XII, line 4.	8	271,356,172

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

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










1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		1	5,352,260		
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		2	5,352,260		
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-)				3	5,352,260
3 Add lines 1 and 2.				4	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		5	5,352,260		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		6			
6 Credits/Payments					
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a 8,500,000				
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	8,500,000		
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			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	3,147,740		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>		11	3,147,740		

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 <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0			
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	Yes	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) <input type="checkbox"/> CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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	Yes	
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address  WWW. HEWLETT. ORG	13	Yes	
14	The books are in care of  SUSAN KETCHAM Telephone no  (650) 234-4500 Located at  2121 SAND HILL RD. MENLO PARK, CA ZIP +4  94025			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here  and enter the amount of tax-exempt interest received or accrued during the year  15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes", enter the name of the foreign country  UK	16	Yes Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person?  Yes  No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?.  Yes  No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?  Yes  No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?  Yes  No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?.  Yes  No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).  Yes  No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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?.  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		
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>).	3b		No
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))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b

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

5b

No

Organizations relying on a current notice regarding disaster assistance check here. ☒

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☒ Yes ☐ No

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

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

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

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTY RICHARDSON <input checked="" type="checkbox"/> 2121 SAND HILL ROAD MENLO PARK, CA 94025	DIR PRIVATE EQUITY 40 0	1,317,916	89,647	0
VERNA KUO <input checked="" type="checkbox"/> 2121 SAND HILL ROAD MENLO PARK, CA 94025	DIR RL ASSTS/NAT RSC 40 0	1,119,310	59,225	0
BRETT JOHNSON <input checked="" type="checkbox"/> 2121 SAND HILL ROAD MENLO PARK, CA 94025	DIR MRKTBLE INVSMT 40 0	1,003,708	67,777	0
JEFFERSON STONE <input checked="" type="checkbox"/> 2121 SAND HILL ROAD MENLO PARK, CA 94025	ASSC DIR PRIV EQUITY 40 0	602,785	62,689	0
FAY TWERSKY <input checked="" type="checkbox"/> 2121 SAND HILL ROAD MENLO PARK, CA 94025	PGRM DIR, PHILANTHPY 40 0	425,089	108,408	0
Total number of other employees paid over \$50,000. <input checked="" type="checkbox"/>				97

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
CP COGENT SECURITIES LP 2101 CEDAR SPRINGS ROAD SUITE 1200 DALLAS, TX 75201	INVESTMNT CONSULTANT	1,285,398
BNY MELLON PO BOX 9133 BOSTON, MA 02205	CUSTODIAN BANK	1,079,863
REDSTONE STRATEGY GROUP LLC 1542 HIGH STREET BOULDER, CO 80304	PROGRAM ADVISOR	811,401
THE COMMON POOL LLC 806 GEORGINA AVENUE SANTA MONICA, CA 90402	PROGRAM CONSULTANT	375,000
EDUCATION FIRST CONSULTING LLC PO BOX 22871 SEATTLE, WA 98122	PROGRAM CONSULTANT	363,000
Total number of others receiving over \$50,000 for professional services.		44

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE PAGE 48 (SUMMARY OF ALL DIRECT CHARITABLE ACTIVITIES)	5,006,726
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
3	
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	4,860,728,010
b	Average of monthly cash balances.	1b	86,681,652
c	Fair market value of all other assets (see instructions).	1c	3,180,911,006
d	Total (add lines 1a, b, and c).	1d	8,128,320,668
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	8,128,320,668
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	121,924,810
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,006,395,858
6	Minimum investment return. Enter 5% of line 5.	6	400,319,793

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	400,319,793
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	5,352,260
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,352,260
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	394,967,533
4	Recoveries of amounts treated as qualifying distributions.	4	1,046,133
5	Add lines 3 and 4.	5	396,013,666
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	396,013,666

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	270,767,018
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	589,154
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	271,356,172
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	271,356,172
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				396,013,666
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				0
e From 2012.				45,411,810
f Total of lines 3a through e.	45,411,810			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 271,356,172				
a Applied to 2012, but not more than line 2a			0	
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.				271,356,172
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	45,411,810			45,411,810
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			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				79,245,684
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. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIVPrivate 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1

Information Regarding Foundation Managers:

a

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

b

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

NA

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

LARRY KRAMER PRESIDENT
2121 SAND HILL ROAD
MENLO PARK, CA 94025
(650) 234-4500

b

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

SEE PAGE 49 AND WWW.HEWLETT.ORG

c

Any submission deadlines

SEE PAGE 49 AND WWW.HEWLETT.ORG

d

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

SEE PAGE 49 AND WWW.HEWLETT.ORG

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	240,149,631
b Approved for future payment See Additional Data Table				
Total			3b	250,743,152


Enter gross amounts unless otherwise indicated

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


Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WALTER B HEWLETT 	CHAIRMAN 3 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
HARVEY V FINEBERG MD 	VICE CHAIRMAN 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
BYRON AUGUSTE 	DIRECTOR (UNTIL 7/22/2013) 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
ERIC GIMON 	DIRECTOR 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
PATRICIA A HOUSE 	DIRECTOR 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
KOH BOON HWEE 	DIRECTOR 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
MARY H JAFFE 	DIRECTOR 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
RICHARD C LEVIN 	DIRECTOR 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
STEPHEN C NEAL 	DIRECTOR 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
RAKESH RAJANI 	DIRECTOR 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
SARAH SINGH 	DIRECTOR 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
JEAN G STROMBERG 	DIRECTOR 2 0	0	0	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
LARRY KRAMER 	PRESIDENT 40 0	634,592	85,437	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
LAURANCE R HOAGLAND JR 	VP/CO-CHIEF INVESTMENT OFFICER 36 0	2,236,300	51,817	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
ANA MARSHALL 	VP/CHIEF INVESTMENT OFFICER 40 0	2,022,067	89,635	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
SUSAN KETCHAM 	CFO/TREASURER 40 0	302,364	60,161	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				
ELIZABETH PETERS 	GEN COUNSEL & CORP SECRETARY 40 0	285,896	47,284	0
2121 SAND HILL ROAD MENLO PARK,CA 94025				


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>				
ABHINAYA DANCE COMPANY OF SAN JOSE INC 4950 HAMILTON AVE SUITE 105 SAN JOSE,CA 951301748		PC	FOR GENERAL OPERATING SUPPORT	35,000
ACHIEVE INC 1400 16TH STREET NW SUITE 510 WASHINGTON,DC 20036		PC	FOR A 22 STATE INITIATIVE TO EVALUATE ALIGNMENT OF INSTRUCTIONAL MATERIALS TO THE COMMON CORE	1,000,000
ACHIEVE INC 1400 16TH STREET NW SUITE 510 WASHINGTON,DC 20036		PC	FOR A COMMUNICATIONS STRATEGY TO HELP BUILD PUBLIC AWARENESS ABOUT NEW STATE K12 ASSESSMENTS	200,000
ACHIEVE INC 1400 16TH STREET NW SUITE 510 WASHINGTON,DC 20036		PC	FOR SUPPORT OF STATE ADOPTIONS OF OER MATERIALS	150,000
ADVOCATES COALITION FOR DEVELOPMENT AND ENVIRONMEN PLOT 96 KANJOKYA ST PO BOX 29833 KAMPALA UG		PC	FOR SUPPORT OF THE CITIZENS' BUDGET TRACKING AND INFORMATION CENTRE	875,000
ADVOCATES FOR YOUTH 2000 M STREET NW SUITE 750 WASHINGTON,DC 200363353		PC	FOR GENERAL OPERATING SUPPORT	268,000
ADVOCATES FOR YOUTH 2000 M STREET NW SUITE 750 WASHINGTON,DC 200363353		PC	FOR GENERAL OPERATING SUPPORT	470,000
AFRICAN CENTER FOR ECONOMIC TRANSFORMATION 1776 K STREET NW SUITE 200 WASHINGTON,DC 20006		PC	FOR ADVISING AFRICAN GOVERNMENTS ON THE MANAGEMENT OF OIL GAS AND MINERAL RESOURCES	800,000
AFRICAN CENTER FOR ECONOMIC TRANSFORMATION 1776 K STREET NW SUITE 200 WASHINGTON,DC 20006		PC	FOR GENERAL OPERATING SUPPORT	800,000
AFRICAN CENTER FOR ECONOMIC TRANSFORMATION 1776 K STREET NW SUITE 200 WASHINGTON,DC 20006		PC	FOR ESTABLISHING A UNIT TO ADVISE ON EXTRACTIVE RESOURCE ISSUES	410,000
AFRICAN POPULATION & HEALTH RESEARCH CENTER INC 2542 QUARRY LAKE DRIVE BALTIMORE,MD 21209		PC	FOR GENERAL OPERATING SUPPORT	850,000
AFRICAN POPULATION & HEALTH RESEARCH CENTER INC 2542 QUARRY LAKE DRIVE BALTIMORE,MD 21209		PC	FOR SUPPORT OF APHRC'S EDUCATION PROGRAM	400,000
AFRICAN POPULATION & HEALTH RESEARCH CENTER INC 2542 QUARRY LAKE DRIVE BALTIMORE,MD 21209		PC	FOR AN UNSAFE ABORTION COSTING STUDY IN KENYA	120,000
AG INNOVATIONS 101 MORRIS STREET SUITE 212 SEBASTOPOL,CA 95472		PC	FOR A PROJECT TO ENCOURAGE SCHOOL SYSTEMS CHANGE USING THE COMMON CORE STANDARDS	205,000
ALAMEDA COUNTY OFFICE OF EDUCATION 313 WEST WINTON AVENUE HAYWARD,CA 945441198		PC	FOR SUPPORT OF THE ALLIANCE FOR ARTS LEARNING LEADERSHIP	300,000
Total  3a				240,149,631


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>				
ALI AKBAR COLLEGE OF MUSIC 215 WEST END AVENUE SAN RAFAEL, CA 949012645		PC	FOR GENERAL OPERATING SUPPORT	45,000
ALLIANCE FOR CALIFORNIA TRADITIONAL ARTS 1245 VAN NESS AVENUE FRESNO, CA 937211711		PC	FOR THE LIVING CULTURES GRANTS PROGRAM BAY AREA PROJECTS	175,000
ALLIANCE FOR EXCELLENT EDUCATION INC 1201 CONNECTICUT AVENUE NW SUITE 901 WASHINGTON, DC 20036		PC	FOR POLICY DEVELOPMENT AND ADVOCACY TO PROMOTE DEEPER LEARNING	585,589
ALLIANCE FOR EXCELLENT EDUCATION INC 1201 CONNECTICUT AVENUE NW SUITE 901 WASHINGTON, DC 20036		PC	FOR OUTREACH AND RESEARCH ON US RESULTS ON THE 2012 PROGRAMME FOR INTERNATIONAL STUDENT ASSESSMENT	100,000
ALLIANCE FOR EXCELLENT EDUCATION INC 1201 CONNECTICUT AVENUE NW SUITE 901 WASHINGTON, DC 20036		PC	FOR OUTCOMES FOCUSED PLANNING	210,000
ALLIANCE FOR JUSTICE ELEVEN DUPONT CIRCLE NW SECOND FLOO WASHINGTON, DC 200361207		PC	FOR THE BOLDER ADVOCACY PROJECT	50,000
ALLIANCE PUBLISHING TRUST 15 PRESCOTT PLACE LONDON SW4 6BS UK		NC	FOR THE SUPPORT OF FREE ACCESS OF ALLIANCE MAGAZINE CONTENT	10,000
ALONZO KING LINES BALLET 26 SEVENTH STREET FIFTH FLOOR SAN FRANCISCO, CA 941031508		PC	FOR GENERAL OPERATING SUPPORT	100,000
AMERICA ACHIEVES INC 95 MORTON STREET GROUND FLOOR NEW YORK, NY 10014		PC	FOR THE RAISING THE BAR PROJECT	50,000
AMERICA ACHIEVES INC 95 MORTON STREET GROUND FLOOR NEW YORK, NY 10014		PC	FOR GENERAL OPERATING SUPPORT	350,000
AMERICA ACHIEVES INC 95 MORTON STREET GROUND FLOOR NEW YORK, NY 10014		PC	FOR A MEETING TO HELP DISTRICTS APPLY PERSONALIZED LEARNING TO ACHIEVE DEEPER LEARNING GOALS	25,000
AMERICA ACHIEVES INC 95 MORTON STREET GROUND FLOOR NEW YORK, NY 10014		PC	FOR A PISA SCHOOL NETWORK MEETING	100,000
AMERICA ACHIEVES INC 95 MORTON STREET GROUND FLOOR NEW YORK, NY 10014		PC	FOR THE RESULTS FOR AMERICA PROJECT	100,000
AMERICAN ACADEMY OF ARTS AND SCIENCES NORTONS WOODS 136 IRVING STREET CAMBRIDGE, MA 021381996		PC	FOR A PROJECT TO IMPROVE US PUBLIC HIGHER EDUCATION	150,000
AMERICAN ASSOCIATION OF STATE COLLEGES AND UNIVERS 1307 NEW YORK AVENUE NW FIFTH FLOOR WASHINGTON, DC 20005		PC	FOR ENGAGING HIGHER EDUCATION IN IMPLEMENTATION OF THE COMMON CORE AND ALIGNED ASSESSMENTS	30,000
Total  3a				240,149,631


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>				
AMERICAN ASSOCIATION OF STATE COLLEGES AND UNIVERS 1307 NEW YORK AVENUE NW FIFTH FLOOR WASHINGTON,DC 20005		PC	FOR ENGAGING HIGHER EDUCATION IN IMPLEMENTATION OF THE COMMON CORE AND ALIGNED ASSESSMENTS	200,000
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTH 39 DRUMM STREET SAN FRANCISCO,CA 941114805		PC	FOR SUPPORT OF THE REPRODUCTIVE RIGHTS PROJECT	117,500
AMERICAN CONSERVATORY THEATRE FOUNDATION 30 GRANT AVENUE SAN FRANCISCO,CA 941085800		PC	FOR GENERAL OPERATING SUPPORT	140,000
AMERICAN LUNG ASSOCIATION 1301 PENNSYLVANIA AVENUE NW SUITE 800 WASHINGTON,DC 20004		PC	FOR THE PUBLIC HEALTH CAMPAIGN FOR CLEAN AND HEALTHY AIR	500,000
AMERICAN LUNG ASSOCIATION 1301 PENNSYLVANIA AVENUE NW SUITE 800 WASHINGTON,DC 20004		PC	FOR THE CLEAN VEHICLES AND FUELS CAMPAIGN	200,000
AMERICAN RIVERS INC 1101 FOURTEENTH STREET NW SUITE 1400 WASHINGTON,DC 200055637		PC	FOR SUPPORT OF THE HYDROPOWER REFORM COALITION	750,000
AMERICAN UNIVERSITY 4400 MASSACHUSETTS AVE NW WASHINGTON,DC 200168033		PC	FOR ESTABLISHING AN ACTION RESEARCH AND LEARNING EXCHANGE ON TRANSPARENCY AND ACCOUNTABILITY	360,000
AMERICAN YOUTH POLICY FORUM 1836 JEFFERSON PLACE NW WASHINGTON,DC 20036		PC	FOR DEVELOPMENT OF PROFILES OF DEEPER LEARNING NETWORK SCHOOLS	50,000
AMERICAN YOUTH POLICY FORUM 1836 JEFFERSON PLACE NW WASHINGTON,DC 20036		PC	FOR LEGISLATIVE TOURS OF DEEPER LEARNING SCHOOLS	200,000
AMERICAN YOUTH POLICY FORUM 1836 JEFFERSON PLACE NW WASHINGTON,DC 20036		PC	FOR SITE VISITS TO DEEPER LEARNING SCHOOLS	53,340
AMERICANS FOR THE ARTS INC 1000 VERMONT AVENUE NW SIXTH FLOOR WASHINGTON,DC 200054903		PC	FOR SUPPORT OF A NATIONAL ARTS EDUCATION INITIATIVE	100,000
API CULTURAL CENTER INC 388 NINTH STREET SUITE 290 OAKLAND,CA 946074295		PC	FOR GENERAL OPERATING SUPPORT	25,000
ARAB CULTURAL CENTER 2 PLAZA STREET SAN FRANCISCO,CA 941161421		PC	FOR THE ARTS AND CULTURE PROGRAM	40,000
ARIUS ASSOCIATION FOR REGIONAL AND INTERNATIONAL U TAVERNSTRASSE 11 BADEN 5405 SZ		NC	FOR A PROJECT TO ENHANCE SAFETY AND SECURITY OF NUCLEAR SPENT FUEL THROUGH REGIONAL COLLABORATION	75,000
ARIZONA CENTER FOR LAW IN THE PUBLIC INTEREST 202 EAST MCDOWELL ROAD SUITE 153 PHOENIX,AZ 850044533		PC	FOR THE ARIZONA RENEWABLE ENERGY AND ENERGY EFFICIENCY PROJECTS	60,000
Total  3a				240,149,631


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				
ART RE GRUP INC 2948 SIXTEENTH STREET SAN FRANCISCO,CA 941033613		PC	FOR GENERAL OPERATING SUPPORT	22,000
ARTICLE 19 INC CO CHAPEL YORK LIMITED1000 N WEST WILMINGTON,DE 19801		PC	FOR A PROJECT ON IMPROVED GLOBAL ACCESS TO INFORMATION STANDARDS	134,200
ARTS COUNCIL FOR MONTEREY COUNTY POST OFFICE BOX 7495 CARMEL,CA 93921		PC	FOR GENERAL OPERATING SUPPORT	30,000
ARTS COUNCIL FOR MONTEREY COUNTY POST OFFICE BOX 7495 CARMEL,CA 93921		PC	FOR DEVELOPMENT OF AN OPERATIONAL PLAN FOR THE GREENFIELD COMMUNITY ART CENTER	21,500
ARTS COUNCIL NAPA VALLEY POST OFFICE BOX 2782 NAPA,CA 94558		PC	FOR GENERAL OPERATING SUPPORT	20,000
ARTS COUNCIL SANTA CRUZ COUNTY KRON HOUSE TANNERY ARTS CENTER 1070 RIVER STREET SANTA CRUZ,CA 95060		PC	FOR GENERAL OPERATING SUPPORT	50,000
ARTS FOR LA 1149 S HILL STREET SUITE H100 LOS ANGELES,CA 90015		PC	FOR ARTS EDUCATION ADVOCACY EFFORTS IN CALIFORNIA	20,000
ARTS FOR LA 1149 S HILL STREET SUITE H100 LOS ANGELES,CA 90015		PC	FOR ARTS EDUCATION ADVOCACY EFFORTS IN CALIFORNIA	10,000
ASHKENAZ MUSIC & DANCE COMMUNITY CENTER 1317 SAN PABLO AVENUE BERKELEY,CA 947021021		PC	FOR GENERAL OPERATING SUPPORT	40,000
ASHKENAZ MUSIC & DANCE COMMUNITY CENTER 1317 SAN PABLO AVENUE BERKELEY,CA 947021021		PC	FOR GENERAL OPERATING SUPPORT	25,000
ASIA SOCIETY 725 PARK AVENUE NEW YORK,NY 10021		PC	FOR BUSINESS PLANNING FOR THE INTERNATIONAL STUDIES SCHOOL NETWORK	75,000
ASIA SOCIETY 725 PARK AVENUE NEW YORK,NY 10021		PC	FOR RESEARCH ON MEASURES OF DEEPER LEARNING 21ST CENTURY SKILLS	81,000
ASIA SOCIETY 725 PARK AVENUE NEW YORK,NY 10021		PC	FOR IDENTIFYING CULTIVATING AND SHOWCASING EXEMPLARY SCHOOLS TO ADVANCE DEEPER LEARNING	100,000
ASIAN AMERICANPACIFIC ISLANDERS IN PHILANTHROPY 211 SUTTER STREET SUITE 600 SAN FRANCISCO,CA 941084435		PC	FOR GENERAL OPERATING SUPPORT	5,000
ASIAN PACIFIC ENVIRONMENTAL NETWORK 310 8TH STREET SUITE 309 OAKLAND,CA 946074253		PC	FOR THE CLIMATE AND ENERGY PROGRAM	85,000
Total  3a				240,149,631


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>				
ASIAN PACIFIC ENVIRONMENTAL NETWORK 310 8TH STREET SUITE 309 OAKLAND,CA 946074253		PC	FOR GENERAL OPERATING SUPPORT	145,000
ASSOCIATES IN RESEARCH AND EDUCATION FOR DEVELOPME VILLA 3074 AMITIE 1 DAKAR SG		PC	FOR IMPLEMENTING AN APPROACH TO TEACHING READING IN TWO LOCAL LANGUAGES IN SENEGAL	815,000
ASSOCIATES IN RESEARCH AND EDUCATION FOR DEVELOPME VILLA 3074 AMITIE 1 DAKAR SG		PC	FOR IMPLEMENTING AN APPROACH TO TEACHING READING IN TWO LOCAL LANGUAGES IN SENEGAL	263,000
ASSOCIATION OF AMERICAN COLLEGES AND UNIVERSITIES 1818 R STREET NW WASHINGTON,DC 200091604		PC	FOR IMPLEMENTING NEW RIGOROUS STUDENT LEARNING ASSESSMENTS IN HIGHER EDUCATION	160,000
ASSOCIATION OF CALIFORNIA SYMPHONY ORCHESTRAS 2755 COTTAGE WAY SUITE 3 SACRAMENTO,CA 958251221		PC	FOR GENERAL OPERATING SUPPORT	15,000
ASSOCIATION OF RESEARCH LIBRARIES 21 DUPONT CIRCLE 800 WASHINGTON,DC 20036		PC	FOR OER ADVOCACY THROUGH CAMPUS LIBRARIES	150,000
ASSOCIATION POUR LE DEVELOPPEMENT DE LA LANGUE SAA KM 44 ROUTE DE DAKAR PO BOX 62 POUT THIESSEBIKOTANE SG		NC	FOR SUPPORT OF MOTHER TONGUE READING AND MATH INSTRUCTION IN SENEGAL WITH TRANSITIONAL SUPPORT	316,582
AURORA THEATRE COMPANY 2081 ADDISON STREET BERKELEY,CA 947041103		PC	FOR GENERAL OPERATING SUPPORT	45,000
AXIS DANCE COMPANY 1428 ALICE STREET SUITE 200 OAKLAND,CA 946124068		PC	FOR GENERAL OPERATING SUPPORT	60,000
AXIS DANCE COMPANY 1428 ALICE STREET SUITE 200 OAKLAND,CA 946124068		PC	FOR STRATEGIC STAFFING NEEDS AND SUCCESSION PLANNING	44,950
BALLET AFSANEH ART AND CULTURE SOCIETY PO BOX 1104 WOODACRE,CA 949731104		PC	FOR GENERAL OPERATING SUPPORT	20,000
BAY AREA THEATRESREPORTS FORT MASON CENTER BUILDING B SUITE 350 SAN FRANCISCO,CA 941231328		PC	FOR GENERAL OPERATING SUPPORT	25,000
BAY AREA THEATRESREPORTS FORT MASON CENTER BUILDING B SUITE 350 SAN FRANCISCO,CA 941231328		PC	FOR GENERAL OPERATING SUPPORT	40,000
BAY AREA VIDEO COALITION INC 2727 MARIPOSA STREET SECOND FLOOR SAN FRANCISCO,CA 941101401		PC	FOR GENERAL OPERATING SUPPORT	75,000
BEHAVIORAL IDEAS LAB INC 80 BROAD STREET 30TH FLOOR NEW YORK,NY 10004		PC	FOR GENERAL OPERATING SUPPORT	174,750
Total  3a				240,149,631


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				
BEHAVIORAL IDEAS LAB INC 80 BROAD STREET 30TH FLOOR NEW YORK, NY 10004		PC	FOR BEHAVIORAL DIAGNOSES AND TESTING OF NEW INTERVENTIONS IN REPRODUCTIVE HEALTH PROGRAMS	525,000
BENEFICENT TECHNOLOGY INC 480 CALIFORNIA AVENUE SUITE 201 PALO ALTO, CA 943061609		PC	FOR THE SOCIAL CODING4GOOD PROJECT	100,000
BERKELEY REPERTORY THEATRE 999 HARRISON STREET BERKELEY, CA 94710		PC	FOR GENERAL OPERATING SUPPORT	140,000
BERKELEY SOCIETY FOR THE PRESERVATION OF TRADITION 2020 ADDISON STREET BERKELEY, CA 947041104		PC	FOR GENERAL OPERATING SUPPORT	35,000
BERKELEY SYMPHONY ORCHESTRA 1942 UNIVERSITY AVENUE SUITE 207 BERKELEY, CA 947041073		PC	FOR GENERAL OPERATING SUPPORT	50,000
BERNARD OSHER MARIN JEWISH COMMUNITY CENTER 200 NORTH SAN PEDRO ROAD SAN RAFAEL, CA 949034213		PC	FOR THE KANBAR CENTER FOR THE PERFORMING ARTS	35,000
BERYL BUCK INSTITUTE FOR EDUCATION 18 COMMERCIAL BOULEVARD NOVATO, CA 94949		PC	FOR A TEACHER PROFESSIONAL DEVELOPMENT PORTAL ON ONLINE PROJECT BASED LEARNING	130,000
BERYL BUCK INSTITUTE FOR EDUCATION 18 COMMERCIAL BOULEVARD NOVATO, CA 94949		PC	FOR AN ONLINE PORTAL FOR TEACHER PROFESSIONAL DEVELOPMENT IN PROJECT BASED LEARNING	150,000
BICITEKAS ASOCIACION CIVIL MIRAFLORES 205 COLONIA PORTALES MEXICO DISTRITO FEDERAL 03570 MX		NC	FOR A PROJECT TO PROMOTE STRICTER AIR QUALITY STANDARDS IN MEXICO THROUGH CYCLISTS ADVOCACY	70,000
BIG PICTURE COMPANY INC 325 PUBLIC STREET PROVIDENCE, RI 02905		PC	FOR IDENTIFYING CULTIVATING AND SHOWCASING EXEMPLARY SCHOOLS TO ADVANCE DEEPER LEARNING	100,000
BIG PICTURE COMPANY INC 325 PUBLIC STREET PROVIDENCE, RI 02905		PC	FOR CONSULTANT SERVICES TO PREPARE MATERIALS FOR DECISION MAKERS	22,500
BIG PICTURE COMPANY INC 325 PUBLIC STREET PROVIDENCE, RI 02905		PC	FOR A PILOT STUDY OF SCHOOL SITE VISITS THAT EXEMPLIFY DEEPER LEARNING	30,000
BIPARTISAN POLICY CENTER INC 1225 I STREET NW SUITE 1000 WASHINGTON, DC 200053914		PC	FOR A PROJECT TO ADDRESS NUCLEAR WASTE DISPOSAL IN THE UNITED STATES	300,000
BIPARTISAN POLICY CENTER INC 1225 I STREET NW SUITE 1000 WASHINGTON, DC 200053914		PC	FOR SUPPORT OF THE ENERGY PROJECT	1,500,000
BLUEGREEN ALLIANCE FOUNDATION 2828 UNIVERSITY AVE SE SUITE 200 MINNEAPOLIS, MN 55414		PC	FOR GENERAL OPERATING SUPPORT	220,000
Total  3a				240,149,631


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

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BOARDSOURCE 750 9TH STREET NW SUITE 650 WASHINGTON,DC 20001		PC	FOR GENERAL OPERATING SUPPORT	10,000
BOARDSOURCE 750 9TH STREET NW SUITE 650 WASHINGTON,DC 20001		PC	FOR THE SUPPORT OF A FIELDWIDE SCAN OF NONPROFIT BOARD GOVERNANCE	70,000
BOSTON CRITIC INC PO BOX 425786 CAMBRIDGE,MA 02142		PC	FOR GENERAL OPERATING SUPPORT	50,000
BRAVA FOR WOMEN IN THE ARTS 2781 TWENTYFOURTH STREET SAN FRANCISCO,CA 941104235		PC	FOR GENERAL OPERATING SUPPORT	25,000
BREAD AND ROSES BENEFIT AGENCY 233 TAMALPAIS DRIVE SUITE 100 CORTE MADERA,CA 949251415		PC	FOR GENERAL OPERATING SUPPORT	33,000
BREAD FOR THE WORLD INSTITUTE INC 425 3RD STREET SW SUITE 1200 WASHINGTON,DC 20024		PC	FOR SUPPORT OF THE MODERNIZING FOREIGN ASSISTANCE NETWORK	500,000
BREAD FOR THE WORLD INSTITUTE INC 425 3RD STREET SW SUITE 1200 WASHINGTON,DC 20024		PC	FOR SUPPORT OF THE MODERNIZING FOREIGN ASSISTANCE NETWORK	80,000
BRIDGESPAN GROUP 535 BOYLSTON STREET TENTH FLOOR BOSTON,MA 021165131		PC	FOR AN INITIATIVE TO SHARE TARGETED KNOWLEDGE DURING THE GIVING SEASON AND MEASURE THE RESULTS	65,000
BRIDGESPAN GROUP 535 BOYLSTON STREET TENTH FLOOR BOSTON,MA 021165131		PC	FOR SUPPORT OF BRIDGESPAN'S KNOWLEDGE PRACTICE	250,000
BRIDGESPAN GROUP 535 BOYLSTON STREET TENTH FLOOR BOSTON,MA 021165131		PC	FOR GENERAL OPERATING SUPPORT	250,000
BRIGHAM YOUNG UNIVERSITY GRANTS CONTRACTS ACCOUNTINGA261 A PROVO,UT 84602		PC	FOR SUPPORT OF CAMPAIGN FINANCE RESEARCH ON SMALL DONORS	70,000
BRIGHAM YOUNG UNIVERSITY GRANTS CONTRACTS ACCOUNTINGA261 A PROVO,UT 84602		PC	FOR OER ADOPTION IN COMMUNITY COLLEGES	200,000
BRITISH AMERICAN SECURITY INFORMATION COUNCIL 110 MARYLAND AVENUE NE SUITE 205 WASHINGTON,DC 20002		PC	FOR A PROJECT TO REDUCE THE ROLE OF TACTICAL NUCLEAR WEAPONS IN EUROPEAN SECURITY	70,000
BROADWAY BY THE BAY 2221 BROADWAY STREET REDWOOD CITY,CA 94063		PC	FOR GENERAL OPERATING SUPPORT	20,000
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE NW WASHINGTON,DC 200362103		PC	FOR SUPPORT OF THE CENTER FOR UNIVERSAL EDUCATION	1,000,000
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BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE NW WASHINGTON,DC 200362103		PC	FOR A RESEARCH PROJECT TO STRENGTHEN AMERICAN DEMOCRACY	750,000
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE NW WASHINGTON,DC 200362103		PC	FOR THE GLOBAL ECONOMY AND DEVELOPMENT PROGRAM	675,000
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE NW WASHINGTON,DC 200362103		PC	FOR SUPPORT OF THE VOTING RIGHTS ACT CONFERENCE	72,176
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVENUE NW WASHINGTON,DC 200362103		PC	FOR SUPPORT OF A BOOK ON FUTURE PROSPECTS FOR POVERTY REDUCTION AND DEVELOPMENT	70,000
CABRILLO FESTIVAL OF CONTEMPORARY MUSIC 147 SOUTH RIVER STREET SUITE 232 SANTA CRUZ,CA 950604556		PC	FOR GENERAL OPERATING SUPPORT	70,000
CALIFORNIA ALLIANCE FOR ARTS EDUCATION 495 EAST COLORADO BOULEVARD PASADENA,CA 911012024		PC	FOR SUPPORT OF THE ADVANCING ARTS EDUCATION PROJECT	200,000
CALIFORNIA ALLIANCE FOR ARTS EDUCATION 495 EAST COLORADO BOULEVARD PASADENA,CA 911012024		PC	FOR SUPPORT OF ARTS EDUCATION RESOURCE PLANNING	20,000
CALIFORNIA ALLIANCE FOR ARTS EDUCATION 495 EAST COLORADO BOULEVARD PASADENA,CA 911012024		PC	FOR DEVELOPMENT OF A TITLE I WEB RESOURCE	35,000
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERV 1121 L STREET SUITE 510 SACRAMENTO,CA 958143943		PC	FOR STRATEGIC PLANNING	24,000
CALIFORNIA COUNTY SUPERINTENDENTS EDUCATIONAL SERV 1121 L STREET SUITE 510 SACRAMENTO,CA 958143943		PC	FOR THE REINVIGORATING ARTS EDUCATION IN CALIFORNIA PROJECT	358,000
CALIFORNIA FORWARD 1107 9TH STREET SUITE 650 SACRAMENTO,CA 958143611		PC	FOR GENERAL OPERATING SUPPORT	1,500,000
CALIFORNIA PRESENTERS POST OFFICE BOX 19748 SACRAMENTO,CA 95819		PC	FOR GENERAL OPERATING SUPPORT	15,000
CALIFORNIA SHAKESPEARE THEATER 701 HEINZ AVENUE BERKELEY,CA 947102732		PC	FOR GENERAL OPERATING SUPPORT	70,000
CALIFORNIA SHAKESPEARE THEATER 701 HEINZ AVENUE BERKELEY,CA 947102732		PC	FOR DIVERSITY AND INCLUSION ASSESSMENT TECHNICAL ASSISTANCE AND RESOURCES	35,000
CALIFORNIA STATE SUMMER SCHOOL ARTS FOUNDATION 39 EAST WALNUT STREET SUITE 8 PASADENA,CA 91103		SO III FI	FOR GENERAL OPERATING SUPPORT	30,000
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CALIFORNIA STATE UNIVERSITY FOUNDATION 401 GOLDEN SHORE 6TH FLOOR LONG BEACH,CA 908024210		PC	FOR A REGIONAL NETWORK FOR ENGAGED LEARNING	110,000
CALIFORNIA STATE UNIVERSITY OFFICE OF THE CHANCELL CSU OFFICE OF THE CHANCELLOR 401 GO LONG BEACH,CA 90802		PC	FOR THE CA OPEN EDU RES COUNCIL (COERC) AND THE CA OPEN SOURCE DIGITAL LIBRARY (COSDL)	500,000
CALIFORNIA SYMPHONY ORCHESTRA INC 1475 NORTH BROADWAY SUITE 420 WALNUT CREEK,CA 945964666		PC	FOR GENERAL OPERATING SUPPORT	40,000
CALSTART INC 48 SOUTH CHESTER AVENUE PASADENA,CA 911063105		PC	FOR GENERAL OPERATING SUPPORT	120,000
CALSTART INC 48 SOUTH CHESTER AVENUE PASADENA,CA 911063105		PC	FOR GENERAL OPERATING SUPPORT	200,000
CAMPANA GLOBAL POR LA LIBERTAD DE EXPRESION A19 AC AV JOSE VASCONCELOS 131 SAN MIGUEL MEXICO CITY 11850 MX		PC	FOR A PROJECT TO ASSESS THE PERFORMANCE OF STATE AND FEDERAL INFORMATION COMMISSIONS IN MEXICO	124,000
CARMEL BACH FESTIVAL INC POST OFFICE BOX 575 CARMEL BY THE SEA,CA 939210575		PC	FOR SUPPORT OF AN OPERATIONAL ASSESSMENT	25,000
CARMEL BACH FESTIVAL INC POST OFFICE BOX 575 CARMEL BY THE SEA,CA 939210575		PC	FOR GENERAL OPERATING SUPPORT	40,000
CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE 1779 MASSACHUSETTS AVENUE NW WASHINGTON,DC 200362109		PC	FOR THE NUCLEAR POLICY PROGRAM	400,000
CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE 1779 MASSACHUSETTS AVENUE NW WASHINGTON,DC 200362109		PC	FOR THE NUCLEAR POLICY PROGRAM	500,000
CARNEGIE ENDOWMENT FOR INTERNATIONAL PEACE 1779 MASSACHUSETTS AVENUE NW WASHINGTON,DC 200362109		PC	FOR THE CARNEGIE INITIATIVE ON NEW OILS AND THEIR ENERGY WATER AND CLIMATE IMPACTS	240,000
CARNEGIE FOUNDATION FOR THE ADVANCEMENT OF TEACHIN 51 VISTA LANE STANFORD,CA 943058703		EOF	FOR A REGIONAL PILOT OF THE STATWAY NETWORK IMPROVEMENT COMMUNITY	550,000
CARNEGIE FOUNDATION FOR THE ADVANCEMENT OF TEACHIN 51 VISTA LANE STANFORD,CA 943058703		EOF	FOR RESEARCH AND DEVELOPMENT EFFORTS AIMED AT DEVELOPMENTAL MATHEMATICS EDUCATION	285,000
CATHOLICS FOR CHOICE 1436 U STREET NW SUITE 301 WASHINGTON,DC 200093997		PC	FOR GENERAL OPERATING SUPPORT	300,000
CAZADERO PERFORMING ARTS CAMP INC POST OFFICE BOX 7908 BERKELEY,CA 947070908		PC	FOR GENERAL OPERATING SUPPORT	25,000
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CEL EDUCATION FUND 2150 ALLSTON WAY STE 340 BERKELEY,CA 94704		PC	FOR SUPPORT OF ULTRAVIOLET'S REPRODUCTIVE RIGHTS ACTIVISM	60,000
CEL EDUCATION FUND 2150 ALLSTON WAY STE 340 BERKELEY,CA 94704		PC	FOR SUPPORT OF THE ROOTSTRIKERS PROJECT	50,000
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW TENTH FLOOR WASHINGTON,DC 200054707		PC	FOR THE COMMON CORE STATE TESTING BUDGET ANALYSIS	150,000
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW TENTH FLOOR WASHINGTON,DC 200054707		PC	FOR THE PUBLIC LANDS PROJECT	200,000
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW TENTH FLOOR WASHINGTON,DC 200054707		PC	FOR SUPPORT OF THE SUSTAINABLE SECURITY AND PEACEBUILDING INITIATIVE	375,000
CENTER FOR AMERICAN PROGRESS 1333 H STREET NW TENTH FLOOR WASHINGTON,DC 200054707		PC	FOR SUPPORT OF THE SUSTAINABLE SECURITY AND PEACEBUILDING INITIATIVE	75,000
CENTER FOR ARMS CONTROL AND NONPROLIFERATION 322 4TH STREET NE WASHINGTON,DC 200025824		PC	FOR GENERAL OPERATING SUPPORT	75,000
CENTER FOR ASIAN AMERICAN MEDIA 145 NINTH STREET SUITE 350 SAN FRANCISCO,CA 941032641		PC	FOR GENERAL OPERATING SUPPORT	100,000
CENTER FOR COMMUNITY ACTION AND ENVIRONMENTAL JUST PO BOX 33124 JURUPA VALLEY,CA 92519		PC	FOR SUPPORT OF THE GOODS MOVEMENT AIR QUALITY AND POLICY DEVELOPMENT PROGRAM	75,000
CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVE 7TH FLOOR CAMBRIDGE,MA 021393363		PC	FOR STRATEGIC PLANNING	50,000
CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVE 7TH FLOOR CAMBRIDGE,MA 021393363		PC	FOR GENERAL OPERATING SUPPORT	350,000
CENTER FOR EFFECTIVE PHILANTHROPY INC 675 MASSACHUSETTS AVE 7TH FLOOR CAMBRIDGE,MA 021393363		PC	FOR GENERAL OPERATING SUPPORT	100,000
CENTER FOR ENERGY EFFICIENCY AND RENEWABLE TECHNOL 1100 ELEVENTH STREET SUITE 311 SACRAMENTO,CA 958143812		PC	FOR THE CALIFORNIA DESERT RENEWABLE ENERGY AND LAND CONSERVATION PROJECT	50,000
CENTER FOR ENERGY EFFICIENCY AND RENEWABLE TECHNOL 1100 ELEVENTH STREET SUITE 311 SACRAMENTO,CA 958143812		PC	FOR GENERAL OPERATING SUPPORT	100,000
CENTER FOR GLOBAL DEVELOPMENT 2055 L STREET NW5TH FLOOR WASHINGTON,DC 20036		PC	FOR GENERAL OPERATING SUPPORT	1,200,000
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CENTER FOR GLOBAL DEVELOPMENT 2055 L STREET NW5TH FLOOR WASHINGTON,DC 20036		PC	FOR THE VIDEOCONFERENCING PROJECT	42,187
CENTER FOR INVESTIGATIVE REPORTING INC 2130 CENTER STREET SUITE 103 BERKELEY,CA 947041384		PC	FOR A CONSULTANT TO SUPPORT A STRATEGIC PLANNING AND BUSINESS MODEL DEVELOPMENT PROCESS	150,000
CENTER FOR INVESTIGATIVE REPORTING INC 2130 CENTER STREET SUITE 103 BERKELEY,CA 947041384		PC	FOR GENERAL OPERATING SUPPORT	400,000
CENTER FOR NATIONAL POLICY 1 MASS AVE NW STE 333 WASHINGTON,DC 20001		PC	FOR SUPPORT OF THE OPERATION FREE PROGRAM	150,000
CENTER FOR PUBLIC INTEGRITY 910 SEVENTEENTH STREET NW SEVENTH FLOOR WASHINGTON,DC 200062601		PC	FOR GENERAL OPERATING SUPPORT	200,000
CENTER FOR PUBLIC INTEGRITY 910 SEVENTEENTH STREET NW SEVENTH FLOOR WASHINGTON,DC 200062601		PC	FOR NATIONAL SECURITY REPORTING	100,000
CENTER FOR RESPONSIVE POLITICS 1101 14TH ST NW SUITE 1030 WASHINGTON,DC 20005		PC	FOR GENERAL OPERATING SUPPORT	400,000
CENTER FOR STRATEGIC AND INTERNATIONAL STUDIES INC 1800 K STREET NW SUITE 400 WASHINGTON,DC 200062230		PC	FOR A PROJECT TO IMPROVE NUCLEAR SAFETY AND SECURITY IN SOUTHEAST ASIA	103,679
CENTER FOR STRATEGIC AND INTERNATIONAL STUDIES INC 1800 K STREET NW SUITE 400 WASHINGTON,DC 200062230		PC	FOR A PROJECT TO EXPLORE THE U S 'S NUCLEAR TECHNICAL COOPERATION AGREEMENT WITH KOREA	78,983
CENTER FOR STRATEGIC AND INTERNATIONAL STUDIES INC 1800 K STREET NW SUITE 400 WASHINGTON,DC 200062230		PC	FOR A PROJECT TO EXPLORE THE UNITED STATES APPROACH TO TECHNICAL COOPERATION AGREEMENTS	60,000
CENTER FOR THE NATIONAL INTEREST INC 1615 L STREET NW SUITE 1250 WASHINGTON,DC 20036		PC	FOR THE ENERGY INNOVATION REFORM PROJECT	200,000
CENTER FOR THE NATIONAL INTEREST INC 1615 L STREET NW SUITE 1250 WASHINGTON,DC 20036		PC	FOR THE ENERGY INNOVATION REFORM PROJECT	40,000
CENTER FOR US GLOBAL LEADERSHIP 1129 20TH STREET NW SUITE 600 WASHINGTON,DC 20036		PC	FOR GENERAL OPERATING SUPPORT	800,000
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET NE SUITE 510 WASHINGTON,DC 200028035		PC	FOR THE INTERNATIONAL BUDGET PARTNERSHIP	2,000,000
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET NE SUITE 510 WASHINGTON,DC 200028035		PC	FOR GENERAL OPERATING SUPPORT	166,000
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CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET NE SUITE 510 WASHINGTON,DC 200028035		PC	FOR GENERAL OPERATING SUPPORT	200,000
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET NE SUITE 510 WASHINGTON,DC 200028035		PC	FOR ORGANIZATIONAL RESTRUCTURING FOR THE INTERNATIONAL BUDGET PARTNERSHIP	60,000
CENTER ON RACE POVERTY & ENVIRONMENT 47 KEARNY STREET SUITE 804 SAN FRANCISCO,CA 941085528		PC	FOR THE AIR PROJECT	100,000
CENTRE FOR GOVERNANCE AND DEVELOPMENT RIARA GARDENS PO BOX 4037 NAIROBI 00506 KE		NC	FOR A PROJECT TO IMPROVE PUBLIC ACCOUNTABILITY AND SERVICE DELIVERY IN PUBLIC PRIMARY SCHOOLS	216,224
CENTRE FOR POLICY RESEARCH DHARMA MARG CHANAKYAPURI NEWDELHI 110021 IN		NC	FOR STRENGTHENING THE TRANSPARENCY AND ACCOUNTABILITY OF PUBLIC EXPENDITURES ON EDUCATION IN INDIA	368,000
CENTRO DE INVESTIGACION ECONOMICA Y PRESUPUESTARIA PUEBLA 151 INT O COL ROMA NORTE MEXICO CITY 06700 MX		PC	FOR A PROJECT TO DEVELOP AN ONLINE TOOL TO SIMULATE CHANGES IN TAX POLICY IN MEXICO	150,000
CENTRO DE INVESTIGACION ECONOMICA Y PRESUPUESTARIA PUEBLA 151 INT O COL ROMA NORTE MEXICO CITY 06700 MX		PC	FOR STRATEGIC PLANNING	25,000
CENTRO DE INVESTIGACION PARA EL DESARROLLO AC NO 11 EDIF D PISO 2 LOS MORALES MEXICO CITY 11510 MX		PC	FOR GENERAL OPERATING SUPPORT	100,000
CENTRO DE INVESTIGACION Y DOCENCIA ECONOMICAS AC CAR MEXTOL 3655 APT POST 10883 MEXICO CITY 01210 MX		PC	FOR A PROJECT TO SUPPORT THE ACCOUNTABILITY NETWORK IN MEXICO	150,000
CENTRO DE INVESTIGACION Y DOCENCIA ECONOMICAS AC CAR MEXTOL 3655 APT POST 10883 MEXICO CITY 01210 MX		PC	FOR FOSTERING THE USE OF COLLECTIVE ACTIONS IN MEXICO THROUGH PUBLIC INTEREST LITIGATION	35,000
CENTRO DE INVESTIGACION Y DOCENCIA ECONOMICAS AC CAR MEXTOL 3655 APT POST 10883 MEXICO CITY 01210 MX		PC	FOR SUPPORT FOR RESEARCH TRAINING AND EVALUATION ON ACCOUNTABILITY AND GOVERNANCE IN MEXICO	225,000
CENTRO DE INVESTIGACIONES Y ESTUDIOS SUPERIORES EN JUAREZ 87 COL TLALPAN MEXICO CITY 14100 MX		PC	FOR PROGRAM SUPPORT TO THE CENTER FOR SOCIAL AUDIT	400,000
CENTRO DE INVESTIGACIONES Y ESTUDIOS SUPERIORES EN JUAREZ 87 COL TLALPAN MEXICO CITY 14100 MX		PC	FOR A PROJECT TO DEVELOP A QUALITATIVE EVALUATION SYSTEM FOR MEXICO	154,000
CENTRO DE TRANSPORTE SUSTENTABLE DE MEXICO AC BELISARIO DOMINGUEZ 8 PA COL VILLA MEXICO DF 04000 MX		PC	FOR PROMOTING EFFICIENT SAFE AND SUSTAINABLE MOBILITY SYSTEMS IN MEXICO	500,000
CENTRO MEXICANO DE DERECHO AMBIENTAL AC ATILXCO NO 138 COL CONDESA MEXICO CITY 06140 MX		PC	FOR THE AIR QUALITY CLEAN FUELS AND VEHICLES PROGRAM	225,000
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CHARITY NAVIGATOR 139 HARRISTOWN RD SUITE 201 GLEN ROCK,NJ 07452		PC	FOR GENERAL OPERATING SUPPORT	100,000
CHHANDAM CHITRESH DAS DANCE COMPANY 2325 THIRD STREET SUITE 320 SAN FRANCISCO,CA 941073168		PC	FOR GENERAL OPERATING SUPPORT	30,000
CHINESE CULTURAL PRODUCTIONS FORT MASON CENTER LANDMARK BUILDING C SUITE 353 SAN FRANCISCO,CA 941231300		PC	FOR GENERAL OPERATING SUPPORT	30,000
CHORUS AMERICA ASSOCIATION POST OFFICE BOX 2646 ARLINGTON,VA 222020646		PC	FOR AN INTRINSIC IMPACT SURVEY PROJECT	40,000
CHRISTIAN COALITION PO BOX 37030 WASHINGTON,DC 20013		PC	FOR THE YOUNG CONSERVATIVES FOR ENERGY REFORM PROJECT	150,000
CHRONICLE SEASON OF SHARING FUND PO BOX 44740 SAN FRANCISCO,CA 941440001		PC	FOR GENERAL OPERATING SUPPORT	50,000
CINNABAR ARTS CORPORATION 3333 PETALUMA BOULEVARD NORTH PETALUMA,CA 949521267		PC	FOR GENERAL OPERATING SUPPORT	25,000
CIRCUS CENTER 755 FREDERICK STREET SAN FRANCISCO,CA 941172755		PC	FOR GENERAL OPERATING SUPPORT	50,000
CITIZEN FILM INC 2180 BRYANT ST STE 201 SAN FRANCISCO,CA 94110		PC	FOR SUPPORT OF A DOCUMENTARY FILM EXPLORING AMERICAN IDENTITY	200,000
CITY CLUB 1333 FIFTH AVE STE 24 SEATTLE,WA 98101		PC	FOR SUPPORT OF THE LIVING VOTERS GUIDE	40,000
CITY LIGHTS PERFORMANCE GROUP OF SAN JOSE INC 529 SOUTH SECOND STREET SAN JOSE,CA 951125708		PC	FOR GENERAL OPERATING SUPPORT	25,000
CLEAN AIR TASK FORCE INC 18 TREMONT STREET SUITE 530 BOSTON,MA 021082305		PC	FOR GENERAL OPERATING SUPPORT	400,000
CLIMATEWORKS FOUNDATION 235 MONTGOMERY STREET SUITE 1300 SAN FRANCISCO,CA 941043006		PC	FOR THE CREATION OF A LATIN AMERICA REGIONAL CLIMATE FOUNDATION	150,000
CLIMATEWORKS FOUNDATION 235 MONTGOMERY STREET SUITE 1300 SAN FRANCISCO,CA 941043006		PC	FOR GENERAL OPERATING SUPPORT	20,000,000
COALITION FOR CLEAN AIR 800 WILSHIRE BLVD SUITE 1010 LOS ANGELES,CA 90017		PC	FOR THE ZEROING IN ON FREIGHT PROGRAM	215,000
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COLECTIVO ECOLOGISTA JALISCO AC 4315 COL CIUDAD DE LOS NINOS ZAPOPAN JALISCO C P 45040 MX		NC	FOR A CLEAN AND ENERGY EFFICIENT PUBLIC TRANSPORTATION SYSTEM PROJECT IN GUADALAJARA	125,000
COLLABORATIVE AFRICAN BUDGET REFORM INITIATIVE 240 VERMEULEN STREET PRETORIA SF		PC	FOR GENERAL OPERATING SUPPORT	200,000
COLORADO ENVIRONMENTAL COALITION INC 1536 WYNKOOP SUITE 5C DENVER,CO 802021183		PC	FOR SUPPORT OF ITS PROJECT TO PROTECT COLORADO WILDERNESS AND REDUCE FOSSIL FUEL IMPACTS	200,000
COLORADO ENVIRONMENTAL COALITION INC 1536 WYNKOOP SUITE 5C DENVER,CO 802021183		PC	FOR BOARD AND EXECUTIVE DIRECTOR TRAINING	25,000
COLORADO STATE UNIVERSITY FOUNDATION 1038 CAMPUS DELIVERY FORT COLLINS,CO 80523		PC	FOR THE UTILITY DESIGN FOR 21ST CENTURY CONFERENCE	25,000
COMMON SENSE MEDIA 650 TOWNSEND STREET SUITE 435 SAN FRANCISCO,CA 941036221		PC	FOR ANALYSIS OF THE TECHNOLOGY REQUIREMENTS OF ONLINE TESTING AND THEIR RELATIONSHIP TO ERATE	250,000
COMMUNICATION NETWORK 1717 NORTH NAPER BLVD SUITE 102 NAPERVILLE,IL 60563		PC	FOR SUPPORT OF A CONSULTANT TO ENHANCE ALIGNMENT OF GOVERNANCE PRACTICES WITH NEW STRATEGIC VISION	25,000
COMMUNICATIONS CONSORTIUM MEDIA CENTER 401 NINTH STREET NW SUITE 450 WASHINGTON,DC 200042142		PC	FOR AN ORGANIZATIONAL ASSESSMENT	35,000
COMMUNITIES FOR A BETTER ENVIRONMENT 6325 PACIFIC BOULEVARD SUITE 300 HUNTINGTON PARK,CA 902554100		PC	FOR THE CLIMATE AND ENERGY JUSTICE PROGRAM	150,000
COMMUNITIES FOR A BETTER ENVIRONMENT 6325 PACIFIC BOULEVARD SUITE 300 HUNTINGTON PARK,CA 902554100		PC	FOR THE CLIMATE AND ENERGY JUSTICE PROGRAM	20,000
COMMUNITY GROWTH EDUCATIONAL FOUNDATION INC 4875 EISENHOWER AVENUE ALEXANDRIA,VA 22304		SO I	FOR BUSINESS COMMUNITY OUTREACH IN SUPPORT OF DEEPER LEARNING	98,695
COMMUNITY INITIATIVES 354 PINE STREET SUITE 700 SAN FRANCISCO,CA 94104		PC	FOR THE INTERTRIBAL FRIENDSHIP HOUSE	20,000
COMMUNITY INITIATIVES 354 PINE STREET SUITE 700 SAN FRANCISCO,CA 94104		PC	FOR THE TEACHING ARTISTS GUILD	10,000
COMMUNITY MUSIC CENTER 544 CAPP STREET SAN FRANCISCO,CA 941102586		PC	FOR GENERAL OPERATING SUPPORT	90,000
COMMUNITY SCHOOL OF MUSIC AND ARTS 230 SAN ANTONIO CIRCLE MOUNTAIN VIEW,CA 940401276		PC	FOR GENERAL SUPPORT OF THE MUSIC PROGRAM	125,000
Total  3a				240,149,631


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
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a Paid during the year				
COMPASSPOINT NONPROFIT SERVICES 731 MARKET STREET SUITE 200 SAN FRANCISCO,CA 941032005		PC	FOR A PLANNING GRANT TO TEST THE FEASIBILITY OF AN ONLINE CONSULTANT REVIEW PLATFORM	50,000
CONNECTED THE CALIFORNIA CENTER FOR COLLEGE AND CA 2150 SHATTUCK AVENUE SUITE 1200 BERKELEY,CA 947041357		PC	FOR IDENTIFYING CULTIVATING AND SHOWCASING EXEMPLARY SCHOOLS TO ADVANCE DEEPER LEARNING	100,000
CONSERVATION ACTION TRUST 5 SAHAKAR BHAVAN LBS MARG NARAYAN MUMBAI 400086 IN		NC	FOR THE CLEAN ENERGY CAMPAIGN IN INDIA	151,980
CONSERVATION LANDS FOUNDATION 160 E 12TH ST SUITE 2 DURANGO,CO 81301		PC	FOR SUPPORT OF THE NATIONAL MONUMENTS CAMPAIGN	250,000
CONSERVATION LANDS FOUNDATION 160 E 12TH ST SUITE 2 DURANGO,CO 81301		PC	FOR GENERAL OPERATING SUPPORT	200,000
CONSERVATION LAW FOUNDATION INC 62 SUMMER STREET BOSTON,MA 02110		PC	FOR COAL PLANT RETIREMENTS AND OFFSHORE WIND ADVOCACY PROJECTS	100,000
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY PRESIDIO BUILDING 1016 2ND FLR PO BOX 29361 SAN FRANCISCO,CA 941290361		PC	FOR GENERAL OPERATING SUPPORT	39,000
CORNELL UNIVERSITY 410 THURSTON AVENUE ITHACA,NY 14853		PC	FOR DEMOGRAPHIC TRAINING RESEARCH AND POLICY DISSEMINATION IN SUBSAHARAN AFRICA	165,000
COUNCIL FOR A STRONG AMERICA 1212 NEW YORK AVENUE NW SUITE 300 WASHINGTON,DC 200053998		PC	FOR MOBILIZING BUSINESS LEADERS TO ADVOCATE FOR DEEPER LEARNING	250,000
COUNCIL OF CHIEF STATE SCHOOL OFFICERS ONE MASSACHUSETTS AVENUE NW SUITE 7 WASHINGTON,DC 200011431		PC	TO SUPPORT STATE AND FEDERAL OUTREACH FOR OPEN EDUCATIONAL RESOURCES	99,000
COUNCIL OF CHIEF STATE SCHOOL OFFICERS ONE MASSACHUSETTS AVENUE NW SUITE 7 WASHINGTON,DC 200011431		PC	FOR SUPPORT OF THE INNOVATION LAB NETWORK	845,315
COUNCIL OF CHIEF STATE SCHOOL OFFICERS ONE MASSACHUSETTS AVENUE NW SUITE 7 WASHINGTON,DC 200011431		PC	FOR EXECUTIVE TRAINING FOR THE NEW DIRECTOR	50,000
COUNCIL OF CHIEF STATE SCHOOL OFFICERS ONE MASSACHUSETTS AVENUE NW SUITE 7 WASHINGTON,DC 200011431		PC	FOR DESIGN AND CREATION OF COMMON COREALIGNED ASSESSMENTS	100,000
COUNCIL OF CHIEF STATE SCHOOL OFFICERS ONE MASSACHUSETTS AVENUE NW SUITE 7 WASHINGTON,DC 200011431		PC	FOR SUPPORT TO STATES IN ADOPTING AND IMPLEMENTING THE COMMON CORE ASSESSMENTS	400,000
COUNCIL OF CHIEF STATE SCHOOL OFFICERS ONE MASSACHUSETTS AVENUE NW SUITE 7 WASHINGTON,DC 200011431		PC	FOR THE ARTSEDSEARCH PROJECT	30,000
Total  3a				240,149,631


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COUNCIL OF THE GREAT CITY SCHOOLS 1301 PENNSYLVANIA AVENUE NW WASHINGTON,DC 200041701		PC	FOR DEVELOPING TOOLS TO GUIDE SCHOOL DISTRICT SELECTION OF COMMON CORE TEACHING MATERIALS	375,000
COUNCIL ON FOREIGN RELATIONS INC 1779 MASSACHUSETTS AVENUE NW SUITE WASHINGTON,DC 200362109		PC	FOR GENERAL OPERATING SUPPORT	100,000
COUNCIL ON FOUNDATIONS INC 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202		PC	FOR GENERAL OPERATING SUPPORT	55,000
COUNTERPULSE 1310 MISSION STREET SAN FRANCISCO,CA 941032609		PC	FOR GENERAL OPERATING SUPPORT	80,000
COUNTERPULSE 1310 MISSION STREET SAN FRANCISCO,CA 941032609		PC	FOR CONSTRUCTION COSTS FOR THE RENOVATION OF THE FACILITY AT 80 TURK STREET	500,000
COUNTY OF SAN MATEO 400 COUNTY CENTER FIRST FLOOR REDWOOD CITY,CA 94063		PC	FOR THE SAN MATEO COUNTY ARTS COMMISSION GRANTS PROGRAM	22,000
CREATIVE COMMONS CORPORATION 444 CASTRO STREET SUITE 900 MOUNTAIN VIEW,CA 940412061		PC	FOR LEADERSHIP DEVELOPMENT IN OPEN EDUCATIONAL RESOURCES	150,000
CREATIVE COMMONS CORPORATION 444 CASTRO STREET SUITE 900 MOUNTAIN VIEW,CA 940412061		PC	FOR GENERAL OPERATING SUPPORT	750,000
CROSSPULSE POST OFFICE BOX 3388 OAKLAND,CA 946090388		PC	FOR GENERAL OPERATING SUPPORT	20,000
CULTURAL DATA PROJECT 400 MARKET STREET SUITE 600 PHILADELPHIA,PA 191062533		PC	FOR THE VIDEOCONFERENCING PROJECT	8,720
CULTURAL DATA PROJECT 400 MARKET STREET SUITE 600 PHILADELPHIA,PA 191062533		PC	FOR SUPPORT OF THE CALIFORNIA CULTURAL DATA PROJECT	233,467
CUTTING BALL THEATER 141 TAYLOR STREET SAN FRANCISCO,CA 941022802		PC	FOR GENERAL OPERATING SUPPORT	35,000
CYPRESS PERFORMING ARTS ASSOCIATION 44 PAGE STREET SUITE 400 SAN FRANCISCO,CA 94102		PC	FOR GENERAL OPERATING SUPPORT	33,000
DANCE PALACE POST OFFICE BOX 217 POINT REYES STATION,CA 949560217		PC	FOR GENERAL OPERATING SUPPORT	20,000
DANCE PALACE POST OFFICE BOX 217 POINT REYES STATION,CA 949560217		PC	FOR STRATEGIC PLANNING	20,000
Total  3a				240,149,631


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DANCERS GROUP 44 GOUGH STREET SUITE 201 SAN FRANCISCO,CA 941035423		PC	FOR STRATEGIC PLANNING	50,000
DANCERS GROUP 44 GOUGH STREET SUITE 201 SAN FRANCISCO,CA 941035423		PC	FOR BAY AREA NATIONAL DANCE WEEK	30,000
DANCERS GROUP 44 GOUGH STREET SUITE 201 SAN FRANCISCO,CA 941035423		PC	FOR GENERAL OPERATING SUPPORT	70,000
DANCERS GROUP 44 GOUGH STREET SUITE 201 SAN FRANCISCO,CA 941035423		PC	FOR BAY AREA PERFORMING ARTS SPACES	20,000
DEMOCRACY WORKS INC 150 COURT ST 2ND FLOOR BROOKLYN,NY 11201		PC	FOR SUPPORT OF TURBOVOTE TO CONTINUE ELECTIONLINE A SITE FOR ELECTION REFORM NEWS AND INFORMATION	50,000
DERECHOS INFANCIA MEXICO AC AVENIDA MEXICO COYOACAN NUM 350 COL MEXICO CITY DF 03340 MX		PC	FOR A PROJECT TO PROMOTE CHILDRENS' RIGHTS TO CLEAN AIR THROUGH SOCIAL PARTICIPATION	100,000
DESTINY ARTS CENTER 970 GRACE AVENUE OAKLAND,CA 94608		PC	FOR GENERAL OPERATING SUPPORT	70,000
DEUTSCHE STIFTUNG WELTBEVOELKERUNG GOTTINGER CHAUSSEE 115 HANNOVER D-30459 GM		PC	FOR GENERAL OPERATING SUPPORT	665,000
DEUTSCHE STIFTUNG WELTBEVOELKERUNG GOTTINGER CHAUSSEE 115 HANNOVER D-30459 GM		PC	FOR A VIDEOCONFERENCING PROJECT	46,250
DEUTSCHE STIFTUNG WELTBEVOELKERUNG GOTTINGER CHAUSSEE 115 HANNOVER D-30459 GM		PC	FOR SUPPORT TO STRENGTHEN INCOUNTRY ADVOCACY CAPACITY	30,000
DEVELOPMENT INITIATIVES POVERTY RESEARCH LIMITED NORTH QUAY HOUSE QUAY SIDE BRISTOL BS1 6FL UK		NC	FOR THE AIDINFO PROGRAM	1,050,000
DIABLO LIGHT OPERA COMPANY POST OFFICE BOX 5034 WALNUT CREEK,CA 945965034		PC	FOR GENERAL OPERATING SUPPORT	40,000
DIABLO REGIONAL ARTS ASSOCIATION 1601 CIVIC DRIVE WALNUT CREEK,CA 945964299		PC	FOR GENERAL OPERATING SUPPORT	40,000
DIABLO REGIONAL ARTS ASSOCIATION 1601 CIVIC DRIVE WALNUT CREEK,CA 945964299		PC	FOR BUSINESS MODEL AND SCENARIO PLANNING	20,000
DIAMANO COURA WEST AFRICAN DANCE CO 1428 ALICE ARTS CENTER SUITE 201 OAKLAND,CA 94612		PC	FOR GENERAL OPERATING SUPPORT	15,000
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DIMENSIONS DANCE THEATER INCORPORATED MALONGA CASQUELOURD CENTER 1428 ALICE STREET SUITE 308 OAKLAND,CA 946124004		PC	FOR GENERAL OPERATING SUPPORT	40,000
DJERASSI RESIDENT ARTISTS PROGRAM 2325 BEAR GULCH ROAD WOODSIDE,CA 940624405		PC	FOR SUPPORT OF RESIDENCIES FOR BAY AREA PERFORMING ARTISTS	40,000
DKT INTERNATIONAL INC 1701 K STREET NW SUITE 900 WASHINGTON,DC 200061513		PC	FOR GENERAL OPERATING SUPPORT	400,000
DKT INTERNATIONAL INC 1701 K STREET NW SUITE 900 WASHINGTON,DC 200061513		PC	FOR FAMILY PLANNING SOCIAL MARKETING IN NIGERIA	150,000
EARPLAY 560 29TH STREET SAN FRANCISCO,CA 941312239		PC	FOR GENERAL OPERATING SUPPORT	15,000
EARTH ISLAND INSTITUTE INC 2150 ALLSTON WAYSUITE 460 BERKELEY,CA 94704		PC	FOR THE BAY AREA WILDERNESS TRAINING PROGRAM	50,000
EARTH ISLAND INSTITUTE INC 2150 ALLSTON WAYSUITE 460 BERKELEY,CA 94704		PC	FOR THE BAY AREA WILDERNESS TRAINING PROGRAM	50,000
EARTHJUSTICE 50 CALIFORNIA STREET SUITE 500 SAN FRANCISCO,CA 94111		PC	FOR GENERAL OPERATING SUPPORT	175,000
EARTHWORKS 1612 K STREET NW SUITE 808 WASHINGTON,DC 200062809		PC	FOR THE OIL AND GAS ACCOUNTABILITY PROJECT	100,000
EAST BAY CENTER FOR THE PERFORMING ARTS 339 ELEVENTH STREET RICHMOND,CA 948013105		PC	FOR STRATEGIC CAPITALIZATION PLANNING	42,500
EAST BAY CENTER FOR THE PERFORMING ARTS 339 ELEVENTH STREET RICHMOND,CA 948013105		PC	FOR GENERAL OPERATING SUPPORT	108,000
EAST BAY COMMUNITY FOUNDATION 200 FRANK H OGAWA PLAZA OAKLAND,CA 946122005		PC	FOR THE EAST BAY FUND FOR ARTISTS	50,000
EAST BAY PERFORMING ARTS 2201 BROADWAY SUITE 300 OAKLAND,CA 94611		PC	FOR GENERAL OPERATING SUPPORT	70,000
EASTSIDE ARTS ALLIANCE 2277 INTERNATIONAL BOULEVARD POST OFFICE BOX 17008 OAKLAND,CA 946017008		PC	FOR GENERAL OPERATING SUPPORT	45,000
ECOFLIGHT 307 L AABC ASPEN,CO 81611		PC	FOR GENERAL OPERATING SUPPORT	150,000
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EDITORIAL PROJECTS IN EDUCATION INC 6935 ARLINGTON ROAD BETHESDA,MD 208145270		PC	FOR EXPANDED EDUCATION COVERAGE IN TEXT WEBINARS AND OTHER SOCIAL MEDIA	307,750
EDNOVO 1032 ELWELL COURT SUITE 210 PALO ALTO,CA 94303		PC	FOR PLATFORM DEVELOPMENT THAT ASSISTS IN CURATION AUTOTAGGING AND CONTEXTUALIZATION OF OER	400,000
EDUCATION RESOURCE STRATEGIES INC 1 BROOK STREET WATERTOWN,MA 02472		PC	FOR TECHNICAL ASSISTANCE TO HELP URBAN SCHOOL DISTRICTS PLAN EFFECTIVE USE OF FEDERAL STIMULUS FUNDS	185,000
EDUCATIONAL POLICY IMPROVEMENT CENTER 1700 MILLRACE EUGENE,OR 97403		PC	FOR GENERAL OPERATING SUPPORT	200,000
EDUCAUSE 282 CENTURY PLACE SUITE 5000 LOUISVILLE,CO 80027		PC	FOR THE LAUNCH OF THE NEXT GENERATION LEARNING CHALLENGES	300,000
EDUCAUSE 282 CENTURY PLACE SUITE 5000 LOUISVILLE,CO 80027		PC	FOR THE NEXT GENERATION LEARNING CHALLENGES COLLABORATORY PROJECT	250,000
EDVISIONS SCHOOLS INC 501 MAIN STREET PO BOX 601 HENDERSON,MN 56044		PC	FOR IDENTIFYING CULTIVATING AND SHOWCASING EXEMPLARY SCHOOLS TO ADVANCE DEEPER LEARNING	100,000
EKONOMI VE DIS POLITIKA ARASTIRMALAR MERKEZI DEMEG SEHERYILDIZI SOKAK 235 ETILER ISTANBUL 34337 TU		NC	FOR A PROJECT TO EXPLORE TURKEYS INTERESTS AND PREFERENCES REGARDING NUCLEAR POLICY	200,000
EL TEATRO CAMPESINO POST OFFICE BOX 1240 SAN JUAN BAUTISTA,CA 95045		PC	FOR GENERAL OPERATING SUPPORT	25,000
ENGENDERHEALTH INC 440 NINTH AVENUE NEWYORK,NY 100011620		PC	FOR GENERAL OPERATING SUPPORT	500,000
ENGENDERHEALTH INC 440 NINTH AVENUE NEWYORK,NY 100011620		PC	FOR A TOOL TO IMPROVE FAMILY PLANNING SERVICES	250,000
ENVIRONMENT CALIFORNIA RESEARCH & POLICY CENTER IN 3435 WILSHIRE BLVD STE 385 LOS ANGELES,CA 90010		PC	FOR THE ONE MILLION ELECTRIC CARS CAMPAIGN	300,000
ENVIRONMENTAL DEFENSE FUND INCORPORATED 123 MISSION STREET TWENTYEIGHTH FLOOR SAN FRANCISCO,CA 941055142		PC	FOR THE NATURAL GAS AND THE ELECTRIC GRID PROJECT	150,000
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DRIVE SUITE 960 NEWYORK,NY 10115		PC	FOR GENERAL OPERATING SUPPORT	50,000
ENVIRONMENTAL HEALTH COALITION 2727 HOOVER AVE SUITE 202 NATIONAL CITY,CA 919506604		PC	FOR SUPPORT OF THE CALIFORNIA ENVIRONMENTAL JUSTICE ALLIANCE'S CLIMATE AND ENERGY PROGRAM	45,000
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ENVIRONMENTAL INTEGRITY PROJECT 1000 VERMONT AVENUE NW STE 1100 WASHINGTON,DC 20005		PC	FOR GENERAL OPERATING SUPPORT	150,000
ENVISION EDUCATION INC 111 MYRTLE STREET SUITE 203 OAKLAND,CA 94607		PC	FOR IDENTIFYING CULTIVATING AND SHOWCASING EXEMPLARY SCHOOLS TO ADVANCE DEEPER LEARNING	100,000
ENVISION EDUCATION INC 111 MYRTLE STREET SUITE 203 OAKLAND,CA 94607		PC	FOR THE BAY AREA PERFORMANCE ASSESSMENT NETWORK	406,000
ENVISION EDUCATION INC 111 MYRTLE STREET SUITE 203 OAKLAND,CA 94607		PC	FOR A DEEPER LEARNING COMMUNITY OF PRACTICE FOCUSED ON IMPROVING TEACHING	307,500
ENVISION EDUCATION INC 111 MYRTLE STREET SUITE 203 OAKLAND,CA 94607		PC	FOR THE DEEPER LEARNING STUDENT ASSESSMENT SYSTEM	300,000
EPIPHANY PRODUCTIONS SONIC DANCE THEATER 925 MISSION STREETSUITE 109 SAN FRANCISCO,CA 94103		PC	FOR GENERAL OPERATING SUPPORT	25,000
EQUILIBRES ET POPULATIONS 75 RUE DES SAINTS PERES PARIS 75006 FR		PC	FOR GENERAL OPERATING SUPPORT	250,000
EQUIS JUSTICIA PARA LAS MUJERES TABASCO 689 3 COL ROMA DELEGACION CUAHTEMOC,DF 06700 MX		PC	FOR PROMOTION OF WOMENS HUMAN RIGHTS IN MEXICO THROUGH TRANSPARENCY IN THE JUSTICE SYSTEM	150,000
EUROPEAN LEADERSHIP NETWORK SOUTHBANK HOUSE BLACK PRINCE RD LONDON SE1 7SJ UK		NC	FOR A PROJECT PROMOTING GREATER UNDERSTANDING OF MULTILATERAL NUCLEAR DISARMAMENT	75,000
EXHALE AN AFTERABORTION COUNSELING TALKLINE 1714 FRANKLIN STREET 100141 OAKLAND,CA 94612		PC	FOR AN ETHICAL STORYSHARING PILOT PROJECT INTENDED TO DESTIGMATIZE ABORTION	125,000
EXITHEATRE 156 EDDY STREET SAN FRANCISCO,CA 941022708		PC	FOR GENERAL OPERATING SUPPORT	50,000
EXPEDITIONARY LEARNING OUTWARD BOUND INC 247 WEST 35TH STREET 8TH FLOOR NEW YORK,NY 10001		PC	FOR GENERAL OPERATING SUPPORT	500,000
EXPEDITIONARY LEARNING OUTWARD BOUND INC 247 WEST 35TH STREET 8TH FLOOR NEW YORK,NY 10001		PC	FOR DEVELOPMENT OF A BUSINESS PLAN	125,000
EXPEDITIONARY LEARNING OUTWARD BOUND INC 247 WEST 35TH STREET 8TH FLOOR NEW YORK,NY 10001		PC	FOR IDENTIFYING CULTIVATING AND SHOWCASING EXEMPLARY SCHOOLS TO ADVANCE DEEPER LEARNING	100,000
FESTIVAL OPERA ASSOCIATION INC 1630 NORTH MAIN STREET SUITE 61 WALNUT CREEK,CA 94596		PC	FOR GENERAL OPERATING SUPPORT	40,000
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FINALSClubORG INCORPORATED 1132 MASSACHUSETTS AVENUE 2 CAMBRIDGE,MA 02138		PC	FOR EXPANSION OF THE FINALSClub OER PLATFORM	75,000
FIREBIRD YOUTH CHINESE ORCHESTRA POST OFFICE BOX 642098 SAN JOSE,CA 951642098		PC	FOR GENERAL OPERATING SUPPORT	35,000
FIRELIGHT FOUNDATION 740 FRONT ST SANTA CRUZ,CA 95060		PC	FOR GRANTS TO INNOVATIVE PROGRAMS THAT IMPROVE CHILDRENS LEARNING IN AFRICA	495,768
FIRST VOICE INC 41A PARSONS STREET SAN FRANCISCO,CA 941184116		PC	FOR GENERAL OPERATING SUPPORT	23,000
FIRST VOICE INC 41A PARSONS STREET SAN FRANCISCO,CA 941184116		PC	FOR GENERAL OPERATING SUPPORT	20,000
FORUM OF REGIONAL ASSOCIATIONS OF GRANTMAKERS 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202		SO III FI	FOR GENERAL OPERATING SUPPORT	50,000
FOUNDATION CENTER 79 FIFTH AVENUE NEWYORK,NY 100033034		PC	FOR GENERAL OPERATING SUPPORT	200,000
FOUNDATION CENTER 79 FIFTH AVENUE NEWYORK,NY 100033034		PC	FOR SUPPORT OF A PROJECT TO MAP FOUNDATION FUNDING AIMED AT IMPROVING DEMOCRACY IN THE UNITED STATES	28,150
FOUNDATION FOR CALIFORNIA COMMUNITY COLLEGES 1102 Q STREET THIRD FLOOR SACRAMENTO,CA 958146549		PC	FOR STRATEGIC AND BUSINESS PLANNING FOR LEARNINGWORKS	35,000
FOUNDATION FOR CALIFORNIA COMMUNITY COLLEGES 1102 Q STREET THIRD FLOOR SACRAMENTO,CA 958146549		PC	FOR THE LEARNINGWORKS PROJECT	544,000
FOUNDATION FOR LEARNING EQUALITY 4275 EXECUTIVE SQ 11TH FLOOR LA JOLLA,CA 92037		NC	TO MAKE OER AVAILABLE IN LOW BANDWIDTH AREAS	100,000
FRACTURED ATLAS PRODUCTIONS INC 248 WEST 35TH STREET 10TH FLOOR NEWYORK,NY 10001		PC	FOR AMERICAN DANCE ABROAD	40,000
FRACTURED ATLAS PRODUCTIONS INC 248 WEST 35TH STREET 10TH FLOOR NEWYORK,NY 10001		PC	FOR THE BAY AREA CULTURAL ASSET MAP	50,000
FRAMELINE INC 145 NINTH STREET SUITE 300 SAN FRANCISCO,CA 941032640		PC	FOR GENERAL OPERATING SUPPORT	50,000
FRESH MEAT PRODUCTIONS 375 27TH STREET SUITE A SAN FRANCISCO,CA 941312011		PC	FOR GENERAL OPERATING SUPPORT	35,000
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FRESH MEAT PRODUCTIONS 375 27TH STREET SUITE A SAN FRANCISCO,CA 941312011		PC	FOR PREPRODUCTION EXPENSES ASSOCIATED WITH A DOCUMENTATION PROJECT	20,000
FRESNO BARRIOS UNIDOS 4415 E TULARE ST FRESNO,CA 93702		PC	FOR STRENGTHENING THE BOARD OF DIRECTORS AND CONDUCTING AN ORGANIZATIONAL ASSESSMENT	20,000
FRESNO METROPOLITAN MINISTRY 4270 N BLACKSTONE AVE 212 FRESNO,CA 93726		PC	FOR HUMAN RESOURCES AND FINANCIAL SYSTEMS PLANNING	35,000
FRESNO REGIONAL FOUNDATION 5250 NORTH PALM AVENUE SUITE 424 FRESNO,CA 937042234		PC	FOR ITS TEEN PREGNANCY PREVENTION PROJECT	368,000
FSG INC 500 BOYLSTON STREET SUITE 600 BOSTON,MA 02116		PC	FOR GENERAL OPERATING SUPPORT	100,000
FSG INC 500 BOYLSTON STREET SUITE 600 BOSTON,MA 02116		PC	FOR SUPPORT OF THE DEVELOPMENT OF AN EVALUATION FRAMEWORK FOR COLLECTIVE IMPACT	50,000
FUND FOR CONSTITUTIONAL GOVERNMENT 122 MARYLAND AVENUE NE WASHINGTON,DC 20002		PC	FOR A STRATEGY REVIEW FOR THE PEACE AND SECURITY FUNDERS GROUP	35,000
FUNDACION TLALOC ASOCIACION CIVIL NO 1209 COL MORELOS 2A SECCION TOLUCA CP 50120 MX		NC	FOR A PROJECT TO PROMOTE AIR QUALITY AND MOBILITY POLICIES IN THE VALLEY OF TOLUCA	141,000
FUNDAR CENTRO DE ANALISIS E INVESTIGACION ASOCIACI CERRADA DE ALBERTO ZAMORA NO 21 COL MEXICO CITY CP 04000 MX		PC	FOR GENERAL OPERATING SUPPORT	100,000
FUNDAR CENTRO DE ANALISIS E INVESTIGACION ASOCIACI CERRADA DE ALBERTO ZAMORA NO 21 COL MEXICO CITY CP 04000 MX		PC	FOR GENERAL OPERATING SUPPORT	500,000
FUNDAR CENTRO DE ANALISIS E INVESTIGACION ASOCIACI CERRADA DE ALBERTO ZAMORA NO 21 COL MEXICO CITY CP 04000 MX		PC	FOR THE DEVELOPMENT OF MEXICO'S OPEN GOVERNMENT ACTION PLAN	120,000
GAMELAN SEKAR JAYA 3023 SHATTUCK AVENUE BERKELEY,CA 94705		PC	FOR GENERAL OPERATING SUPPORT	23,000
GEORGE WASHINGTON UNIVERSITY OFFICE OF THE VICE PRESIDENT FOR RE 2121 I STREET NW SUITE 601 WASHINGTON,DC 20052		PC	FOR SUPPORT OF MEASUREMENT OF PROGRESS TOWARD THE POST2015 DEVELOPMENT GOALS	166,020
GEORGETOWN UNIVERSITY 37TH AND O STREETS NWBOX 571168 WASHINGTON,DC 20057		PC	FOR SUPPORT OF THE GEORGETOWN CLIMATE CENTER'S STATE LEADERSHIP COORDINATION	115,000
GESOC AGENCIA PARA EL DESARROLLO AC PRES CARR 133 COL VILLA COYOACAN MEXICO DF CP 04000 MX		PC	FOR ASSESSING FEDERAL EVALUATION POLICIES THAT ARE LINKED TO PERFORMANCEBASED PUBLIC SPENDING	175,000
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GHANA CENTER FOR DEMOCRATIC DEVELOPMENT NO 95 NORTEI ABABIO LOOP N AIRPORT ACCRA GH		NC	FOR A PROJECT TO PROVIDE CITIZENS WITH INFORMATION ON THE PERFORMANCE OF PUBLIC OFFICIALS IN GHANA	50,000
GLOBAL CITIZEN YEAR INCORPORATED 466 GEARY STREET SUITE 400 SAN FRANCISCO,CA 941021262		PC	FFOR A PROGRAM TO ALLOW LOWINCOME BAY AREA YOUTHS TO PARTICIPATE IN EXPERIENTIAL LEARNING ABROAD	100,000
GLOBAL GLIMPSE CO RALLY LOWER LEVEL 144 2ND ST SAN FRANCISCO,CA 94105		PC	FOR SUPPORT OF A YOUTH LEADERSHIP AND SERVICE LEARNING PROGRAM IN THE BAY AREA	100,000
GLOBAL HEALTHY LIVING FOUNDATION INC 515 NORTH MIDLAND AVENUE UPPER NYACK,NY 10960		PC	FOR A SURVEY OF THE STATE OF OER ADOPTION AMONG LEADING US HIGHER EDUCATION INSTITUTIONS	75,000
GLOBAL INTEGRITY 1889 F STREET NW 2ND FLOOR WASHINGTON,DC 20006		PC	FOR SUPPORTING MEXICAN TRANSPARENCY AND ACCOUNTABILITY NGOS TO USE THE INDABA PLATFORM	50,000
GLOBAL INTEGRITY 1889 F STREET NW 2ND FLOOR WASHINGTON,DC 20006		PC	FOR GENERAL OPERATING SUPPORT	500,000
GLOBAL WITNESS FOUNDATION 529 14TH STREET NWSUITE 1085 WASHINGTON,DC 20045		PC	FOR A PROGRAM TO IMPROVE TRANSPARENCY IN REVENUES FROM OIL GAS AND MINERAL RESOURCES	250,000
GLOBALGIVING FOUNDATION INC 1023 15TH STREET NW SUITE 1200 WASHINGTON,DC 20005		PC	FOR THE FEEDBACK LABS PROJECT	250,000
GLOBALGIVING FOUNDATION INC 1023 15TH STREET NW SUITE 1200 WASHINGTON,DC 20005		PC	FOR GENERAL OPERATING SUPPORT	50,000
GLOBALGIVING FOUNDATION INC 1023 15TH STREET NW SUITE 1200 WASHINGTON,DC 20005		PC	FOR STRENGTHENING THE NONPROFIT MARKETPLACE INFRASTRUCTURE	50,000
GOLDEN GATE PERFORMING ARTS 398 ELEVENTH STREET SUITE 300 SAN FRANCISCO,CA 94103		PC	FOR GENERAL OPERATING SUPPORT	50,000
GOLDEN THREAD PRODUCTIONS 499 ALABAMA STREET SUITE 450 SAN FRANCISCO,CA 941102064		PC	FOR GENERAL OPERATING SUPPORT	15,000
GOLDEN THREAD PRODUCTIONS 499 ALABAMA STREET SUITE 450 SAN FRANCISCO,CA 941102064		PC	FOR THE DEVELOPMENT OF A FUNDRAISING PLAN	25,000
GRAND CANYON TRUST INC 2601 NORTH FORT VALLEY ROAD FLAGSTAFF,AZ 860018341		PC	FOR GENERAL OPERATING SUPPORT	350,000
GRAND VALLEY STATE UNIVERSITY 201 FRONT AVE SWSUITE 200 GRAND RAPIDS,MI 49504		PC	FOR THE LEARNPHILANTHROPY PROJECT AT THE DOROTHY A JOHNSON CENTER FOR PHILANTHROPY	50,000
Total  3a				240,149,631


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>				
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW SUITE 404 WASHINGTON,DC 200364406		PC	FOR GENERAL OPERATING SUPPORT	100,000
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW SUITE 404 WASHINGTON,DC 200364406		PC	FOR GENERAL OPERATING SUPPORT	15,000
GRANTMAKERS IN THE ARTS 4055 21ST AVENUE WEST SUITE 100 SEATTLE,WA 981991247		PC	FOR THE ARTS EDUCATION FUNDER COALITION	50,000
GRANTMAKERS IN THE ARTS 4055 21ST AVENUE WEST SUITE 100 SEATTLE,WA 981991247		PC	FOR GENERAL OPERATING SUPPORT	40,000
GREAT PLAINS INSTITUTE FOR SUSTAINABLE DEVELOPMENT 2801 TWENTYFIRST AVENUE SOUTH SUITE MINNEAPOLIS,MN 55407		PC	FOR GENERAL OPERATING SUPPORT	70,000
GREAT SCHOOLS 1999 HARRISON STREET SUITE 1100 OAKLAND,CA 94612		PC	FOR A PROTOTYPE TOOL TO HELP PARENTS STUDENTS AND TEACHERS BETTER UNDERSTAND DEEPER LEARNING	35,000
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS 3939 CAMPBELL AVENUE ARLINGTON,VA 22206		PC	FOR SUPPORT OF THE PBS NEWSHOUR	600,000
GREATER YELLOWSTONE COALITION INC 215 SOUTH WALLACE BOZEMAN,MT 59715		PC	FOR GENERAL OPERATING SUPPORT	425,000
GREATNONPROFITS 330 TWIN DOLPHIN DRIVE SUITE 131 REDWOOD CITY,CA 94065		PC	FOR GENERAL OPERATING SUPPORT	50,000
GREATNONPROFITS 330 TWIN DOLPHIN DRIVE SUITE 131 REDWOOD CITY,CA 94065		PC	FOR GENERAL OPERATING SUPPORT	150,000
GREEN CORPS INC 369 BROADWAY SUITE 200 SAN FRANCISCO,CA 94133		PC	FOR GENERAL OPERATING SUPPORT	75,000
GREENPEACE FUND INC 702 H ST NW SUITE 300 WASHINGTON,DC 20001		PC	FOR A PROJECT TO SUPPORT CLEAN ENERGY DEVELOPMENT IN EAST ASIA	300,000
GREENPEACE FUND INC 702 H ST NW SUITE 300 WASHINGTON,DC 20001		PC	FOR SUPPORTING THE DEVELOPMENT OF CLEAN ENERGY IN INDIA	75,727
GUIDESTAR USA INC 4801 COURTHOUSE STREET SUITE 220 WILLIAMSBURG,VA 231882678		PC	FOR IMPLEMENTATION MONITORING AND EVALUATION PLANNING	125,000
GUIDESTAR USA INC 4801 COURTHOUSE STREET SUITE 220 WILLIAMSBURG,VA 231882678		PC	FOR GENERAL OPERATING SUPPORT	600,000
Total  3a				240,149,631


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GULF OF MAINE RESEARCH INSTITUTE 350 COMMERCIAL STREET PORTLAND,ME 04106		PC	FOR SCALING AND EVALUATING THE VITAL SIGNS PROGRAM	300,000
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE SEVENTH FLOOR NEWYORK,NY 100384912		PC	FOR GENERAL OPERATING SUPPORT	1,500,000
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE SEVENTH FLOOR NEWYORK,NY 100384912		PC	FOR EXECUTIVE SEARCH	49,700
HEADLANDS CENTER FOR THE ARTS 944 FORT BARRY SAUSALITO,CA 949652608		PC	FOR FUNDRAISING PLANNING	35,000
HEADLANDS CENTER FOR THE ARTS 944 FORT BARRY SAUSALITO,CA 949652608		PC	FOR SUPPORT OF RESIDENCIES FOR BAY AREA PERFORMING ARTISTS	20,000
HEADWATERS ECONOMICS INC 270 W KAGY SUITE G BOZEMAN,MT 59715		PC	FOR GENERAL OPERATING SUPPORT	150,000
HEALTH CARE WITHOUT HARM 12355 SUNRISE VALLEY DR SUITE 680 RESTON,VA 20191		PC	FOR THE OHIO ENERGY AND HEALTH INITIATIVE	140,000
HEALTH EFFECTS INSTITUTE 101 FEDERAL STREET SUITE 500 BOSTON,MA 021101817		PC	FOR THE GLOBAL CENTER FOR HEALTH IMPACTS OF AIR QUALITY AND CLIMATE ACTIONS PROJECT	250,000
HENRY L STIMSON CENTER 1111 NINETEENTH STREET NW TWELFTH FLOOR WASHINGTON,DC 200363654		PC	FOR SUPPORT TO ADAPT THE DUAL BENEFIT MODEL FOR NUCLEAR NONPROLIFERATION TO BRAZIL	25,000
HIGH COUNTRY NEWS PO BOX 1090 PAONIA,CO 81428		PC	FOR GENERAL OPERATING SUPPORT	100,000
HIGH TECH HIGH GRADUATE SCHOOL OF EDUCATION 2861 WOMBIE ROAD SAN DIEGO,CA 92106		PC	FOR AN ONLINE COURSE ON DEEPER LEARNING AND A CONFERENCE FOR PRACTITIONERS	333,000
HISPANIC ACCESS FOUNDATION 1718 M STREET NW SUITE 150 WASHINGTON,DC 20036		PC	FOR BUILDING SUPPORT FOR A BALANCE BETWEEN DEVELOPMENT AND LAND PROTECTION	80,000
HOLY NAMES UNIVERSITY 3500 MOUNTAIN BOULEVARD OAKLAND,CA 94619		PC	FOR THE KODALY PROGRAM'S FOLK SONG COLLECTION WEB SITE UPDATE	75,000
HOPE STREET GROUP PO BOX 10506 PRESCOTT,AZ 86304		PC	FOR GENERAL OPERATING SUPPORT	200,000
HOPE STREET GROUP PO BOX 10506 PRESCOTT,AZ 86304		PC	FOR GENERAL OPERATING SUPPORT	133,333
Total  3a				240,149,631


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HORIZONS FOUNDATION 550 MONTGOMERY STREET SUITE 700 SAN FRANCISCO,CA 941116546		PC	FOR GENERAL SUPPORT OF A PERFORMING ARTS REGRANTING PROGRAM	50,000
HUMBOLDT AREA FOUNDATION 373 INDIANOLA ROAD BAYSIDE,CA 955249350		PC	FOR THE NATIVE CULTURES FUND	30,000
IBIS REPRODUCTIVE HEALTH INC 17 DUNSTER STREET SUITE 201 CAMBRIDGE,MA 021383742		PC	FOR A PROJECT ON TROOP READINESS AND UNINTENDED PREGNANCY	50,000
IBIS REPRODUCTIVE HEALTH INC 17 DUNSTER STREET SUITE 201 CAMBRIDGE,MA 021383742		PC	FOR GENERAL OPERATING SUPPORT	187,500
IBIS REPRODUCTIVE HEALTH INC 17 DUNSTER STREET SUITE 201 CAMBRIDGE,MA 021383742		PC	FOR SUPPORT OF THE ORAL CONTRACEPTIVES OVERTHECOUNTER WORKING GROUP	210,909
IBIS REPRODUCTIVE HEALTH INC 17 DUNSTER STREET SUITE 201 CAMBRIDGE,MA 021383742		PC	FOR A PROJECT TO REDESIGN THE WEBSITE AND RELATED TECHNOLOGY	18,000
IDEOORG PIER 28 ANNEX THE EMBARCADERO SAN FRANCISCO,CA 94105		PC	FOR A PROJECT TO APPLY DESIGN THINKING TO REPRODUCTIVE HEALTH IN ZAMBIA	650,000
INDEPENDENT SECTOR 1602 L STREET NW SUITE 900 WASHINGTON,DC 200365602		PC	FOR THE CHARTING IMPACT INITIATIVE	100,000
INDEPENDENT SECTOR 1602 L STREET NW SUITE 900 WASHINGTON,DC 200365602		PC	FOR GENERAL OPERATING SUPPORT	25,000
INDEPTH NETWORK PO BOX KD 213 KANDA ACCRA GH		PC	FOR GENERAL OPERATING SUPPORT	250,000
INDEPTH NETWORK PO BOX KD 213 KANDA ACCRA GH		PC	FOR FUNDRAISING PLANNING	75,000
INDIANA UNIVERSITY FOUNDATION 950 NORTH MERIDIAN STREET SUITE 250 INDIANAPOLIS,IN 46204		PC	FOR THE CENTER ON PHILANTHROPY AT INDIANA UNIVERSITY	20,000
INICIATIVA CIUDADANA Y DESARROLLO SOCIAL INCIDE SO HILARIO PEREZ DE LEON NO 80 COL MEXICO CITY 03440 MX		NC	FOR STRENGTHENING A CITIZENS' SOCIAL POLICY OBSERVATORY	200,000
INNOVATEEDUCATE 263 STAAB ST JAMAI BLIVIN SANTA FE,NM 87501		PC	FOR DEFINING DEEPER LEARNING COMPETENCIES IN TERMS OF REALWORLD SKILLS	44,790
INNOVATIONS FOR POVERTY ACTION A NEW JERSEY NONPRO 101 WHITNEY AVENUE SECOND FLOOR NEW HAVEN,CT 06510		PC	FOR IMPLEMENTING AND EVALUATING THE IMPACT OF A PEERTOPEER TEACHING MODEL IN KENYA	228,224
Total  3a				240,149,631


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INNOVATIONS FOR POVERTY ACTION A NEW JERSEY NONPRO 101 WHITNEY AVENUE SECOND FLOOR NEW HAVEN,CT 06510		PC	TO DESIGN AN INFORMATION MANAGEMENT SYSTEM TO FACILITATE MANAGEMENT ACROSS COUNTRY OFFICES	50,000
INNOVATIONS FOR POVERTY ACTION A NEW JERSEY NONPRO 101 WHITNEY AVENUE SECOND FLOOR NEW HAVEN,CT 06510		PC	FOR EVALUATING A REMEDIAL PRIMARY SCHOOL REENTRY PROGRAM IN MALI	26,000
INNOVATIONS FOR POVERTY ACTION A NEW JERSEY NONPRO 101 WHITNEY AVENUE SECOND FLOOR NEW HAVEN,CT 06510		PC	FOR EVALUATING A REMEDIAL PRIMARY SCHOOL REENTRY PROGRAM IN MALI	117,083
INSTITUT POUR L'EDUCATION POPULAIRE BP 42 A KATI ML		NC	FOR A BILINGUAL INSTRUCTIONAL APPROACH AND CAPACITY BUILDING IN SCHOOLS AND COMMUNITIES IN MALI	1,059,223
INSTITUTE FOR FISHERIES RESOURCES CO NORTHWEST REGIONAL OFFICEPO BOX EUGENE,OR 974403370		PC	FOR SUPPORT OF THE KLAMATH SALMON RESTORATION PROJECT	30,000
INSTITUTE FOR FISHERIES RESOURCES CO NORTHWEST REGIONAL OFFICEPO BOX EUGENE,OR 974403370		PC	FOR SUPPORT OF THE KLAMATH SALMON RESTORATION PROJECT	30,000
INSTITUTE FOR SCIENCE & INTERNATIONAL SECURITY 236 MASSACHUSETTS AVENUE NE SUITE 305 WASHINGTON,DC 20002		PC	FOR GENERAL OPERATING SUPPORT	82,500
INSTITUTE FOR THE STUDY OF KNOWLEDGE MANAGEMENT IN 323 HARVARD AVENUE HALF MOON BAY,CA 940191307		PC	FOR DEVELOPMENT OF COMMUNICATIONS STRATEGIES	46,400
INSTITUTE FOR THE STUDY OF KNOWLEDGE MANAGEMENT IN 323 HARVARD AVENUE HALF MOON BAY,CA 940191307		PC	FOR GENERAL OPERATING SUPPORT	250,000
INSTITUTE FOR TRANSPORTATION AND DEVELOPMENT POLIC 9 EAST 19TH STREET 7TH FLOOR NEW YORK,NY 10003		PC	FOR INTEGRATING URBAN DEVELOPMENT AND SUSTAINABLE TRANSPORTATION SYSTEMS IN BRAZIL AND MEXICO	800,000
INSTITUTE OF INTERNATIONAL EDUCATION INC 809 UNITED NATIONS PLAZA NEW YORK,NY 100173580		PC	FOR SUPPORT OF FELLOWSHIPS IN POPULATION REPRODUCTIVE HEALTH AND ECONOMIC DEVELOPMENT	308,000
INSTITUTO DE ENERGIA E MEIO AMBIENTE RUA FERREIRA DE ARAUJO 202 10 CONJ SAO PAULO 05428-000 BR		NC	FOR IMPROVING AIR QUALITY AND MITIGATING CLIMATE CHANGE IN LARGE BRAZILIAN CITIES	1,002,690
INSTITUTO MEXICANO PARA LA COMPETITIVIDAD AC MUSSET NO 32COL POLANCO MEXICO CITY 11560 MX		PC	FOR GENERAL OPERATING SUPPORT	1,300,000
INSTITUTO MEXICANO PARA LA COMPETITIVIDAD AC MUSSET NO 32COL POLANCO MEXICO CITY 11560 MX		PC	FOR A PROJECT TO REDUCE HEALTH AND ECONOMIC IMPACTS FROM AIR POLLUTION IN MEXICO'S LARGEST CITIES	100,000
INSTITUTO MEXICANO PARA LA COMPETITIVIDAD AC MUSSET NO 32COL POLANCO MEXICO CITY 11560 MX		PC	FOR GENERAL OPERATING SUPPORT	250,000
Total  3a				240,149,631


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INTERNATIONAL CENTER FOR RESEARCH ON WOMEN 1120 TWENTIETH STREET NW SUITE 500 NORTH WASHINGTON,DC 20036		PC	FOR SUPPORT OF THE GENDER POPULATION AND DEVELOPMENT PROGRAM	225,000
INTERNATIONAL CRISIS GROUP 1629 K STREET NW SUITE 450 WASHINGTON,DC 200061677		PC	FOR GENERAL OPERATING SUPPORT	100,000
INTERNATIONAL DEVELOPMENT RESEARCH CENTRE 150 KENT STREET OTTAWA,ON K1R 7Y6 CA		PC	FOR GENERAL SUPPORT OF THE THINK TANKS PROGRAM	8,600,000
INTERNATIONAL DEVELOPMENT RESEARCH CENTRE 150 KENT STREET OTTAWA,ON K1R 7Y6 CA		PC	FOR RESEARCH ON BARRIERS TO WOMENS ECONOMIC EMPOWERMENT AND ECONOMIC GROWTH IN LOWINCOME COUNTRIES	71,238
INTERNATIONAL INITIATIVE FOR IMPACT EVALUATION INC 1625 MASSACHUSETTS AVE NW SUITE 450 WASHINGTON,DC 20036		PC	FOR GENERAL OPERATING SUPPORT	2,000,000
INTERNATIONAL PLANNED PARENTHOOD FEDERATION 125 MAIDEN LANE 9TH FLOOR NEW YORK,NY 10038		PC	FOR SUPPORT OF HIGH LEVEL TASK FORCE MEETINGS	75,000
INTERNATIONAL PLANNED PARENTHOOD FEDERATION 125 MAIDEN LANE 9TH FLOOR NEW YORK,NY 10038		PC	FOR A PROJECT TO ASSESS BUDGET TRANSPARENCY FOR SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	192,000
INTERNATIONAL PLANNED PARENTHOOD FEDERATION 125 MAIDEN LANE 9TH FLOOR NEW YORK,NY 10038		PC	FOR GENERAL OPERATING SUPPORT	312,500
INTERNATIONAL PLANNED PARENTHOOD FEDERATION WORLD 1129 20TH STREET NORTH WEST4TH FLOO WASHINGTON,DC 20036		SO I	FOR GENERAL OPERATING SUPPORT	1,012,500
INTERNATIONAL PLANNED PARENTHOOD FEDERATION AFRICA PO BOX 30234 NAIROBI 00100 KE		PC	FOR THE AFRICA REGIONAL OFFICE PERFORMANCEBASED FUNDING POSITION	100,000
INTERNATIONAL WOMENS HEALTH COALITION 333 SEVENTH AVENUE SIXTH FLOOR NEW YORK,NY 100015004		PC	FOR GENERAL OPERATING SUPPORT	125,000
INTERNATIONAL WOMENS HEALTH COALITION 333 SEVENTH AVENUE SIXTH FLOOR NEW YORK,NY 100015004		PC	FOR GENERAL OPERATING SUPPORT	600,000
INTERNATIONALS NETWORK FOR PUBLIC SCHOOLS INC 50 BROADWAY STE 2200 CO CLAIRE E SYLVAN NEW YORK,NY 10004		PC	FOR IDENTIFYING CULTIVATING AND SHOWCASING EXEMPLARY SCHOOLS TO ADVANCE DEEPER LEARNING	100,000
INTERSECTION FOR THE ARTS 925 MISSION STREET SUITE 109 SAN FRANCISCO,CA 941032905		PC	FOR ORGANIZATIONAL BRANDING	22,590
INTERSECTION FOR THE ARTS 925 MISSION STREET SUITE 109 SAN FRANCISCO,CA 941032905		PC	FOR THE RED POPPY ART HOUSE PERFORMING ARTS PROGRAM	21,600
Total  3a				240,149,631


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INTERSECTION FOR THE ARTS 925 MISSION STREET SUITE 109 SAN FRANCISCO, CA 941032905		PC	FOR GENERAL OPERATING SUPPORT	65,000
INTRAHEALTH INTERNATIONAL INC 6340 QUADRANGLE DRIVE SUITE 200 CHAPEL HILL, NC 27517		PC	FOR THE VIDEOCONFERENCING PROJECT	30,000
INTRAHEALTH INTERNATIONAL INC 6340 QUADRANGLE DRIVE SUITE 200 CHAPEL HILL, NC 27517		PC	FOR THE DEVELOPMENT OF A WEBSITE FOR THE OUAGADOUGOU PARTNERSHIP	35,000
INTRAHEALTH INTERNATIONAL INC 6340 QUADRANGLE DRIVE SUITE 200 CHAPEL HILL, NC 27517		PC	FOR SUPPORT TO CIVIL SOCIETY ADVOCACY COALITIONS IN WEST AFRICA	300,000
IPAS 300 MARKET STREET SUITE 200 CHAPEL HILL, NC 275164493		PC	FOR GENERAL OPERATING SUPPORT	3,350,000
IPAS 300 MARKET STREET SUITE 200 CHAPEL HILL, NC 275164493		PC	FOR A PROJECT TO INCREASE YOUTH ACCESS TO ABORTION SERVICES	400,000
ITHAKA HARBORS INC 151 EAST SIXTYFIRST STREET NEW YORK, NY 100218112		PC	FOR GENERAL OPERATING SUPPORT	500,000
JAZZSCHOOL INC 2087 ADDISON STREET BERKELEY, CA 947041103		PC	FOR GENERAL OPERATING SUPPORT	70,000
JOBS FOR THE FUTURE INC 88 BROAD STREET 8TH FLOOR BOSTON, MA 02110		PC	FOR BUILDING A KNOWLEDGE BASE FOR STUDENTCENTERED APPROACHES TO LEARNING	195,000
JOE GOODE PERFORMANCE GROUP 499 ALABAMA STREET SUITE 150 SAN FRANCISCO, CA 941101380		PC	FOR A CAPITALIZATION PLAN	20,000
JOE GOODE PERFORMANCE GROUP 499 ALABAMA STREET SUITE 150 SAN FRANCISCO, CA 941101380		PC	FOR GENERAL OPERATING SUPPORT	50,000
JOINT VENTURE SILICON VALLEY NETWORK 84 WEST SANTA CLARA STREET SUITE 44 SAN JOSE, CA 951131820		PC	FOR SUPPORT OF THE SILICON VALLEY INSTITUTE FOR REGIONAL STUDIES	125,000
KEYSTONE ACCOUNTABILITY INC DAVID BONBRIGHT1551 BROADWAY 300 TACOMA, WA 98402		PC	FOR GENERAL OPERATING SUPPORT	150,000
KITKA INC 1201 MARTIN LUTHER KING JR WAY SUIT OAKLAND, CA 946121297		PC	FOR STRATEGIC PLANNING	15,000
KITKA INC 1201 MARTIN LUTHER KING JR WAY SUIT OAKLAND, CA 946121297		PC	FOR GENERAL OPERATING SUPPORT	20,000
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KIWANJA FOUNDATION INC 1889 F STREET NW 2ND FLOOR WASHINGTON,DC 20006		PC	FOR THE EXPANSION OF FRONTLINESMS	150,000
KNIGHTS OF INDULGENCE THEATRE UNITED STATES 461 SEBASTOPOL AVENUE SANTA ROSA,CA 954018502		PC	FOR GENERAL OPERATING SUPPORT	15,000
KQED INC 2601 MARIPOSA STREET SAN FRANCISCO,CA 941101426		PC	FOR THE ARTS SERVICE PROJECT	175,000
KRONOS PERFORMING ARTS ASSN 1242 NINTH AVENUE SAN FRANCISCO,CA 941222307		PC	FOR GENERAL OPERATING SUPPORT	80,000
KUUMBWA JAZZ SOCIETY 3202 CEDAR STREET SANTA CRUZ,CA 950604362		PC	FOR GENERAL OPERATING SUPPORT	20,000
LA PENA CULTURAL CENTER INC 3105 SHATTUCK AVENUE BERKELEY,CA 947051822		PC	FOR GENERAL OPERATING SUPPORT	60,000
LA PENA CULTURAL CENTER INC 3105 SHATTUCK AVENUE BERKELEY,CA 947051822		PC	FOR BUSINESS PLANNING	30,000
LABC INSTITUTE 2029 CENTURY PARK EAST SUITE 1240 LOS ANGELES,CA 900672917		PC	FOR THE CLEAN LOS ANGELES SOLAR AND ENERGY EFFICIENCY PROGRAM	100,000
LARKIN STREET YOUTH SERVICES 701 SUTTER STREET 2ND FLOOR SAN FRANCISCO,CA 941096453		PC	FOR THE YOUTH ARTS PROGRAM	120,000
LARKIN STREET YOUTH SERVICES 701 SUTTER STREET 2ND FLOOR SAN FRANCISCO,CA 941096453		PC	FOR WEBSITE UPDATE AND MARKETING LITERATURE AUDIT OF 3RD STREET YOUTH CENTER	12,000
LATINO COMMUNITY FOUNDATION ONE EMBARCADERO CENTERSUITE 1400 SAN FRANCISCO,CA 94111		SO I	FOR TEEN PREGNANCY PREVENTION	200,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L STREET NW SUITE 800 WASHINGTON,DC 20036		PC	FOR LATINO ENGAGEMENT ON CLIMATE AND CLEAN ENERGY POLICY	150,000
LEAGUE OF CONSERVATION VOTERS EDUCATION FUND 1920 L STREET NW SUITE 800 WASHINGTON,DC 20036		PC	FOR SUPPORT OF THE PUBLIC LANDS PROTECTION PROJECT	75,000
LEAP IMAGINATION IN LEARNING 2601 MISSION STREET SUITE 603 SAN FRANCISCO,CA 94110		PC	FOR GENERAL OPERATING SUPPORT	30,000
LEARNING MATTERS INC 127 W 26TH ST 1200 NEW YORK,NY 10001		PC	FOR REPORTING FOCUSED ON DEEPER LEARNING	319,125
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LEMHI REGIONAL LAND TRUST PO BOX 871 105 CENTER STREET SALMON,ID 83467		PC	FOR GENERAL OPERATING SUPPORT	5,000
LIVING JAZZ 2501 HARRISON STREET OAKLAND,CA 946123811		PC	FOR GENERAL OPERATING SUPPORT	30,000
LOBSTER THEATER PROJECT 2101 FOLSOM STREET SAN FRANCISCO,CA 941101319		PC	FOR GENERAL OPERATING SUPPORT	13,000
LOCO BLOCO 3543 EIGHTEENTH STREET SUITE 20 SAN FRANCISCO,CA 941101600		PC	FOR GENERAL OPERATING SUPPORT	70,000
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVENUE SUITE 202 LOS ANGELES,CA 900172074		PC	FOR SUPPORT OF THE REPOWER LOS ANGELES PROJECT	75,000
LOS ANGELES AREA CHAMBER OF COMMERCE FOUNDATION 350 SOUTH BIXEL STREET LOS ANGELES,CA 900171418		PC	FOR BUSINESS COMMUNITY OUTREACH IN SUPPORT OF DEEPER LEARNING	61,834
LOS ANGELES COUNTY ARTS COMMISSION 1055 WILSHIRE BOULEVARD SUITE 800 LOS ANGELES,CA 90017		PC	FOR THE ARTS FOR ALL POOLED FUND	30,000
LOS CENZONTLES MEXICAN ARTS CENTER 13108 SAN PABLO AVENUE SAN PABLO,CA 948051311		PC	FOR GENERAL OPERATING SUPPORT	75,000
LUGAR CENTER 1717 RHODE ISLAND AVE NW 9TH FL WASHINGTON,DC 20036		PC	FOR GENERAL OPERATING SUPPORT	75,000
LUNA KIDS DANCE INC 605 ADDISON STREET BERKELEY,CA 947101972		PC	FOR GENERAL OPERATING SUPPORT	25,000
LUTHER BURBANK MEMORIAL FOUNDATION 50 MARK WEST SPRINGS ROAD SANTA ROSA,CA 954031436		PC	FOR GENERAL OPERATING SUPPORT	50,000
LUTHER BURBANK MEMORIAL FOUNDATION 50 MARK WEST SPRINGS ROAD SANTA ROSA,CA 954031436		PC	FOR FACILITY REPAIRS AND CAPITAL IMPROVEMENTS	250,000
MAGIC THEATRE INC FORT MASON CENTER BUILDING D SAN FRANCISCO,CA 941231300		PC	FOR GENERAL OPERATING SUPPORT	50,000
MANGO TREE EDUCATIONAL ENTERPRISES LTD PO BOX 25312 PLOT 1479 NAALYA RD KAMPALA UG		NC	FOR EXPANDING AND EVALUATING A PROGRAM TO IMPROVE READING INSTRUCTION IN NORTHERN UGANDA	550,000
MARIN SYMPHONY ASSN 4340 REDWOOD HIGHWAY SUITE 409C SAN RAFAEL,CA 949032104		PC	FOR GENERAL OPERATING SUPPORT	50,000
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MARIN THEATRE COMPANY 397 MILLER AVENUE MILL VALLEY,CA 949412885		PC	FOR GENERAL OPERATING SUPPORT	50,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE 26237 CAMBRIDGE,MA 021394307		PC	FOR GENERAL SUPPORT OF THE ABDUL LATIF JAMEEL POVERTY ACTION LAB AT MIT	333,333
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE 26237 CAMBRIDGE,MA 021394307		PC	FOR IMPACT EVALUATIONS OF PROGRAMS TO IMPROVE GOVERNANCE IN DEVELOPING COUNTRIES	666,666
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE 26237 CAMBRIDGE,MA 021394307		PC	FOR AN EXECUTIVELEVEL COURSE FOR OFFICIALS IN NATIONS ACQUIRING NUCLEAR TECHNOLOGY	75,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE 26237 CAMBRIDGE,MA 021394307		PC	FOR THE EDX PROJECT	300,000
MATHEMATICA POLICY RESEARCH PO BOX 2393 PRINCETON,NJ 085432393		NC	FOR THE TANZANIA EARLY CHILDHOOD EVALUATION DESIGN AND ANALYSIS OF BASELINE DATA COLLECTION	150,780
MEDICAL STUDENTS FOR CHOICE PO BOX 40188 PHILADELPHIA,PA 191060188		PC	FOR GENERAL OPERATING SUPPORT	250,000
MENLO SCHOOL 50 VALPARAISO AVENUE ATHERTON,CA 940274401		PC	FOR THE MUSICMENLO PROGRAM	125,000
MEXICAN HERITAGE CORPORATION 255 NORTH MARKET STREET SUITE 248 SAN JOSE,CA 95110		PC	FOR THE MARIACHI YOUTH PROGRAM	30,000
MEXICO EVALUA CENTRO DE ANALISIS DE POLITICAS PUBL PROGRESO NO 158 PISO 4 Y 5 SANTA MEXICO CITY,DF 04010 MX		PC	FOR SUPPORT OF MEXICO EVALUA'S PUBLIC EXPENDITURE PROGRAM	133,500
MICHIGAN LEAGUE OF CONSERVATION VOTERS EDUCATION F 213 WEST LIBERTY STREETSUITE 300 ANN ARBOR,MI 48104		PC	FOR SUPPORT OF THE COMPREHENSIVE ENERGY PROGRAM	45,000
MICHIGAN PUBLIC HEALTH ASSOCIATION INC PO BOX 15306 LANSING,MI 48901		PC	FOR THE MI AIR MI HEALTH COALITION PROJECT	100,000
MINNESOTA PUBLIC RADIO 480 CEDAR ST SAINT PAUL,MN 55101		PC	FOR MULTIMEDIA COVERAGE OF DEEPER LEARNING	100,000
MONTALVO ASSOCIATION POST OFFICE BOX 158 15400 MONTALVO ROAD SARATOGA,CA 950710158		PC	FOR GENERAL OPERATING SUPPORT	140,000
MONTALVO ASSOCIATION POST OFFICE BOX 158 15400 MONTALVO ROAD SARATOGA,CA 950710158		PC	FOR A CAPITAL ASSET RESERVE ASSESSMENT	30,000
Total  3a				240,149,631

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>				
MONTANA WILDERNESS ASSOCIATION INC 80 SOUTH WARREN STREET HELENA,MT 59601		PC	FOR GENERAL OPERATING SUPPORT	50,000
MONTEREY COUNTY SYMPHONY ASSN 2560 GARDEN ROAD SUITE 101 MONTEREY,CA 939405395		PC	FOR GENERAL OPERATING SUPPORT	30,000
MONTEREY INSTITUTE OF TECHNOLOGY AND EDUCATION PO BOX 890 MARINA,CA 939330890		POF	FOR PILOTING AN OER SUSTAINABILITY MODEL	50,000
MONTEREY INSTITUTE OF TECHNOLOGY AND EDUCATION PO BOX 890 MARINA,CA 939330890		POF	FOR A SERIES OF TECHNICAL STANDARDS AND CHALLENGES MEETINGS OF OER PRACTITIONERS	70,000
MONTEREY JAZZ FESTIVAL POST OFFICE BOX JAZZ MONTEREY,CA 939420191		PC	FOR GENERAL OPERATING SUPPORT	60,000
MOVIMIENTO DE ARTE Y CULTURA LATINO AMERICANA DE S 510 SOUTH FIRST STREET SAN JOSE,CA 951132806		PC	FOR THE PERFORMING ARTS PROGRAM	40,000
MSIUS 1300 19TH STREET WASHINGTON,DC 200361609		SO I	FOR GENERAL OPERATING SUPPORT	1,000,000
MSIUS 1300 19TH STREET WASHINGTON,DC 200361609		SO I	FOR A PROJECT TO APPLY DESIGN THINKING TO REPRODUCTIVE HEALTH IN ZAMBIA	250,000
MURAL MUSIC AND ARTS PROJECT 2043 EUCLID AVENUE EAST PALO ALTO,CA 94303		PC	FOR GENERAL OPERATING SUPPORT	55,000
MUSIC NATIONAL SERVICE INITIATIVE THE CENTER FOR MUSIC NATIONAL SERVI 3254 NINETEENTH STREET SAN FRANCISCO,CA 941101917		PC	FOR THE BAY AREA PILOT OF MUSICIANCORPS	150,000
MUSICAL TRADITIONS 333 VALENCIA STREET SUITE 301 SAN FRANCISCO,CA 941033552		PC	FOR GENERAL OPERATING SUPPORT	40,000
NA LEI HULU I KA WEKIU HULA HALAU 153 BRADFORD STREET SAN FRANCISCO,CA 941105703		PC	FOR GENERAL OPERATING SUPPORT	35,000
NATIONAL ABORTION FEDERATION 1660 L STREET NW SUITE 450 WASHINGTON,DC 200365673		PC	FOR GENERAL OPERATING SUPPORT	800,000
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET NW WASHINGTON,DC 200012736		PC	FOR A MEETING EXPLORING DEVELOPMENT OF A PROFESSIONAL SCHOOL COURSE ON SCIENCE LAW AND POLICY	10,000
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET NW WASHINGTON,DC 200012736		PC	FOR DEVELOPING A FRAMEWORK TO GUIDE THE DESIGN OF NEW NATIONAL SCIENCE ASSESSMENTS	140,000
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NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET NW WASHINGTON,DC 200012736		PC	FOR STRENGTHENING TWOGENERATION PERSPECTIVES ON CAREGIVERS AND YOUNG CHILDREN	200,000
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET NW WASHINGTON,DC 200012736		PC	FOR A WORKSHOP ON LESSONS LEARNED IN THE CONDUCT OF LARGE SCALE GLOBAL HEALTH PROGRAM EVALUATIONS	50,000
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET NW WASHINGTON,DC 200012736		PC	FOR A REPORT ASSESSING THE US DEPARTMENT OF STATES SCIENCE AND TECHNOLOGY CAPACITY AND ASSETS	100,000
NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORE 4805 MOUNT HOPE DRIVE BALTIMORE,MD 212153297		PC	FOR THE ENVIRONMENTAL AND CLIMATE JUSTICE PROGRAM	250,000
NATIONAL ASSOCIATION OF STATE BOARDS OF EDUCATION 2121 CRYSTAL DRIVE SUITE 350 ARLINGTON,VA 222023736		PC	FOR OUTREACH TO STATE BOARDS OF EDUCATION IN SUPPORT OF DEEPER LEARNING	288,122
NATIONAL AUDUBON SOCIETY INC 225 VARICK STREET SEVENTH FLOOR NEW YORK,NY 100144304		PC	FOR SUPPORT OF THE REGIONAL INTEGRATED SAGEBRUSH CAMPAIGN PROJECT	175,000
NATIONAL AUDUBON SOCIETY INC 225 VARICK STREET SEVENTH FLOOR NEW YORK,NY 100144304		PC	FOR GENERAL OPERATING SUPPORT	50,000
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET NW SUITE 200 WASHINGTON,DC 20005		PC	FOR GENERAL OPERATING SUPPORT	20,000
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 EAST FIRST PLACE DENVER,CO 802307143		PC	FOR BUILDING AWARENESS AND CAPACITY AT THE STATE LEVEL FOR COLLEGE AND CAREERREADINESS REFORM	233,615
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 EAST FIRST PLACE DENVER,CO 802307143		PC	FOR BUILDING AWARENESS AND CAPACITY AT THE STATE LEVEL FOR COLLEGE AND CAREERREADY REFORM	29,625
NATIONAL FAMILY PLANNING & REPRODUCTIVE HLTH ASSOC 1627 K STREET NW SUITE 1200 WASHINGTON,DC 200061710		PC	FOR GENERAL OPERATING SUPPORT	500,000
NATIONAL FAMILY PLANNING & REPRODUCTIVE HLTH ASSOC 1627 K STREET NW SUITE 1200 WASHINGTON,DC 200061710		PC	FOR PILOT PROJECTS TO OFFER THE COPPER IUD AS EMERGENCY CONTRACEPTION	75,000
NATIONAL INSTITUTE ON MONEY IN STATE POLITICS 833 NORTH LAST CHANCE GULCH HELENA,MT 59601		PC	FOR GENERAL OPERATING SUPPORT	350,000
NATIONAL LATINA INSTITUTE FOR REPRODUCTIVE HEALTH 50 BROAD STREET SUITE 1937 NEW YORK,NY 100042355		PC	FOR GENERAL OPERATING SUPPORT	200,000
NATIONAL PUBLIC EDUCATION SUPPORT FUND 1825 K STREET NW SUITE 400 WASHINGTON,DC 20006		SO I	FOR GENERAL OPERATING SUPPORT	150,000
Total  3a				240,149,631


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NATIONAL STEINBECK CENTER 1 MAIN ST SALINAS,CA 93901		PC	FOR PERFORMING ARTS PROGRAMS	25,000
NATIONAL WILDLIFE FEDERATION 11100 WILDLIFE CENTER DRIVE RESTON,VA 201905361		PC	FOR SUPPORT OF THE PUBLIC LANDS PROGRAM	250,000
NATURAL CAPITALISM SOLUTIONS INC 11823 N 75TH ST LONGMONT,CO 80503		PC	FOR THE HUNTERS POINT DISTRIBUTED GENERATION AND INTELLIGENT GRID PROJECT	100,000
NATURAL RESOURCES DEFENSE COUNCIL INC 111 SUTTER STREET TWENTIETH FLOOR SAN FRANCISCO,CA 941044540		PC	FOR THE NORTHWEST NATURAL GAS PROJECT	100,000
NATURAL RESOURCES DEFENSE COUNCIL INC 111 SUTTER STREET TWENTIETH FLOOR SAN FRANCISCO,CA 941044540		PC	FOR SUPPORT OF THE CLEAN VEHICLES AND FUELS PROGRAM	300,000
NATURAL RESOURCES DEFENSE COUNCIL INC 111 SUTTER STREET TWENTIETH FLOOR SAN FRANCISCO,CA 941044540		PC	FOR SUPPORT OF THE CLEAN ENERGY PROGRAM	725,000
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON,VA 222031637		PC	FOR THE BUILDING A CONSERVATION ETHIC IN WESTERN UNITED STATES PROGRAM	250,000
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON,VA 222031637		PC	FOR SUPPORT OF THE AMERICA'S GREAT OUTDOORS STAFFING PROJECT	80,000
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE SUITE 100 ARLINGTON,VA 222031637		PC	FOR GENERAL OPERATING SUPPORT	10,000
NBCUNIVERSAL LLC 30 ROCKEFELLER PLAZA NEW YORK,NY 10112		NC	FOR THE 2013 EDUCATION NATION SUMMIT	200,000
NEW AMERICA FOUNDATION 1899 L STREET NW SUITE 400 WASHINGTON,DC 200363804		PC	FOR SUPPORT OF THE MEDIA POLICY ROUNDTABLES	48,000
NEW AMERICA FOUNDATION 1899 L STREET NW SUITE 400 WASHINGTON,DC 200363804		PC	FOR ANALYSIS AND COMMUNICATIONS ABOUT FEDERAL AND STATE COLLEGE AND CAREERREADINESS POLICIES	100,000
NEW CENTURY CHAMBER ORCHESTRA 665 THIRD STREET SUITE 345 SAN FRANCISCO,CA 941071985		PC	FOR GENERAL OPERATING SUPPORT	50,000
NEW CONSERVATORY 25 VAN NESS AVENUE LOWER LEVEL SAN FRANCISCO,CA 941026060		PC	FOR GENERAL OPERATING SUPPORT	40,000
NEW MEDIA ADVOCACY PROJECT INC 1878 COUNTY ROUTE 21 VALATIE,NY 12194		PC	FOR THE PRODUCTION OF VIDEOS TO ENHANCE TRANSPARENCY AND ACCOUNTABILITY ADVOCACY CAMPAIGNS	125,000
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NEW PHILANTHROPY CAPITAL 3RD FLOOR 185 PARK STREET LONDON SE1 9BL UK		NC	FOR THE INSPIRING IMPACT PROGRAM	50,000
NEW PROFIT INC 200 CLARENDON STREET 9TH FLOOR BOSTON,MA 02116		PC	FOR THIRD SECTOR CAPITAL PARTNERS	150,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR WESTERN ENERGY PROJECT'S STRATEGIC COMMUNICATIONS CAMPAIGN	215,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR THE FOSSIL FUEL REDUCTION PROJECT	2,150,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR RESEARCH ON GUN VIOLENCE PREVENTION	1,000,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR SUPPORT OF THE MODERNIZING FOREIGN ASSISTANCE NETWORK	775,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR THE WESTERN ENERGY PROJECT	800,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR THE BRISTOL BAY UNITED PROJECT	175,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR RESEARCH ON NEW FOSSIL FUEL DEVELOPMENT	27,500
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR SUPPORT OF THE WESTERN LANDS COMMUNICATION ADVOCACY CENTER	450,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR THE WESTERN ENERGY PROJECT	650,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036		PC	FOR SUPPORT OF THE COMMON CORE COMMUNICATIONS COLLABORATIVE	300,000
NEW VISIONS FOR PUBLIC SCHOOLS INC 320 W 13TH ST SIXTH FLOOR NEW YORK,NY 10014		PC	FOR IDENTIFYING CULTIVATING AND SHOWCASING EXEMPLARY SCHOOLS TO ADVANCE DEEPER LEARNING	100,000
NEW YORK UNIVERSITY 25 WEST FOURTH STREET NEW YORK,NY 10012		PC	FOR SUPPORT OF THE UN SECRETARYGENERALS HIGH LEVEL PANEL ON POST2015 DEVELOPMENT AGENDA	151,713
NINTH STREET MEDIA CONSORTIUM INC 145 NINTH STREET SUITE 250 SAN FRANCISCO,CA 941032641		SO I	FOR GENERAL OPERATING SUPPORT	20,000
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NO LABELS FOUNDATION 1680 WISCONSIN AVE NW STE 320 WASHINGTON,DC 20007		PC	FOR GENERAL OPERATING SUPPORT	400,000
NONPROFIT HOUSING ASSOCIATION OF NORTHERN CALIFORN 369 PINE STREET SUITE 350 SAN FRANCISCO,CA 941043300		PC	FOR THE SUSTAINABLE COMMUNITIES STRATEGIES PROJECT	60,000
NONPROFIT FINANCE FUND 70 WEST THIRTYSIXTH STREET ELEVENTH NEW YORK,NY 100188007		PC	FOR TOOLS AND RESEARCH ON SOCIAL IMPACT BONDS	100,000
NONPROFIT INFORMATION NETWORKING ASSOCIATION 112 WATER STREET SUITE 400 BOSTON,MA 02109		PC	FOR GENERAL OPERATING SUPPORT	40,000
NONPROFIT INFORMATION NETWORKING ASSOCIATION 112 WATER STREET SUITE 400 BOSTON,MA 02109		PC	FOR GENERAL OPERATING SUPPORT	10,000
NORTHERN CALIFORNIA COMMUNITY LOAN FUND 870 MARKET STREET SUITE 677 SAN FRANCISCO,CA 941023024		PC	FOR CONSULTING AND TRAINING PROGRAMS FOR ARTS ORGANIZATIONS	50,000
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET 3RD FLOOR SAN FRANCISCO,CA 941053302		PC	FOR THE EMERGENCY LOAN FUND	10,000
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET STREET 3RD FLOOR SAN FRANCISCO,CA 941053302		PC	FOR THE ARTS LOAN FUND	75,000
NUCLEAR THREAT INITIATIVE INC 1747 PENNSYLVANIA AVE NW 7TH FLOOR WASHINGTON,DC 20006		PC	FOR THE DEVELOPING SPENT FUEL STRATEGIES PROJECT	100,000
OAKLAND INTERFAITH GOSPEL CHOIR INC 655 THIRTEENTH STREET SUITE 301 POST OFFICE BOX 28732 OAKLAND,CA 946041225		PC	FOR GENERAL OPERATING SUPPORT	40,000
OAKLAND YOUTH CHORUS 685 FOURTEENTH STREET OAKLAND,CA 946121242		PC	FOR GENERAL OPERATING SUPPORT	45,000
ODC 351 SHOTWELL STREET SAN FRANCISCO,CA 941101332		PC	FOR STRATEGIC PLANNING	75,000
ODC 351 SHOTWELL STREET SAN FRANCISCO,CA 941101332		PC	FOR GENERAL OPERATING SUPPORT	150,000
OEUVRE MALIENNE D'AIDE A L'ENFANCE DU SAHEL BP 2323 BAMAKO ML		NC	FOR THE IMPLEMENTATION OF A CIVIL SOCIETY INITIATIVE TO ASSESS STUDENT LEARNING IN MALI	659,212
OIL CHANGE INTERNATIONAL 236 MASSACHUSETTS AVENUE NE SUITE 203 WASHINGTON,DC 20002		PC	FOR INDUSTRY RESEARCH AND SUPPORT OF THE MOVING BEYOND OIL COALITION	100,000
Total  3a				240,149,631


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OLD FIRST CENTER FOR THE ARTS 1751 SACRAMENTO STREET SAN FRANCISCO,CA 941093618		PC	FOR GENERAL OPERATING SUPPORT	13,000
OLD FIRST CENTER FOR THE ARTS 1751 SACRAMENTO STREET SAN FRANCISCO,CA 941093618		PC	FOR STRATEGIC PLANNING	15,000
ONTARIO COLLEGE OF ART & DESIGN 100 MCCAUL STREET TORONTO,ON M5T 1W1 CA		NC	FOR THE OER COMMUNITY TO MEET DIVERSE LEARNER NEEDS	500,000
OPEN SOCIETY FOUNDATION 7TH FLOOR MILLBANK TOWER 2124 LONDON SW1P 4QP UK		NC	FOR THE TRANSPARENCY AND ACCOUNTABILITY INITIATIVE A DONOR COLLABORATIVE	165,000
OPEN SOCIETY FOUNDATION 7TH FLOOR MILLBANK TOWER 2124 LONDON SW1P 4QP UK		NC	FOR THE TRANSPARENCY AND ACCOUNTABILITY INITIATIVE A DONOR COLLABORATIVE	195,000
OPEN SOCIETY FOUNDATION 7TH FLOOR MILLBANK TOWER 2124 LONDON SW1P 4QP UK		NC	FOR PUBLISH WHAT YOU PAY A GLOBAL CAMPAIGN FOR NATURAL RESOURCE REVENUE TRANSPARENCY	125,000
OPEN SPACE INSTITUTE INC 1350 BROADWAY SUITE 201 NEW YORK,NY 100187799		PC	FOR THE OUTDOORS AMERICA CAMPAIGN	250,000
OPEN UNIVERSITEIT TE HEERLEN POSTBUS 2960 6401 DL HEERLEN HEERLEN LIMBURG 6419AT NL		NC	FOR THE GLOBAL OER GRADUATE NETWORK	51,000
OPENCOURSEWARE CONSORTIUM INCORPORATED PO BOX 251 NEWTON,MA 02464		PC	FOR GENERAL OPERATING SUPPORT	450,000
OPERA SAN JOSE INCORPORATED 2149 PARAGON DRIVE SAN JOSE,CA 951311312		PC	FOR SUPPORT OF A STRATEGIC PLANNING PROCESS	40,000
OPERA SAN JOSE INCORPORATED 2149 PARAGON DRIVE SAN JOSE,CA 951311312		PC	FOR GENERAL OPERATING SUPPORT	130,000
ORGANISATION FOR ECONOMIC COOPERATION AND DEVELOPM 2 RUE ANDREPASCAL PARIS CEDEX 16 75775 FR		PC	FOR AN ANALYTICAL REPORT ON THE RESULTS OF THE 2012 PISA TEST IN THE UNITED STATES	100,000
ORGANISATION FOR ECONOMIC COOPERATION AND DEVELOPM 2 RUE ANDREPASCAL PARIS CEDEX 16 75775 FR		PC	FOR RESEARCHING THE EVIDENCE BASE ON OPEN EDUCATIONAL RESOURCES	43,000
ORGANISATION FOR ECONOMIC COOPERATION AND DEVELOPM 2 RUE ANDREPASCAL PARIS CEDEX 16 75775 FR		PC	FOR THE VIDEOCONFERENCING PROJECT	16,697
ORGANISATION FOR ECONOMIC COOPERATION AND DEVELOPM 2 RUE ANDREPASCAL PARIS CEDEX 16 75775 FR		PC	FOR REFINEMENT AND GLOBAL SCALEUP OF THE PISABASED TEST FOR SCHOOLS	600,000
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ORIKI THEATER 2496 WYANDOTTE STREET MOUNTAIN VIEW,CA 940432313		PC	FOR GENERAL OPERATING SUPPORT	30,000
ORIKI THEATER 2496 WYANDOTTE STREET MOUNTAIN VIEW,CA 940432313		PC	FOR STRATEGIC PLANNING	20,000
OTHER MINDS 333 VALENCIA STREET SUITE 303 SAN FRANCISCO,CA 941033552		PC	FOR GENERAL OPERATING SUPPORT	45,000
OVERSEAS DEVELOPMENT INSTITUTE 203 BLACKFRIARS ROAD LONDON SE1 8NJ UK		PC	FOR GIVING VOICE TO PEOPLE WITHOUT ACCESS TO TECHNOLOGY IN THE DEVELOPMENT OF POST2015 GOALS	232,000
OXFAMAMERICA INC 226 CAUSEWAY STREET FIFTH FLOOR BOSTON,MA 021142206		PC	FOR A PROJECT TO MAKE PUBLIC FINANCES MORE ACCOUNTABLE TO POOR COMMUNITIES IN DEVELOPING COUNTRIES	870,000
PALO ALTO ART CENTER FOUNDATION 1313 NEWELL ROAD PALO ALTO,CA 94303		PC	FOR GENERAL OPERATING SUPPORT	16,000
PARTNERS IN POPULATION AND DEVELOPMENT PO BOX 2666 KAMPALA UG		NC	FOR BUILDING THE CAPACITY OF AFRICAN POLICYMAKERS FOR REPRODUCTIVE HEALTH ISSUES	700,000
PARTNERSHIP FOR 21ST CENTURY SKILLS 1 MASSACHUSETTS AVE NW SUITE 700 WASHINGTON,DC 20001		PC	FOR CIVIC ENGAGEMENT THROUGH 21STCENTURY SKILLS	95,000
PARTNERSHIP PROJECT INC 1225 I STREET NWSUITE 307 WASHINGTON,DC 20005		PC	FOR THE CLIMATE ACTION CAMPAIGN	3,000,000
PATH PO BOX 900922 SEATTLE,WA 98109		PC	FOR SUPPORT OF PATHS FRANCOPHONE AFRICAN FORUM FOCUSING ON CONTRACEPTIVE SECURITY	150,000
PATH PO BOX 900922 SEATTLE,WA 98109		PC	FOR PATH'S REPRODUCTIVE HEALTH GLOBAL PROGRAM	750,000
PATHFINDER INTERNATIONAL 9 GALEN STREET SUITE 217 WATERTOWN,MA 024724501		PC	FOR INCREASING ACCESS TO FAMILY PLANNING FOR YOUNG PEOPLE IN FRANCOPHONE WEST AFRICA	500,000
PATHFINDER INTERNATIONAL 9 GALEN STREET SUITE 217 WATERTOWN,MA 024724501		PC	FOR GENERAL OPERATING SUPPORT	416,668
PEER 2 PEER UNIVERSITY INC 1370 MISSION STREET 4TH FLOOR SAN FRANCISCO,CA 941032654		PC	FOR DEVELOPMENT OF AN INTEGRATED INFRASTRUCTURE TO ENCOURAGE AND EVALUATE DEEPER LEARNING	140,000
PENINSULA BALLET THEATRE 1880 SOUTH GRANT STREET SAN MATEO,CA 944022648		PC	FOR GENERAL OPERATING SUPPORT	35,000
Total			3a	240,149,631


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PENINSULA OPEN SPACE TRUST 222 HIGH STREET PALO ALTO,CA 94301		PC	FOR INCREASING REGIONAL PUBLIC FUNDING FOR CONSERVATION	100,000
PEOPLE FOR OPEN SPACE INC 631 HOWARD STREET SUITE 510 SAN FRANCISCO,CA 941053937		PC	FOR THE SUSTAINABLE COMMUNITIES STRATEGY PROJECT	220,000
PERFORMING ARTS WORKSHOP INC 1661 TENNESSEE STREET SUITE 30 SAN FRANCISCO,CA 941073572		PC	FOR GENERAL OPERATING SUPPORT	80,000
PERFORMING ARTS WORKSHOP INC 1661 TENNESSEE STREET SUITE 30 SAN FRANCISCO,CA 941073572		PC	FOR A CAPITAL CAMPAIGN FEASIBILITY STUDY	40,000
PEW CHARITABLE TRUSTS 2005 MARKET STREET SUITE 1700 PHILADELPHIA,PA 191037077		PC	FOR SUPPORT OF PEW'S ELECTION ADMINISTRATION REFORM EFFORTS	500,000
PEW CHARITABLE TRUSTS 2005 MARKET STREET SUITE 1700 PHILADELPHIA,PA 191037077		PC	FOR SUPPORT OF AN EXPANDED STUDY ON AMERICAN POLITICAL BELIEFS AND VALUES	450,000
PEW CHARITABLE TRUSTS 2005 MARKET STREET SUITE 1700 PHILADELPHIA,PA 191037077		PC	FOR SUPPORT OF THE INTERNATIONAL BOREAL CONSERVATION CAMPAIGN	1,800,000
PEW CHARITABLE TRUSTS 2005 MARKET STREET SUITE 1700 PHILADELPHIA,PA 191037077		PC	FOR SUPPORT OF THE WESTERN PUBLIC LANDS PROTECTION CAMPAIGN	400,000
PHILHARMONIA BAROQUE ORCHESTRA 414 MASON STREET SUITE 606 SAN FRANCISCO,CA 94102		PC	FOR GENERAL OPERATING SUPPORT	60,000
PHYSICIANS FOR REPRODUCTIVE HEALTH INC 55 WEST 39TH STREET TENTH FLOOR SUI NEW YORK,NY 100183803		PC	FOR GENERAL OPERATING SUPPORT	340,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 WEST THIRTYTHIRD STREET NEW YORK,NY 100012601		PC	FOR GENERAL OPERATING SUPPORT	2,000,000
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 WEST THIRTYTHIRD STREET NEW YORK,NY 100012601		PC	FOR SUPPORT OF PPFAS INTERNATIONAL PROGRAM	500,000
PLANNED PARENTHOOD MAR MONTE INC 1691 THE ALAMEDA SAN JOSE,CA 951262203		PC	FOR GENERAL OPERATING SUPPORT	300,000
PLANNED PARENTHOOD SHASTA DIABLO INC 2185 PACHECO STREET CONCORD,CA 945202309		PC	FOR STRATEGIC PLANNING FOR FUNDRAISING	30,000
PLANNED PARENTHOOD SHASTA DIABLO INC 2185 PACHECO STREET CONCORD,CA 945202309		PC	FOR GENERAL OPERATING SUPPORT	300,000
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PLAYGROUND INC 3286 ADELINE STREET 8 BERKELEY,CA 947032485		PC	FOR GENERAL OPERATING SUPPORT	17,000
PLAYWRIGHTS FOUNDATION INC 1616 SIXTEENTH STREET SUITE 350 SAN FRANCISCO,CA 941035164		PC	FOR GENERAL OPERATING SUPPORT	20,000
PLAYWRIGHTS FOUNDATION INC 1616 SIXTEENTH STREET SUITE 350 SAN FRANCISCO,CA 941035164		PC	FOR STRATEGIC PLANNING	25,000
PLOUGHSHARES FUND INC 1808 WEDEMEYER STREET SUITE 200 SAN FRANCISCO,CA 941295270		PC	FOR PROMOTING INNOVATION IN THE NUCLEAR SECURITY FIELD	200,000
PLOUGHSHARES FUND INC 1808 WEDEMEYER STREET SUITE 200 SAN FRANCISCO,CA 941295270		PC	FOR GENERAL OPERATING SUPPORT	200,000
PLUG IN AMERICA 2370 MARKET ST 419 SHERRY BOSCHERT SAN FRANCISCO,CA 94114		PC	FOR RESEARCH ON THE DEPLOYMENT OF PLUGIN VEHICLES IN THE UNITED STATES	75,000
POLICY INNOVATORS IN EDUCATION NETWORK INC 110 5TH STREET NORTHSUITE 410 MINNEAPOLIS,MN 55403		PC	FOR STATEBASED COMMON CORE AND DEEPER LEARNING OUTREACH	300,000
POPULATION ACTION INTERNATIONAL 1300 NINETEENTH STREET NW SECOND FL WASHINGTON,DC 200361609		PC	FOR GENERAL OPERATING SUPPORT	250,000
POPULATION ACTION INTERNATIONAL 1300 NINETEENTH STREET NW SECOND FL WASHINGTON,DC 200361609		PC	FOR SUPPORT OF COUNTRY LEVEL ADVOCACY FOR SEXUAL AND REPRODUCTIVE HEALTH	585,000
POPULATION ACTION INTERNATIONAL 1300 NINETEENTH STREET NW SECOND FL WASHINGTON,DC 200361609		PC	FOR SUPPORT OF A COMMUNICATIONS AND BRANDING STRATEGY	35,000
POPULATION ASSOCIATION OF AMERICA INC 8630 FENTON STREET SUITE 722 SILVER SPRING,MD 209103812		PC	FOR MEMBERSHIP DEVELOPMENT TRAVEL GRANTS PROGRAM AND INTERNATIONAL OUTREACH	158,000
POPULATION REFERENCE BUREAU INC 1875 CONNECTICUT AVENUE NW SUITE 520 WASHINGTON,DC 200095728		PC	FOR RESEARCH AND DISSEMINATION OF THE ECONOMIC IMPACTS OF POPULATION AND REPRODUCTIVE HEALTH	1,100,000
POPULATION REFERENCE BUREAU INC 1875 CONNECTICUT AVENUE NW SUITE 520 WASHINGTON,DC 200095728		PC	FOR GENERAL OPERATING SUPPORT	1,300,000
POPULATION REFERENCE BUREAU INC 1875 CONNECTICUT AVENUE NW SUITE 520 WASHINGTON,DC 200095728		PC	FOR A PROJECT TO TRANSLATE POPULATION RESEARCH AND UPDATES INTO FRENCH	200,000
PRATHAM USA 9703 RICHMOND AVENUE SUITE 102 HOUSTON,TX 77042		PC	FOR SUPPORT OF THE NETWORK OF ORGANIZATIONS IMPLEMENTING CITIZENLED ASSESSMENTS	125,000
Total  3a				240,149,631


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

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PRATHAM USA 9703 RICHMOND AVENUE SUITE 102 HOUSTON,TX 77042		PC	FOR READ INDIA PHASE III A NATIONWIDE PROGRAM TO IMPROVE LEARNING ACHIEVEMENT IN THE PRIMARY GRADES	1,000,000
PRATHAM USA 9703 RICHMOND AVENUE SUITE 102 HOUSTON,TX 77042		PC	FOR THE ANNUAL STATUS OF EDUCATION REPORT ASER AND THE RELATED ACTIVITIES OF THE ASER CENTRE	800,000
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 131 S MAIN STREET MIDDLEBURY,VT 057536005		PC	FOR A PROJECT TO ENGAGE THE NONALIGNED MOVEMENT ON NONPROLIFERATION AND DISARMAMENT	150,000
PRESIDENT & FELLOWS OF MIDDLEBURY COLLEGE 131 S MAIN STREET MIDDLEBURY,VT 057536005		PC	FOR A PROJECT TO ENGAGE THE NONALIGNED MOVEMENT ON NONPROLIFERATION AND DISARMAMENT	150,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE,MA 02138		PC	FOR SUPPORT OF THE COAL IMPACT PROJECT	225,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE,MA 02138		PC	FOR SUPPORT OF A DEEPER LEARNING BOOK	50,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE,MA 02138		PC	FOR RESEARCH ON THE ECONOMIC IMPACTS OF POPULATIONREPRODUCTIVE HEALTH	205,000
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 124 MOUNT AUBURN STREET CAMBRIDGE,MA 02138		PC	FOR THE NGO LEADERS FORUM	78,288
PRO PUBLICA INC ONE EXCHANGE PLAZA 55 BROADWAY 23RD FLOOR NEWYORK,NY 100063008		PC	FOR GENERAL OPERATING SUPPORT	75,000
PROJECT BANDALOO 2201 BROADWAY SUITE 210 OAKLAND,CA 94612		PC	FOR GENERAL OPERATING SUPPORT	20,000
PROJECT ON ORGANIZING DEVELOPMENT EDUCATION AND RE PO BOX 2086 NEWYORK,NY 10013		PC	FOR A PROJECT ON INCREASING EXTRACTIVE INDUSTRY TRANSPARENCY IN MEXICO	80,000
PROTEUS FUND INC 15 RESEARCH DRIVE SUITE B AMHERST,MA 01002		PC	FOR SUPPORT OF PUBLIC EDUCATION AND RESEARCH ACTIVITIES ABOUT CAMPAIGN FINANCE REFORM IN NY STATE	250,000
PTA CALIFORNIA CONGRESS OF PARENTS TEACHERS & STUD 2327 L STREET SACRAMENTO,CA 958165014		PC	FOR SUPPORT OF THE SMARTS PARENTS FOR THE ARTS PILOT PROGRAM	250,000
PUBLIC ADVOCATES INC 131 STEUART STREET SUITE 300 SAN FRANCISCO,CA 941051241		PC	FOR THE CONGESTION MANAGEMENT AGENCY RESEARCH AND CAPACITY BUILDING PROJECT	50,000
PUBLIC HEALTH INSTITUTE 555 TWELFTH STREET TENTH FLOOR OAKLAND,CA 946074046		PC	FOR THE ADOLESCENT SEXUAL HEALTH POLICY PROJECT	80,170
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PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO,CA 941112907		PC	FOR A STATEWIDE SURVEY SERIES ON THE ENVIRONMENT	120,000
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET SUITE 600 SAN FRANCISCO,CA 941112907		PC	FOR SUPPORT OF THE 2013 SPEAKER SERIES ON CALIFORNIA'S FUTURE	10,000
PUBLISH WHAT YOU FUND SOUTHBANK HOUSE BLACK PRINCE ROAD LONDON SE1 7SJ UK		NC	FOR THE GLOBAL CAMPAIGN FOR AID TRANSPARENCY	498,329
QCCTHE CENTER FOR LESBIAN GAY BISEXUAL TRANSGENDER 762 FULTON STREET SAN FRANCISCO,CA 94102		PC	FOR GENERAL OPERATING SUPPORT	35,000
QUEER WOMEN OF COLOR MEDIA ARTS PROJECT QWOCMAP 59 COOK STREET SAN FRANCISCO,CA 941183310		PC	FOR GENERAL OPERATING SUPPORT	35,000
RAISING VOICES PO BOX 6770 PLOT 16 TUFNELL DR KAMPALA UG		NC	FOR IMPLEMENTING A GOOD SCHOOLS TOOLKIT TO IMPROVE THE CLASSROOM ENVIRONMENT IN UGANDAN SCHOOLS	98,500
REDSTONE STRATEGY GROUP LLC 777 TWENTYNINTH STREET SUITE 500 BOULDER,CO 80303		NC	FOR A PROJECT TO STRENGTHEN THE INTERNATIONAL PLANNED PARENTHOOD FEDERATION'S PERFORMANCE CULTURE	150,000
REGENERATION PROJECT 369 PINE ST STE 700 SAN FRANCISCO,CA 94104		PC	FOR THE INTERFAITH POWER AND LIGHT RENEWABLE ENERGY AND ENERGY EFFICIENCY PROJECT	160,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA CO CONTRACT AND GRANT OFFICE 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO,CA 941430962		PC	FOR SUPPORT OF THE 2014 GLOBAL CONFERENCE ON SOCIAL FRANCHISING FOR HEALTH	150,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA CO CONTRACT AND GRANT OFFICE 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO,CA 941430962		PC	FOR A PROJECT TO ROLL OUT THE LARC TRAINING INTERVENTION TO MORE SITES	1,000,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA CO CONTRACT AND GRANT OFFICE 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO,CA 941430962		PC	FOR A PROJECT TO REDUCE UNINTENDED PREGNANCY IN THE US BY INCREASING SUPPLY AND DEMAND FOR LARC	400,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1480 DREW AVENUE DAVIS,CA 956184889		PC	FOR A PROJECT ON CHANGES IN RURAL HOUSEHOLD WELFARE AND THEIR IMPLICATIONS FOR DEVELOPMENT POLICY	200,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA CO CONTRACT AND GRANT OFFICE 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO,CA 941430962		PC	FOR A RESEARCH PROJECT ON PEERTOPEER PROMOTION OF IUDS	145,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA CO CONTRACT AND GRANT OFFICE 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO,CA 941430962		PC	FOR SUPPORT OF THE CENTER FOR REPRODUCTIVE HEALTH RESEARCH AND POLICY	333,300
REGENTS OF THE UNIVERSITY OF CALIFORNIA CO CONTRACT AND GRANT OFFICE 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO,CA 941430962		PC	FOR THE NEW GENERATION HEALTH CENTER	200,000
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REGENTS OF THE UNIVERSITY OF CALIFORNIA 1480 DREW AVENUE DAVIS,CA 956184889		PC	FOR A PROJECT ON CHANGES IN RURAL HOUSEHOLD WELFARE AND THEIR IMPLICATIONS FOR DEVELOPMENT POLICY	235,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1156 HIGH STREET SANTA CRUZ,CA 950641077		PC	FOR EXERCISING INFORMATION RIGHTS FOR ACCOUNTABILITY ON RURAL DEVELOPMENT POLICY IN MEXICO	185,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA CO CONTRACT AND GRANT OFFICE 3333 CALIFORNIA STREET SUITE 315 SAN FRANCISCO,CA 941430962		PC	FOR A RESEARCH PROJECT ON SELFREMOVALS OF IUDS	63,842
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELE CO SPONSORED PROJECTS OFFICE 2150 SHATTUCK AVENUESUITE 300 5940 BERKELEY,CA 947045940		PC	FOR THE YOUNG MUSICIANS PROGRAM	225,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELE CO SPONSORED PROJECTS OFFICE 2150 SHATTUCK AVENUESUITE 300 5940 BERKELEY,CA 947045940		PC	FOR GENERAL SUPPORT OF CAL PERFORMANCES	100,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELE CO SPONSORED PROJECTS OFFICE 2150 SHATTUCK AVENUESUITE 300 5940 BERKELEY,CA 947045940		PC	FOR THE ACHIEVING CLEAN ENERGY GOALS THROUGH HIGHROAD IMPLEMENTATION PROJECT	50,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELE CO SPONSORED PROJECTS OFFICE 2150 SHATTUCK AVENUESUITE 300 5940 BERKELEY,CA 947045940		PC	FOR SUPPORT OF THE PACIFIC FILM ARCHIVE	50,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT SAN DIE 9500 GILMAN DRIVE LA JOLLA,CA 920935004		PC	FOR A PROJECT ON PUBLIC HEALTH GOVERNANCE IN MEXICO	119,883
REGENTS OF THE UNIVERSITY OF COLORADO 4740 WALNUT STREET BOULDER,CO 80309		PC	FOR THE PHYSICS EDUCATION TECHNOLOGY PROJECT PHET AND RESEARCH ON MEASURING DEEPER LEARNING	450,000
REGENTS OF THE UNIVERSITY OF MINNESOTA 200 OAK STREET SE MINNEAPOLIS,MN 55455		PC	FOR PROMOTING FACULTY ADOPTION OF OPEN TEXTBOOKS	50,000
REGULATORY ASSISTANCE PROJECT 50 STATE STREET SUITE 3 MONTPELIER,VT 05602		PC	FOR TECHNICAL ASSISTANCE TO STATES FOR 111D	100,000
REPRODUCTIVE HEALTH MATTERS 444 HIGHGATE STUDIOS 5379 ROAD LONDON NW5 1TL UK		NC	FOR THE CHARITABLE PURPOSES OF THE REPRODUCTIVE HEALTH MATTERS JOURNAL	166,667
REPRODUCTIVE HEALTH TECHNOLOGIES PROJECT INC 1020 NINETEENTH STREET NW SUITE 875 WASHINGTON,DC 200361624		PC	FOR GENERAL OPERATING SUPPORT	125,000
RES NON VERBA ASOCIACION CIVIL THAMES 1024 BUENOS AIRES C1414DCV AR		NC	FOR A PROJECT TO EXPLORE OPENING AN OFFICE FOR TECHNOLOGY FOR TRANSPARENCY IN MEXICO	20,300
RESOURCE MEDIA A NONPROFIT CORPORATION 101 MONTGOMERY ST SUITE 2600 SAN FRANCISCO,CA 94104		PC	FOR THE STORYDRIVE PROJECT	225,000
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RESOURCES LEGACY FUND 555 CAPITOL MALL SUITE 1095 SACRAMENTO,CA 95814		PC	FOR THE CALIFORNIA PARKS FORWARD INITIATIVE	500,000
RESULTS FOR DEVELOPMENT INSTITUTE INC 1100 15TH STREET NW SUITE 400 WASHINGTON,DC 20005		PC	FOR A PROJECT TO UPDATE THE BOOK MANAGING THINK TANKS	130,000
RESULTS FOR DEVELOPMENT INSTITUTE INC 1100 15TH STREET NW SUITE 400 WASHINGTON,DC 20005		PC	FOR DEVELOPMENT OF ACCOUNTABILITY OPTIONS FOR FAMILY PLANNING SUMMIT COMMITMENTS	150,000
RESULTS FOR DEVELOPMENT INSTITUTE INC 1100 15TH STREET NW SUITE 400 WASHINGTON,DC 20005		PC	FOR BUILDING AN ONLINE PLATFORM TO IMPROVE EVIDENCE AND LEARNING IN THE SOCIAL ACCOUNTABILITY FIELD	175,000
RESULTS FOR DEVELOPMENT INSTITUTE INC 1100 15TH STREET NW SUITE 400 WASHINGTON,DC 20005		PC	FOR THE TRANSPARENCY AND ACCOUNTABILITY PROGRAM	500,000
REVENUE WATCH INSTITUTE 1700 BROADWAY 17TH FLOOR NEW YORK,NY 10019		PC	FOR GENERAL OPERATING SUPPORT	700,000
REVENUE WATCH INSTITUTE 1700 BROADWAY 17TH FLOOR NEW YORK,NY 10019		PC	FOR GENERAL OPERATING SUPPORT	2,000,000
REVENUE WATCH INSTITUTE 1700 BROADWAY 17TH FLOOR NEW YORK,NY 10019		PC	FOR AN OPERATIONAL ASSESSMENT	50,300
REVENUE WATCH INSTITUTE 1700 BROADWAY 17TH FLOOR NEW YORK,NY 10019		PC	FOR THE NATURAL RESOURCE CHARTER PROJECT	300,000
RIKSFORBUNDET FOR SEXUELL UPPLYSNING PO BOX 4331 STOCKHOLM SE- 102 67 SW		NC	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	250,000
ROADTRIPNATION ORG 853 W 17TH ST UNIT ACOSTA MESA CA 9 COSTA MESA,CA 926274277		PC	FOR A NATIONWIDE EXPANSION PLAN AND ALIGNMENT WITH COMMON CORE STATE STANDARDS	200,000
ROBERT MOSES KIN 870 MARKET STREET SUITE 567 SAN FRANCISCO,CA 941023016		PC	FOR GENERAL OPERATING SUPPORT	25,000
ROCKEFELLER FAMILY FUND INC 475 RIVERSIDE DRIVE SUITE 900 NEW YORK,NY 10115		PC	FOR THE INSTITUTE FOR ENERGY ECONOMICS AND FINANCIAL ANALYSIS	100,000
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 WEST FORTYEIGHTH STREET TENTH FLOOR NEW YORK,NY 100361802		PC	FOR THE CALIFORNIA EDUCATION POLICY FUND	3,700,000
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 WEST FORTYEIGHTH STREET TENTH FLOOR NEW YORK,NY 100361802		PC	FOR EVALUATION OF THE CORE 2 COLLEGE INITIATIVE	87,000
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ROCKEFELLER PHILANTHROPY ADVISORS INC 6 WEST FORTYEIGHTH STREET TENTH FLOOR NEW YORK,NY 100361802		PC	FOR PROMOTION OF K12 AND POSTSECONDARY ALIGNMENT IN TEN STATES	355,000
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 WEST FORTYEIGHTH STREET TENTH FLOOR NEW YORK,NY 100361802		PC	FOR TRANSITION OF MULTIPLE STATES TO ASSESSMENTS ALIGNED WITH THE COMMON CORE STATE STANDARDS	2,915,000
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 WEST FORTYEIGHTH STREET TENTH FLOOR NEW YORK,NY 100361802		PC	FOR PLANNING MULTIPLE STATE TRANSITION TO ASSESSMENTS ALIGNED WITH THE COMMON CORE STATE STANDARDS	50,000
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 WEST FORTYEIGHTH STREET TENTH FLOOR NEW YORK,NY 100361802		PC	FOR COLLECTING AND DISSEMINATING DATA ON HIGHQUALITY INSTRUCTIONAL MATERIALS ALIGNED TO COMMON CORE	400,000
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 WEST FORTYEIGHTH STREET TENTH FLOOR NEW YORK,NY 100361802		PC	FOR IMPROVING COLLEGE READINESS THROUGH ALIGNMENT OF K12 AND HIGHER EDUCATION SYSTEMS	100,000
ROCKEFELLER PHILANTHROPY ADVISORS INC 6 WEST FORTYEIGHTH STREET TENTH FLOOR NEW YORK,NY 100361802		PC	FOR SUPPORT OF THE NATIONAL PURPOSE INITIATIVE	50,000
ROSE FOUNDATION FOR COMMUNITIES AND THE ENVIRONMEN 1970 BROADWAY SUITE 600 OAKLAND,CA 946122218		PC	FOR GENERAL SUPPORT OF THE NORTHERN CALIFORNIA ENVIRONMENTAL GRASSROOTS FUND PROGRAM	100,000
RUTGERS WPF OUDENOORD 176 PO 9022 ULTRECHT 3506 GA NL		PC	FOR SUPPORT OF INTERNATIONAL SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS ADVOCACY	150,000
RYSE INC 205 FORTYFIRST STREET RICHMOND,CA 94805		PC	FOR THE MEDIA ARTS AND CULTURE PROGRAM	25,000
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET SAN FRANCISCO,CA 941024438		PC	FOR GENERAL OPERATING SUPPORT	175,000
SAN FRANCISCO BOYS CHORUS 333 HAYES STREET SUITE 116 SAN FRANCISCO,CA 941024455		PC	FOR GENERAL OPERATING SUPPORT	26,000
SAN FRANCISCO CHANTICLEER INC 44 PAGE STREET SUITE 604 SAN FRANCISCO,CA 941025972		PC	FOR GENERAL OPERATING SUPPORT	66,000
SAN FRANCISCO CLASSICAL VOICE 44 GOUGH STREET SUITE 204 SAN FRANCISCO,CA 94103		PC	FOR GENERAL OPERATING SUPPORT	20,000
SAN FRANCISCO CONTEMPORARY MUSIC PLAYERS 55 TAYLOR STREET SAN FRANCISCO,CA 94102		PC	FOR GENERAL OPERATING SUPPORT	33,000
SAN FRANCISCO FILM SOCIETY THE PRESIDIO 39 MESA STREET SUITE 110 SAN FRANCISCO,CA 941291025		PC	FOR GENERAL OPERATING SUPPORT	70,000
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SAN FRANCISCO FILM SOCIETY THE PRESIDIO 39 MESA STREET SUITE 110 SAN FRANCISCO,CA 941291025		PC	FOR STRATEGIC PLANNING	80,000
SAN FRANCISCO FOUNDATION ONE EMBARCADERO CENTER SUITE 1400 SAN FRANCISCO,CA 94111		PC	FOR THE BAY AREA LIVABLE COMMUNITIES INITIATIVE	265,000
SAN FRANCISCO FRIENDS OF CHAMBER MUSIC 135 MAIN STREET SUITE 1140 SAN FRANCISCO,CA 941051815		PC	FOR THE MUSICAL GRANT PROGRAM	25,000
SAN FRANCISCO GIRLS CHORUS INC 44 PAGE STREET SUITE 200 SAN FRANCISCO,CA 941025989		PC	FOR GENERAL OPERATING SUPPORT	55,000
SAN FRANCISCO GIRLS CHORUS INC 44 PAGE STREET SUITE 200 SAN FRANCISCO,CA 941025989		PC	FOR STRATEGIC PLANNING	30,000
SAN FRANCISCO JAZZ ORGANIZATION 201 FRANKLIN STREET SAN FRANCISCO,CA 94102		PC	FOR GENERAL OPERATING SUPPORT	100,000
SAN FRANCISCO JEWISH FILM FESTIVAL 145 NINTH STREET SUITE 200 SAN FRANCISCO,CA 941032637		PC	FOR GENERAL OPERATING SUPPORT	50,000
SAN FRANCISCO JEWISH FILM FESTIVAL 145 NINTH STREET SUITE 200 SAN FRANCISCO,CA 941032637		PC	FOR INSTALLATION OF AN INSTITUTIONAL AUDIENCE FEEDBACK MEASUREMENT SYSTEM	7,500
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO,CA 941024509		PC	FOR GENERAL OPERATING SUPPORT	175,000
SAN FRANCISCO PARKS ALLIANCE 501 STANYAN STREET SAN FRANCISCO,CA 94117		PC	FOR THE BLUE GREENWAY PROJECT	75,000
SAN FRANCISCO PERFORMANCES INC 500 SUTTER STREET SUITE 710 SAN FRANCISCO,CA 941021116		PC	FOR GENERAL OPERATING SUPPORT	100,000
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO,CA 941024585		PC	FOR GENERAL OPERATING SUPPORT	175,000
SAN FRANCISCO UNIFIED SCHOOL DISTRICTKALW PUBLIC R 500 MANSELL STREET SAN FRANCISCO,CA 941341858		PC	FOR ARTS PROGRAMMING	50,000
SAN JOSE CHILDRENS MUSICAL THEATER 1401 PARKMOOR AVENUESUITE 100 SAN JOSE,CA 951263450		PC	FOR GENERAL OPERATING SUPPORT	50,000
SAN JOSE JAZZ SOCIETY 4 NORTH SECOND STREETSUITE 576 SAN JOSE,CA 95113		PC	FOR GENERAL OPERATING SUPPORT	46,000
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SAN JOSE MERCURY NEWS WISH BOOK FUND INC 750 RIDDER PARK DRIVE SAN JOSE,CA 951902432		PC	FOR GENERAL OPERATING SUPPORT	20,000
SAN JOSE MULTICULTURAL ARTISTS GUILD INC 1677 PARK AVENUE SAN JOSE,CA 951262123		PC	FOR GENERAL OPERATING SUPPORT	20,000
SAN JOSE TAIKO GROUP INC 565 NORTH FIFTH STREET SAN JOSE,CA 95112		PC	FOR GENERAL OPERATING SUPPORT	32,000
SAN JOSE TAIKO GROUP INC 565 NORTH FIFTH STREET SAN JOSE,CA 95112		PC	FOR AN OPERATIONAL ASSESSMENT	15,000
SANTA CLARA COUNTY OFFICE OF EDUCATION 1290 RIDDER PARK DRIVE SAN JOSE,CA 951312398		PC	FOR SUPPORT OF ARTSPIRATION COUNTYWIDE ARTS EDUCATION INITIATIVE	125,000
SANTA ROSA PLAYERS 52 WEST SIXTH STREET SANTA ROSA,CA 954016136		PC	FOR GENERAL OPERATING SUPPORT	20,000
SANTA ROSA SYMPHONY ASSOCIATION 50 SANTA ROSA AVENUE SUITE 410 SANTA ROSA,CA 954044908		PC	FOR GENERAL OPERATING SUPPORT	65,000
SAVE THE BAY 1330 BROADWAY SUITE 1800 OAKLAND,CA 94612		PC	FOR THE SAN FRANCISCO BAY HABITAT RESTORATION FUNDING MECHANISMS PROJECT	67,500
SAVE THE BAY 1330 BROADWAY SUITE 1800 OAKLAND,CA 94612		PC	FOR THE SAN FRANCISCO BAY HABITAT RESTORATION PROJECT	100,000
SAVE THE CHILDREN FEDERATION INC PO BOX 950 54 WILTON ROAD WESTPORT,CT 068800950		PC	FOR SAVE THE CHILDREN'S WORK TO HELP LEAD THE MODERNIZING FOREIGN ASSISTANCE NETWORK	350,000
SAVE THE CHILDREN FEDERATION INC PO BOX 950 54 WILTON ROAD WESTPORT,CT 068800950		PC	FOR SUPPORT OF A COMMUNITYBASED PROJECT TO ACCESS INJECTABLE CONTRACEPTIVES IN GUINEA	80,000
SCHOOL OF ARTS AND CULTURE AT MHP 1700 ALUM ROCK AVENUE SAN JOSE,CA 95116		PC	FOR GENERAL OPERATING SUPPORT	30,000
SCHOOL OF ARTS AND CULTURE AT MHP 1700 ALUM ROCK AVENUE SAN JOSE,CA 95116		PC	FOR SUPPORT OF THE MULTICULTURAL ARTS LEADERSHIP INSTITUTE	15,000
SECURING AMERICAS FUTURE ENERGY FOUNDATION 1111 NINETEENTH STREET NW SUITE 406 WASHINGTON,DC 20036		PC	FOR A PROJECT TO REDUCE AMERICAS DEPENDENCE ON OIL AND INCREASE THE USE OF ELECTRIC VEHICLES	200,000
SECURING AMERICAS FUTURE ENERGY FOUNDATION 1111 NINETEENTH STREET NW SUITE 406 WASHINGTON,DC 20036		PC	FOR ORGANIZATIONAL GROWTH ANALYSIS AND PERFORMANCE OPTIMIZATION	30,000
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SECURITY COUNCIL REPORT INC ONE DAG HAMMARSKJOLD PLAZA 885 2ND AVENUE AT 48TH STREET THIRT NEW YORK,NY 10017		PC	FOR GENERAL OPERATING SUPPORT	333,000
SEW PRODUCTIONS INC 777 JONES STREET SAN FRANCISCO,CA 941096414		PC	FOR GENERAL OPERATING SUPPORT	80,000
SEX OG POLITIKK CHR KROGHSGATE 34 0186 OSLO NO		NC	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	50,000
SEX OG SAMFUND ROSENORNS ALLE 14 1 COPENHAGEN 1634 DA		NC	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	250,000
SEX OG SAMFUND ROSENORNS ALLE 14 1 COPENHAGEN 1634 DA		NC	FOR A PROJECT TO SUPPORT ADVOCACY FOR THE SUSTAINABLE DEVELOPMENT PROCESS	125,000
SHADOWLIGHT PRODUCTIONS 22 CHATTANOOGA STREET SAN FRANCISCO,CA 941143025		PC	FOR GENERAL OPERATING SUPPORT	18,000
SHAKESPEARES SAN FRANCISCO POST OFFICE BOX 460937 SAN FRANCISCO,CA 941460937		PC	FOR GENERAL OPERATING SUPPORT	70,000
SHOTGUN PLAYERS INC 1901 ASHBY AVENUE BERKELEY,CA 947032505		PC	FOR GENERAL OPERATING SUPPORT	33,000
SIERRA CLUB FOUNDATION 85 SECOND STREET SUITE 750 SAN FRANCISCO,CA 941053465		PC	FOR THE COALITION TO REDUCE OIL USE IN TRANSPORTATION	250,000
SIERRA CLUB FOUNDATION 85 SECOND STREET SUITE 750 SAN FRANCISCO,CA 941053465		PC	FOR IMPLEMENTATION OF THE INDIA PLANNING AND RESEARCH PROJECT	200,000
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL SUITE 300 MOUNTAIN VIEW,CA 940401498		PC	FOR SUPPORT OF THE REGIONAL PLANNING STRATEGY	70,000
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL SUITE 300 MOUNTAIN VIEW,CA 940401498		PC	FOR SUPPORT OF THE HOLIDAY FUND	60,000
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL SUITE 300 MOUNTAIN VIEW,CA 940401498		PC	FOR SUPPORT OF SILICON VALLEY GIVES A 2014 FUNDRAISING DRIVE FOR BAY AREA NONPROFITS	50,000
SILICON VALLEY CREATES 4 NORTH SECOND STREET SUITE 500 SAN JOSE,CA 951131305		PC	FOR THE MERGER OF ARTS COUNCIL SILICON VALLEY AND 1STACT SILICON VALLEY INTO SILICON VALLEY CREATES	20,000
SILICON VALLEY CREATES 4 NORTH SECOND STREET SUITE 500 SAN JOSE,CA 951131305		PC	FOR GENERAL OPERATING SUPPORT	200,000
Total  3a				240,149,631


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SILICON VALLEY SOCIAL VENTURE FUND 4966 EL CAMINO REAL SUITE 101 LOS ALTOS,CA 94022		PC	FOR GENERAL OPERATING SUPPORT	110,000
SMUIN BALLETS SF 44 GOUGH STREET SUITE 103 SAN FRANCISCO,CA 941035423		PC	FOR GENERAL OPERATING SUPPORT	32,000
SOCIAL & ENVIRONMENTAL ENTREPRENEURS SEE INC 23532 CALABASAS ROAD SUITE A CALABASAS,CA 91302		PC	FOR THE EAST YARD COMMUNITIES FOR ENVIRONMENTAL JUSTICE PROJECT	115,000
SOCIAL & ENVIRONMENTAL ENTREPRENEURS SEE INC 23532 CALABASAS ROAD SUITE A CALABASAS,CA 91302		PC	FOR PLANNING AND IMPLEMENTATION OF NEW STRATEGIES FOR COMMUNICATIONS AND FUND DEVELOPMENT	50,000
SOCIAL TIC AC RIO POO 73 INT 6 COL CUAUHTEMOC DEL MEXICO CITY 06500 MX		NC	FOR THE CHARITABLE PURPOSES OF STRENGTHENING ORGANIZATIONAL CAPACITY AND FURTHERING TRANSPARENCY	50,000
SOCIO SMEXICO CENTRO DE COLABORACION CIVICA AC CADIZ NORTE 25 COL EXTREMADURA INS MEXICO CITY DF 03740 MX		NC	FOR SUPPORT OF THE SUSTAINABLE DEVELOPMENT PROGRAM	86,500
SONORA CIUDADANA AC BLVD JOSE MARIA MORELOS 78C ESQ HERMOSILLO,SO 83250 MX		PC	FOR GENERAL OPERATING SUPPORT	400,000
SONORAN INSTITUTE 44 EAST BROADWAY BOULEVARD SUITE 35 TUCSON,AZ 85701		PC	FOR THE ARIZONA RENEWABLE ENERGY AND LAND CONSERVATION PROJECT	145,000
SOUTH AFRICAN INSTITUTE FOR DISTANCE EDUCATION PO BOX 31822 BRAAMFONTEIN 2017 SF		PC	FOR THE OER AFRICA PROJECT AND THE AFRICAN TEACHER EDUCATION OER NETWORK	475,000
SOUTH AFRICAN INSTITUTE FOR DISTANCE EDUCATION PO BOX 31822 BRAAMFONTEIN 2017 SF		PC	FOR AN OER AFRICA EXPERTS ADVISORY MEETING	30,000
SOUTHEAST ENERGY EFFICIENCY ALLIANCE INC 50 HURT PLAZA SUITE 1250 ATLANTA,GA 30303		SO I	FOR A PROJECT TO PROMOTE ENERGY EFFICIENCY WITHIN THE TENNESSEE VALLEY	100,000
SOUTHWEST ENERGY EFFICIENCY PROJECT LLC 2334 N BROADWAY SUITE A BOULDER,CO 80304		PC	FOR THE UTILITY ENERGY EFFICIENCY PROGRAM	150,000
SRI INTERNATIONAL 333 RAVENSWOOD AVENUE BS382 MENLO PARK,CA 940252767		PC	FOR PROVIDING GUIDANCE ON THE EDUCATION PROGRAMS DEEPER LEARNING RESEARCH AGENDA	177,723
STAGEBRIDGE 2501 HARRISON STREET OAKLAND,CA 946123811		PC	FOR GENERAL OPERATING SUPPORT	50,000
STANFORD JAZZ WORKSHOP POST OFFICE BOX 20454 STANFORD,CA 943090454		PC	FOR GENERAL OPERATING SUPPORT	55,000
Total  3a				240,149,631


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STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR SENATOR BINGAMAN DISTINGUISHED FELLOWSHIP	150,000
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR THE TOWARD A WORLD FREE OF NUCLEAR WEAPONS PROJECT	400,000
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR SUPPORT OF THE STANFORD CENTER ON PHILANTHROPY AND CIVIL SOCIETY	500,000
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR THE WOODS INSTITUTE LEOPOLD FELLOWSHIP	100,000
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR ASSISTANCE TO STATES IN UNDERSTANDING AND DEVELOPING ASSESSMENTS RELATED TO DEEPER LEARNING	147,581
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR SUPPORT OF THE STANFORD INSTITUTE FOR ECONOMIC POLICY RESEARCH	250,000
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR A HIGHLEVEL TRACK II NUCLEAR WEAPONS DIALOGUE	100,000
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR RESEARCH AT THE STANFORD INSTITUTE FOR ECONOMIC POLICY RESEARCH	62,500
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR GENERAL SUPPORT OF THE STANFORD LIVELY ARTS PROGRAM	66,000
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR THE DISSEMINATION FOR RECOMMENDED GUIDELINES FOR HIGH QUALITY ASSESSMENTS	195,012
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR AN ARCHIVIST TO ORGANIZE PRESERVE AND TRANSFER EARLY HEWLETT DOCUMENTS TO STANFORD UNIVERSITY	124,292
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR SUPPORT OF THE STANFORD CENTER ON PHILANTHROPY AND CIVIL SOCIETY	500,000
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR TOOLS THAT PROMOTE ACADEMIC MINDSETS	200,000
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR DEVELOPMENT OF A BUSINESS PLAN FOR THE PROGRAM FOR EDUCATION RESEARCH THAT SCALES	27,500
STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR CAPACITY BUILDING AND ADDITIONAL DATA ANALYSIS OF THE TOSTAN EVALUATION	160,000
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STANFORD UNIVERSITY BOARD OF TRUSTEES OF THE LELAN 450 SERRA HALL STANFORD,CA 943052070		PC	FOR THE WOODS INSTITUTE LEOPOLD FELLOWSHIP	100,000
STATE EDUCATION TECHNOLOGY PO BOX 10 GLEN BURNIE,MD 21060		PC	FOR AWARENESS BUILDING AND TECHNICAL ASSISTANCE IN SUPPORT OF K12 OER IMPLEMENTATIONS	350,000
STATE EDUCATION TECHNOLOGY PO BOX 10 GLEN BURNIE,MD 21060		PC	FOR BUILDING AWARENESS OF AND PROVIDING TECHNICAL ASSISTANCE TO K12 OER PROJECTS	100,000
STATE EDUCATION TECHNOLOGY PO BOX 10 GLEN BURNIE,MD 21060		PC	FOR AWARENESS BUILDING AND TECHNICAL ASSISTANCE IN SUPPORT OF K12 OER IMPLEMENTATIONS	100,000
STATE HIGHER EDUCATION EXECUTIVES OFFICERS ASSOCIA 3035 CENTER GREEN DRIVE STE 100 BOULDER,CO 80301		PC	FOR INCREASED HIGHER EDUCATION PARTICIPATION IN DEVELOPING STATE COLLEGEREADINESS ASSESSMENTS	100,000
STERN GROVE FESTIVAL ASSOCIATION 832 FOLSOM STREET SUITE 1000 SAN FRANCISCO,CA 94107		PC	FOR GENERAL OPERATING SUPPORT	60,000
STICHTING EUROPEAN CLIMATE FOUNDATION TOURNOOIVELD 4 DEN HAAG 2511 CX NL		PC	FOR GOVERNANCE DEVELOPMENT TO ADDRESS CLIMATE CHANGE MITIGATION AND ENERGY DECARBONIZATION IN THE EU	50,000
STICHTING HIVOS RAAMWEG 12 THE HAGUE 2596 HL NL		PC	FOR SUPPORTING CIVIL SOCIETY ENGAGEMENT WITH THE OPEN GOVERNMENT PARTNERSHIP	450,000
STICHTING HIVOS RAAMWEG 12 THE HAGUE 2596 HL NL		PC	FOR THE TWaweza PROGRAM TO INCREASE CITIZEN ENGAGEMENT IN EAST AFRICA	2,000,000
STICHTING HIVOS RAAMWEG 12 THE HAGUE 2596 HL NL		PC	FOR THE IMPLEMENTATION OF A CIVIL SOCIETY ASSESSMENT OF STUDENT LEARNING IN EAST AFRICA	1,500,000
STICHTING OXFAM NOVIB PO BOX 30919 THE HAGUE 2500 GX NL		PC	FOR A PROJECT TO PROMOTE UNIVERSAL ACCESS TO FEMALE CONDOMS	516,579
STRATEGIC CONCEPTS IN ORGANIZING AND POLICY EDUCAT 4801 EXPOSITION BOULEVARD LOS ANGELES,CA 900163911		PC	FOR PUBLIC EDUCATION ON THE NEED FOR TAX AND FISCAL REFORM	200,000
STRATEGIC EDUCATION RESEARCH PARTNERSHIP INSTITUTE 1101 14TH STREET NW SUITE 300 WASHINGTON,DC 20005		PC	FOR WORK WITH THE SAN FRANCISCO UNIFIED SCHOOL DISTRICT TO ADOPT THE COMMON CORE STANDARDS	52,000
STREETSIDE STORIES INC 3130 TWENTIETH STREET SUITE 311 SAN FRANCISCO,CA 94110		PC	FOR GENERAL OPERATING SUPPORT	30,000
STREETSIDE STORIES INC 3130 TWENTIETH STREET SUITE 311 SAN FRANCISCO,CA 94110		PC	FOR SUCCESSION PLANNING AND LEADERSHIP DEVELOPMENT	30,000
Total  3a				240,149,631


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STUDENT ORGANIZING INC 44 WINTER STREET FOURTH FLOOR BOSTON,MA 02108		PC	FOR PROMOTING FACULTY ADOPTION OF OPEN TEXTBOOKS	200,000
SUNLIGHT FOUNDATION 1818 N STREET NW SUITE 300 WASHINGTON,DC 20036		PC	FOR THE DEVELOPMENT OF A NEW INTERNATIONAL PROGRAM TO PROMOTE GOVERNMENT TRANSPARENCY	250,000
SUNLIGHT FOUNDATION 1818 N STREET NW SUITE 300 WASHINGTON,DC 20036		PC	FOR THE VIDEO CONFERENCING PROJECT	25,645
SUSTAINABLE MARKETS FOUNDATION JAY R HALFON 45 W 36TH ST 6TH FLOOR NEW YORK,NY 100187635		PC	FOR THE CLIMATE COMMUNICATIONS PROJECT	500,000
SUSTAINABLE NORTHWEST 813 SW ALDER STREET SUITE 500 PORTLAND,OR 97205		PC	FOR THE KLAMATH BASIN PROGRAM	100,000
TANNERY ARTS CENTER INC 1050 RIVER STREET SUITE 118 SANTA CRUZ,CA 95060		PC	FOR GENERAL OPERATING SUPPORT	150,000
TEACH FOR AMERICA INC 315 WEST THIRTYSIXTH STREET SIXTH F NEW YORK,NY 10018		PC	FOR DEVELOPMENT OF A SCALABLE MODEL FOR IDENTIFYING DEEPER LEARNING IN INSTRUCTIONAL PRACTICE	175,000
TEACHING CHANNEL 2201 BROADWAY SUITE 400 OAKLAND,CA 94612		PC	FOR A VIDEO PRODUCTION PROJECT TO SHOWCASE DEEPER LEARNING IN THE CLASSROOM	340,000
TEACHING CHANNEL 2201 BROADWAY SUITE 400 OAKLAND,CA 94612		PC	FOR DEEPER LEARNING LABS	350,000
TECHNOLOGY AFFINITY GROUP INC 23 BRIAR RD WAYNE,PA 19087		PC	FOR A CONSUMERS GUIDE TO GRANTS MANAGEMENT SOFTWARE	20,000
TECHNOLOGY AFFINITY GROUP INC 23 BRIAR RD WAYNE,PA 19087		PC	FOR THE COMMON GRANTEE DATABASE AND OPEN DATA STANDARD	57,600
TECHSOUP GLOBAL 435 BRANNAN STREET SUITE 100 SAN FRANCISCO,CA 941071780		PC	FOR THE DEVELOPMENT OF NGO SOURCE AN ONLINE REPOSITORY OF EQUIVALENCY DETERMINATIONS	150,000
THE ARMS CONTROL ASSOCIATION 1313 L ST NW SUITE 130 WASHINGTON,DC 200054141		PC	FOR GENERAL OPERATING SUPPORT	100,000
THE ASPEN INSTITUTE INC ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133		PC	FOR SUPPORT OF THE CONGRESSIONAL PROGRAM	150,000
THE ASPEN INSTITUTE INC ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133		PC	FOR WORKSHOPS TO DEFINE EDUCATIONS ROLE IN SUPPORTING DEMOCRACY AND ITS LINK WITH THE COMMON CORE	78,400
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THE ASPEN INSTITUTE INC ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133		PC	FOR SUPPORT OF THE GLOBAL LEADERS COUNCIL FOR REPRODUCTIVE HEALTH	300,000
THE ASPEN INSTITUTE INC ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133		PC	FOR SUPPORT OF ASPEN INSTITUTE'S URBAN SUPERINTENDENTS NETWORK	162,500
THE ASPEN INSTITUTE INC ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133		PC	FOR SUPPORT OF AN EFFORT TO CREATE A NATIONAL VOLUNTARY CIVILIAN SERVICE	50,000
THE ASPEN INSTITUTE INC ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133		PC	FOR THE SUPPORT OF THE OPPORTUNITY YOUTH INCENTIVE FUND IN THE BAY AREA	190,000
THE ASPEN INSTITUTE INC ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133		PC	FOR AN IMPACT EVALUATION OF THE ASPEN INSTITUTE'S CONGRESSIONAL PROGRAM	30,000
THE ASPEN INSTITUTE INC ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133		PC	FOR THE SUPPORT OF THE PROGRAM ON PHILANTHROPY AND SOCIAL INNOVATION	50,000
THE ASPEN INSTITUTE INC ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON,DC 200361133		PC	FOR THE SUPPORT OF EVALUATION PLANNING FOR THE OPPORTUNITY YOUTH INCENTIVE FUND	50,000
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET SUITE 305 SAN FRANCISCO,CA 941111130		PC	FOR MANAGING CALIFORNIA'S TRANSITION TO THE COMMON CORE WITH FIDELITY TO DEEPER LEARNING	420,000
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET SUITE 305 SAN FRANCISCO,CA 941111130		PC	FOR A PILOT TO LAUNCH NEW DIGITALLY ENHANCED OER CURRICULUM ALIGNED WITH THE COMMON CORE	175,000
THE CALIFORNIA EDUCATION PARTNERS ONE LOMBARD STREET SUITE 305 SAN FRANCISCO,CA 941111130		PC	FOR THE CALIFORNIA OFFICE TO REFORM EDUCATION CORE PROGRAM	175,000
THE CENTER FOR CULTURAL INNOVATION 244 SOUTH SAN PEDRO STREET SUITE 40 LOS ANGELES,CA 900123860		PC	FOR A REGRANTING PROGRAM FOR INDIVIDUAL PERFORMING ARTISTS IN THE BAY AREA	80,000
THE CENTER FOR CULTURAL INNOVATION 244 SOUTH SAN PEDRO STREET SUITE 40 LOS ANGELES,CA 900123860		PC	FOR THE NEXT GENERATION ARTS LEADERSHIP INITIATIVE	100,000
THE CHINA INSTITUTE OF INTERNATIONAL STUDIES NO 3 TAIJICHANG TOUT D CHENG DIST BEIJING 100005 CH		NC	FOR MEETINGS AMONG US AND CHINESE EXPERTS ON CHINA'S ROLE IN GLOBAL DISARMAMENT	50,000
THE COLLEGE OF WILLIAM AND MARY PO BOX 8795 WILLIAMSBURG,VA 23187		PC	FOR THE AID DATA PROJECT TO MAKE INFORMATION ABOUT AID EASIER TO ACCESS AND USE	320,000
THE COLORADO COLLEGE 14 EAST CACHE LA POUDE STREET COLORADO SPRINGS,CO 80903		PC	FOR PUBLIC OPINION RESEARCH	175,000
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THE CONSERVATION FUND A NONPROFIT CORPORATION 1655 N FORT MYER DRIVE SUITE 1300 ARLINGTON,VA 22209		PC	FOR PROTECTING IDAHO'S PIONEER MOUNTAINS AND CRATERS OF THE MOON LANDSCAPE	70,000
THE CRUCIBLE 1260 SEVENTH STREET OAKLAND,CA 946072150		PC	FOR GENERAL OPERATING SUPPORT	30,000
THE CRUCIBLE 1260 SEVENTH STREET OAKLAND,CA 946072150		PC	FOR A DATABASE CONVERSION PROJECT	52,000
THE ENERGY FOUNDATION 301 BATTERY STREET FIFTH FLOOR SAN FRANCISCO,CA 941113237		PC	FOR GENERAL OPERATING SUPPORT	5,000,000
THE FOUNDATION AT FCOE CO FRESNO COUNTY OFFICE OF EDUCATIO 1111 VAN NESS FRESNO,CA 937212000		PC	FOR IMPROVING AND EXPANDING A CALIFORNIA STATEWIDE HIGH SCHOOL COLLEGE READINESS LITERACY COURSE	50,000
THE FUNDERS NETWORK ON POPULATION REPRODUCTIVE HEA 1215 VEIRS MILL ROAD ROCKVILLE,MD 208511747		PC	FOR GENERAL OPERATING SUPPORT	50,000
THE INSTITUTE FOR NATIONAL SECURITY STUDIES A THIN 40 HAIM LEVANON ST TEL AVIV 61398 IS		NC	FOR A PROJECT TO DEVELOP REGIONAL EXPERTISE ON NUCLEAR SECURITY AND ARMS CONTROL IN THE MIDDLE EAST	125,000
THE INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVE 1818 H STREET NW MAIL STOP H101004 WASHINGTON,DC 20433		PC	FOR A PROJECT TO BENCHMARK THE QUALITY OF HEALTH AND EDUCATION SERVICES IN SUBSAHARAN AFRICA	750,000
THE INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVE 1818 H STREET NW MAIL STOP H101004 WASHINGTON,DC 20433		PC	FOR DISSEMINATION OF RESEARCH ON POPULATION DYNAMICS AND DEVELOPMENT IN SUBSAHARAN AFRICA	50,000
THE INTERNATIONAL CENTER FOR NOTFORPROFIT LAW INC 1126 SIXTEENTH STREET NW SUITE 400 WASHINGTON,DC 200364837		PC	FOR GENERAL OPERATING SUPPORT	10,000
THE INTERNATIONAL CENTER FOR NOTFORPROFIT LAW INC 1126 SIXTEENTH STREET NW SUITE 400 WASHINGTON,DC 200364837		PC	FOR SUPPORTING THE PARTNERS IMPROVING LAWS AFFECTING PHILANTHROPY IN MEXICO PROGRAM	75,000
THE MARSH A BREEDING GROUND FOR NEW PERFORMANCE 1062 VALENCIA STREET SAN FRANCISCO,CA 941102427		PC	FOR GENERAL OPERATING SUPPORT	33,000
THE MARSH A BREEDING GROUND FOR NEW PERFORMANCE 1062 VALENCIA STREET SAN FRANCISCO,CA 941102427		PC	FOR FUND DEVELOPMENT	15,000
THE MUSEUM OF ART AND HISTORY AT THE MCPHERSON CEN 705 FRONT ST SANTA CRUZ,CA 95060		PC	TO FURTHER INTEGRATE PERFORMING ARTS IN COMMUNITY ENGAGEMENT PROGRAMS	25,000
THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNE 1776 MASSACHUSETTS AVENUE NW SUITE WASHINGTON,DC 200361916		PC	FOR GENERAL OPERATING SUPPORT	3,000,000
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THE ONE CAMPAIGN 1400 EYE STREET NW SUITE 600 WASHINGTON,DC 20005		PC	FOR A PROJECT PROMOTING TRANSPARENT AND ACCOUNTABLE FINANCING FOR DEVELOPMENT	825,000
THE OPEN UNIVERSITY WALTON HALL MILTON KEYNES BUCKINGHAMSHIRE MK7 6AA UK		PC	FOR THE OER RESEARCH HUB	750,000
THE PENNSYLVANIA STATE UNIVERSITY 201 OLD MAIN UNIVERSITY PARK,PA 16802		PC	FOR COLLABORATIVE DOCTORAL TRAINING AND RESEARCH MENTORSHIP AT THE POPULATION RESEARCH INSTITUTE	150,000
THE RESEARCH AND EDUCATIONAL FOUNDATION OF THE OHI 155 EAST BROAD STREET 3RD FLOOR COLUMBUS,OH 43215		SO I	FOR SUPPORT OF THE OHIO HOSPITAL ASSOCIATION ENERGY AND SUSTAINABILITY PROGRAM	100,000
THE SOLAR FOUNDATION 505 9TH STREET NW SUITE 800 WASHINGTON,DC 20004		PC	FOR A SURVEY OF SOLAR JOBS IN CALIFORNIA	50,000
THE UNIVERSITY OF ARIZONA 617 N SANTA RITA AVEPO BOX 210089 TUCSON,AZ 85721		PC	FOR THE DEVELOPMENT OF EXEMPLAR OPEN UNITS OF DEEPER LEARNING MATH CURRICULA	500,000
THE ZELLERBACH FAMILY FOUNDATION 575 MARKET STREET SUITE 2950 SAN FRANCISCO,CA 941052881		PF	FOR THE COMMUNITY ARTS PROGRAM	100,000
THEATRE BAY AREA 1119 MARKET STREET SECOND FLOOR SAN FRANCISCO,CA 94103		PC	FOR BAY AREA PERFORMING ARTS SPACES	20,000
THEATRE BAY AREA 1119 MARKET STREET SECOND FLOOR SAN FRANCISCO,CA 94103		PC	FOR CA\$H THE CREATIVE ASSISTANCE FOR THE SMALL AND HUNGRY REGRANTING PROGRAM	65,000
THEATRE BAY AREA 1119 MARKET STREET SECOND FLOOR SAN FRANCISCO,CA 94103		PC	FOR GENERAL OPERATING SUPPORT	90,000
THEATRE BAY AREA 1119 MARKET STREET SECOND FLOOR SAN FRANCISCO,CA 94103		PC	FOR STRATEGIC PLANNING	50,000
THEATRE RHINOCEROS INCORPORATED 1 SANSOME STREET SUITE 3500 SAN FRANCISCO,CA 94104		PC	FOR GENERAL OPERATING SUPPORT	30,000
THEATREWORKS POST OFFICE BOX 50458 PALO ALTO,CA 943030458		PC	FOR GENERAL OPERATING SUPPORT	75,000
THEIRWORLD BROADGATE TOWER 20 PRIMROSE ST LONDON EC2A 2RS UK		NC	FOR SUPPORT TO "A WORLD AT SCHOOL AND LEARNING" A CAMPAIGN TO PUT LEARNING ON THE GLOBAL AGENDA	200,000
THEODORE ROOSEVELT CONSERVATION PARTNERSHIP INC 1660 L STREET NW SUITE 208 WASHINGTON,DC 20036		PC	FOR THE ENERGY INITIATIVE PROGRAM	600,000
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THEODORE ROOSEVELT CONSERVATION PARTNERSHIP INC 1660 L STREET NW SUITE 208 WASHINGTON,DC 20036		PC	FOR AN ORGANIZATIONAL ASSESSMENT AND STRATEGIC PLAN	30,000
THOMAS B FORDHAM INSTITUTE 1016 16TH STREET NW 8TH FLOOR WASHINGTON,DC 20036		PC	FOR SUSTAINABILITY MODELS FOR THE COMMON CORE ASSESSMENT CONSORTIA	37,000
TIBETAN ASSOCIATION OF NORTHERN CALIFORNIA 5200 HUNTINGTON AVENUE RICHMOND,CA 948045457		PC	FOR TIBETAN MUSIC AND DANCE EDUCATION PROGRAMS AND PERFORMANCES	20,000
TIDES CENTER PO BOX 29907 SAN FRANCISCO,CA 941290198		PC	FOR THE OPEN GOVERNMENT PARTNERSHIP SUPPORT UNIT	440,000
TIDES CENTER PO BOX 29907 SAN FRANCISCO,CA 941290198		PC	FOR THE EMERGING PRACTITIONERS IN PHILANTHROPY PROJECT	10,000
TIDES CENTER PO BOX 29907 SAN FRANCISCO,CA 941290198		PC	FOR THE WESTERN CLEAN ENERGY CAMPAIGN	30,000
TIDES CENTER PO BOX 29907 SAN FRANCISCO,CA 941290198		PC	FOR SUPPORT OF THE SEA CHANGE PROGRAM FOR TRANSFORMING ABORTION STIGMA	230,000
TOSTAN INC 2121 DECATUR PLACE NW WASHINGTON,DC 20008		PC	FOR EMPOWERING COMMUNITIES TO PLAY A CENTRAL ROLE IN IMPROVING CHILDRENS LEARNING ACHIEVEMENT	2,059,285
TRANSFORMCA 436 FOURTEENTH STREET SUITE 600 OAKLAND,CA 946122727		PC	FOR GENERAL OPERATING SUPPORT	150,000
TRANSFORMCA 436 FOURTEENTH STREET SUITE 600 OAKLAND,CA 946122727		PC	FOR THE CLIMATEPLAN AND WORLD CLASS TRANSIT REGIONAL PROGRAMS	350,000
TRANSPARENCIA MEXICANA AC DULCE OLIVIA 73 VILLA COYOACAN MEXICO CITY MX		PC	FOR GENERAL OPERATING SUPPORT	200,000
TRANSPARENCY INTERNATIONAL EV ALT MOABIT 96 BERLIN 10559 GM		PC	FOR A PROJECT TO SUPPORT CIVIL SOCIETY GROUPS PROMOTING OPEN GOVERNANCE STANDARDS	500,000
TRIPS FOR KIDS 610 FOURTH STREET SAN RAFAEL,CA 949013211		PC	FOR GENERAL OPERATING SUPPORT	50,000
TROUT UNLIMITED INC 1300 NORTH SEVENTEENTH STREET SUITE 500 ARLINGTON,VA 222093801		PC	FOR SUPPORT OF THE WESTERN WATER AND PUBLIC LANDS PROGRAMS	2,000,000
TROUT UNLIMITED INC 1300 NORTH SEVENTEENTH STREET SUITE 500 ARLINGTON,VA 222093801		PC	FOR A FINANCE AND ADMINISTRATIVE STAFFING AND SYSTEM NEEDS ASSESSMENT	50,000
Total  3a				240,149,631

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				
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO,CA 941044148		PC	FOR SUPPORT OF THE PARKS FOR THE PEOPLEBAY AREA PROGRAM	250,000
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO,CA 941044148		PC	TO BUILD LEADERSHIP CAPACITY AND SKILLS OF THE WEST DIVISION'S STATE DIRECTORS	32,000
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET SUITE 900 SAN FRANCISCO,CA 941044148		PC	FOR SUPPORT OF THE WEST CONSERVATION FINANCE PROGRAM	450,000
TRUSTAFRICA 2100 M STREET NW SUITE 170350 WASHINGTON,DC 200371233		PC	FOR GRANTS TO INNOVATIVE PROGRAMS THAT IMPROVE CHILDRENS LEARNING IN AFRICA	377,668
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW 2960 BROADWAY NEWYORK,NY 100276902		PC	FOR THE EXPERIMENTS IN GOVERNANCE AND POLITICS PROJECT	120,000
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3440 MARKET STREET SUITE 560 PHILADELPHIA,PA 19104		PC	FOR SUPPORT OF THE CENTER ON CONTINUOUS INSTRUCTIONAL IMPROVEMENT	388,000
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3440 MARKET STREET SUITE 560 PHILADELPHIA,PA 19104		PC	FOR SUPPORT OF THE CENTER FOR HIGH IMPACT PHILANTHROPY	100,000
UNESCO INTERNATIONAL INSTITUTE FOR EDUCATIONAL PLA 79 RUE EUGENE DELACROIX PARIS 75116 FR		PC	FOR THE CREATION OF AN INFORMATION EXCHANGE PORTAL ON PLANNING FOR IMPROVED LEARNING	153,341
UNION INTER ETUDE SCIENTIFIQUE POPULATION 35 RUE NICOLAS 75980 PARIS CEDEX 20 PARIS 75980 FR		PC	FOR A PROJECT TO DEVELOP POLICYRELEVANT POPULATION SCIENCES	200,000
UNION INTER ETUDE SCIENTIFIQUE POPULATION 35 RUE NICOLAS 75980 PARIS CEDEX 20 PARIS 75980 FR		PC	FOR SUPPORT OF A NETWORK TO STRENGTHEN POPULATION SCIENCES TRAINING PROGRAMS IN FRANCOPHONE AFRICA	375,000
UNION OF CONCERNED SCIENTISTS INC TWO BRATTLE SQUARE CAMBRIDGE,MA 022389105		PC	FOR A PROJECT TO REDUCE GREENHOUSE GASES AND TOXIC EMISSIONS FROM TRANSPORTATION IN THE US	333,333
UNION OF CONCERNED SCIENTISTS INC TWO BRATTLE SQUARE CAMBRIDGE,MA 022389105		PC	FOR A PROJECT TO DEVELOP RECOMMENDATIONS ON THE FUTURE OF THE US NUCLEAR WEAPONS STOCKPILE	100,000
UNION OF CONCERNED SCIENTISTS INC TWO BRATTLE SQUARE CAMBRIDGE,MA 022389105		PC	FOR PROMOTING CLEAN ENERGY RESOURCES TO ADDRESS CLIMATE CHANGE	175,000
UNITED NATIONS DEVELOPMENT PROGRAMME ONE UNITED NATIONS PLAZA NEWYORK,NY 100173515		PC	FOR SUPPORT OF AN AFRICAN COMMON POSITION ON THE POST2015 DEVELOPMENT AGENDA	353,100
UNITED NATIONS DEVELOPMENT PROGRAMME ONE UNITED NATIONS PLAZA NEWYORK,NY 100173515		PC	FOR SUPPORT OF THE UN SECRETARYGENERALS HIGHLEVEL PANEL ON THE POST2015 DEVELOPMENT AGENDA	150,000
Total  3a				240,149,631


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

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UNITED NATIONS DEVELOPMENT PROGRAMME ONE UNITED NATIONS PLAZA NEW YORK,NY 100173515		PC	FOR SUPPORT OF THE UN SECRETARYGENERALS HIGHLEVEL PANEL ON THE POST2015 DEVELOPMENT AGENDA	400,000
UNITED NATIONS DEVELOPMENT PROGRAMME ONE UNITED NATIONS PLAZA NEW YORK,NY 100173515		PC	FOR SUPPORT OF CONSULTATION EFFORTS ON THE POST2015 DEVELOPMENT AGENDA	300,000
UNITED NATIONS EDUCATIONAL SCIENTIFIC AND CULTURAL 7 PLACE DE FONTENOY PARIS 75007 FR		PC	FOR INTERNATIONAL OER CAPACITY BUILDING	245,000
UNITED NATIONS ENTITY FOR GENDER EQUALITY AND THE 220 EAST 42ND STREET NEW YORK NY 10 NEW YORK,NY 10017		PC	FOR SUPPORT OF THE 2014 "PROGRESS OF THE WORLD'S WOMEN" REPORT	250,000
UNITED NATIONS FOUNDATION INC 1750 PENNSYLVANIA AVENUE NW WASHINGTON,DC 20006		PC	FOR STRENGTHENING US LEADERSHIP ON INTERNATIONAL REPRODUCTIVE HEALTH AND FAMILY PLANNING	400,000
UNITED NATIONS FOUNDATION INC 1750 PENNSYLVANIA AVENUE NW WASHINGTON,DC 20006		PC	FOR IMPROVED DATA RELATED TO WOMENS ECONOMIC EMPOWERMENT	448,893
UNITED NATIONS OFFICE FOR PROJECT SERVICES MARMORVEJ 51PO BOX 2695 COPENHAGEN ? 2100 DA		PC	FOR THE INTERNATIONAL AID TRANSPARENCY INITIATIVE	150,000
UNITED STATES FUND FOR UNICEF 125 MAIDEN LANE NEW YORK,NY 10038		PC	FOR A PROJECT TO EXPLORE THE NEXUS BETWEEN EARLY CHILDHOOD CARE AND WOMEN'S EMPOWERMENT	261,265
UNIVERSITE CHEIKH ANTA DIOP DE DAKAR PO BOX 45550 DAKARFANN SG		NC	FOR ESTABLISHMENT OF A BAROMETER FOR ASSESSING THE QUALITY OF LEARNING IN SENEGAL	300,000
UNIVERSITY OF CAPE TOWN PRIVATE BAG X3 RONDEBOSCH CAPE TOWN SF		PC	FOR PROMOTING THE USE OF IMPACT EVALUATIONS OF POVERTY REDUCTION PROGRAMS ACROSS AFRICA	325,000
UNIVERSITY OF CAPE TOWN PRIVATE BAG X3 RONDEBOSCH CAPE TOWN SF		PC	FOR SUPPORT OF THE CENTRE OF ACTUARIAL RESEARCH'S CARE POPULATION SCIENCE TRAINING PROGRAM	300,000
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVENUE CHICAGO,IL 60637		PC	FOR SUPPORTING DEVELOPMENT OF A SURVEY OF NONCOGNITIVE FACTORS IN LEARNING	50,000
UNIVERSITY OF GHANA PO BOX LG 25 LEGON GH		PC	FOR THE REGIONAL INSTITUTE FOR POPULATION STUDIES PROGRAM	300,000
UNIVERSITY OF KENTUCKY RESEARCH FOUNDATION 301 PETERSON SERVICE BUILDING LEXINGTON,KY 40506		SO I	FOR THE VIDEOCONFERENCING PROJECT	9,644
UNIVERSITY OF MISSISSIPPI 306 KINARD ACCOUNTING OFFICE UNIVERSITY,MS 38677		PC	FOR THE OPEN EDUCATION COLLABORATIVE DOCUMENTATION PROJECT	47,500
Total				240,149,631


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UNIVERSITY OF PITTSBURGH 107 CATHEDRAL OF LEARNING PITTSBURGH,PA 15260		PC	FOR A STUDY OF CONTRACEPTIVE FAILURE WITH UNPROTECTED INTERCOURSE 514 DAYS PRIOR TO INITIATION	81,250
UNIVERSITY OF THE PEOPLE 225 S LAKE AVENUE SUITE 300 PASADENA,CA 91101		PC	FOR THE SUPPORT OF UNIVERSITY OF THE PEOPLE'S WORK TOWARDS GAINING ACCREDITATION	160,000
UNIVERSITY OF THE STATE OF N Y STATE EDUCATION BUILDING ROOM 125 ALBANY,NY 12234		PC	FOR OPTIMIZING THE QUALITY AND DELIVERY OF COMMON CORE SUPPORT AND MATERIALS	450,000
UNIVERSITY OF THE WITWATERSRAND PRIVATE BAG 3 WITS 2050 JOHANNESBURG 2193 SF		PC	FOR SUPPORT OF THE UNIVERSITY OF THE WITWATERSRAND'S POPULATION PROGRAM	232,500
UNIVERSITY OF UTAH 201 PRESIDENTS CIRCLE ROOM 201 SALT LAKE CITY,UT 84112		PC	FOR A STUDY OF CONTRACEPTIVE FAILURE WITH UNPROTECTED INTERCOURSE 514 DAYS PRIOR TO INITIATION	81,250
URBAN HABITAT PROGRAM 436 14TH STREET SUITE 1205 OAKLAND,CA 946122723		PC	FOR THE EXECUTIVE DIRECTOR TRANSITION EFFORTS	35,000
URBAN HABITAT PROGRAM 436 14TH STREET SUITE 1205 OAKLAND,CA 946122723		PC	FOR STRATEGIC PLANNING	30,000
URBAN INSTITUTE 2100 M STREET NW WASHINGTON,DC 200371207		PC	FOR THE CENTER ON NONPROFITS AND PHILANTHROPY	20,000
URBAN INSTITUTE 2100 M STREET NW WASHINGTON,DC 200371207		PC	FOR SUPPORT OF THE PERFORMWELL PROJECT	50,000
URBAN INSTITUTE 2100 M STREET NW WASHINGTON,DC 200371207		PC	FOR STRATEGIC PLANNING FOR PERFORMWELL	40,000
WALK SAN FRANCISCO 995 MARKET STREET SUITE 1450 SAN FRANCISCO,CA 941031720		NC	FOR LEGAL ASSISTANCE ON CHARITABLE STATUS	12,000
WALK SAN FRANCISCO 995 MARKET STREET SUITE 1450 SAN FRANCISCO,CA 941031720		NC	FOR DEVELOPMENT OF PEDESTRIAN SAFETY POLICIES	25,000
WALLACE ALEXANDER GERBODE FOUNDATION 77 VAN NESS AVENUE SUITE 200 SAN FRANCISCO,CA 94102		PF	FOR SUPPORT OF THE COMMISSIONING PROGRAM	166,666
WALTER AND ELISE HAAS FUND ONE LOMBARD STREET SUITE 305 SAN FRANCISCO,CA 941111130		PF	FOR SUPPORT OF THE CREATIVE WORK FUND	255,000
WELL TOLD STORY KAREN OFFICE PARKPO BOX 170000502 NAIROBI KE		NC	FOR THE SHUJAAZFM YOUTH COMMUNICATIONS AND SOCIAL CHANGE INITIATIVE	300,000
Total			3a	240,149,631


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WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY,MA 021818259		PC	FOR A COMPARATIVE ANALYSIS OF THE IMPACT EVALUATIONS FUNDED BY THE QEDC INITIATIVE	61,461
WEST BAY OPERA ASSOCIATION INC THE HOLT BUILDING 221 LAMBERT AVENUE PALO ALTO,CA 943062217		PC	FOR GENERAL OPERATING SUPPORT	50,000
WEST BAY OPERA ASSOCIATION INC THE HOLT BUILDING 221 LAMBERT AVENUE PALO ALTO,CA 943062217		PC	FOR GENERAL OPERATING SUPPORT	55,000
WESTED 730 HARRISON STREET SAN FRANCISCO,CA 941071242		PC	FOR THE READING APPRENTICESHIP MODEL OF ACADEMIC LITERACY INSTRUCTION	300,000
WESTERN ASSOCIATION OF SCHOOLS & COLLEGES ACCRED C 985 ATLANTIC AVENUE SUITE 100 ALAMEDA,CA 945016444		PC	FOR REDESIGN OF THE ACCREDITING PROCESS USING A DEGREE QUALIFICATIONS PROFILE	75,000
WESTERN CONSERVATION FOUNDATION 1536 WYNKOOP STREET SUITE 510 DENVER,CO 802021182		PC	FOR GENERAL OPERATING SUPPORT	2,200,000
WESTERN CONSERVATION FOUNDATION 1536 WYNKOOP STREET SUITE 510 DENVER,CO 802021182		PC	FOR GENERAL OPERATING SUPPORT	200,000
WESTERN ENVIRONMENTAL LAW CENTER 1216 LINCOLN STREET EUGENE,OR 974013467		PC	FOR THE WESTERN WILDLIFE CORRIDOR PROJECT	80,000
WESTERN GOVERNORS FOUNDATION 1600 BROADWAY SUITE 1700 DENVER,CO 80202		SO I	FOR USING STATE WILDLIFE DATA TO IMPROVE DEPARTMENT OF THE INTERIOR LAND PLANNING	37,500
WESTERN ORGANIZATION OF RESOURCE COUNCILS EDUCATIO 220 SOUTH 27TH STREET SUITE B BILLINGS,MT 591014106		SO I	FOR SUPPORT OF THE WORC ENERGY EDUCATION PROGRAM	300,000
WESTERN RESOURCE ADVOCATES 2260 BASELINE ROAD SUITE 200 BOULDER,CO 803027740		PC	FOR AN EXECUTIVE SEARCH	83,000
WESTERN RESOURCE ADVOCATES 2260 BASELINE ROAD SUITE 200 BOULDER,CO 803027740		PC	FOR THE ENERGY AND OIL SHALE PROGRAMS	467,000
WILDERNESS SOCIETY 1615 M STREET NW WASHINGTON,DC 200363209		PC	FOR SUPPORT OF THE CAMPAIGN TO PROTECT WESTERN PUBLIC LANDS AND PROMOTE RENEWABLE ENERGY SITING	600,000
WILDERNESS SOCIETY 1615 M STREET NW WASHINGTON,DC 200363209		PC	FOR A FEASIBILITY STUDY AND CAPITAL CAMPAIGN PLANNING	50,000
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BOULEVARD BRONX,NY 104601068		PC	FOR SUPPORT OF THE ECOLOGICAL CONNECTIVITY IN THE WEST PROJECT	70,000
Total  3a				240,149,631


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WILLIAM MARSH RICE UNIVERSITY 6100 MAIN STREET HOUSTON,TX 77005		PC	FOR CREATING FREE OPEN COMMUNITY COLLEGE TEXTBOOKS	750,000
WILLIAM MARSH RICE UNIVERSITY 6100 MAIN STREET HOUSTON,TX 77005		PC	FOR FUNDRAISING PLANNING	50,000
WILLIAM MARSH RICE UNIVERSITY 6100 MAIN STREET HOUSTON,TX 77005		PC	FOR CREATING THREE OPENLYLICENSED TEXTBOOKS	400,000
WISEREARTH 1 MARKET STREETSTEUART TOWER SUITE SAN FRANCISCO,CA 94105		PC	FOR SUPPORT OF THE WISERGIVING PROJECT	50,000
WOMEN EDUCATIONAL RESEARCHERS OF KENYA ELGEYO MARA RD PO BOX 1056500100 NAIROBI KE		NC	FOR JOINT STRATEGIC PLANNING WORK ON POST2015	78,400
WOMEN EDUCATIONAL RESEARCHERS OF KENYA ELGEYO MARA RD PO BOX 1056500100 NAIROBI KE		NC	FOR STRENGTHENING ATTENTION TO LEARNING OUTCOMES IN KENYA	121,700
WOMEN IN INFORMAL EMPLOYMENT GLOBALIZING AND ORGAN 521 ROYAL EXCHANGE MANCHESTER M2 7EN UK		NC	FOR A STUDY ON QUALITY CHILD CARE WOMEN'S ECONOMIC EMPOWERMENT AND SOCIAL PROTECTION	50,380
WOMEN THRIVE WORLDWIDE 1726 M ST NW SUITE 1075 WASHINGTON,DC 20036		PC	FOR LEARNING ADVOCACY WITHIN THE POST2015 DEVELOPMENT GOALS	525,000
WOMENS AUDIO MISSION 1890 BRYANT STREET SUITE 312 SAN FRANCISCO,CA 94110		PC	FOR GENERAL OPERATING SUPPORT	30,000
WORLD AFFAIRS COUNCIL OF NORTHERN CALIFORNIA 312 SUTTER STREET SUITE 200 SAN FRANCISCO,CA 94108		PC	FOR THE GLOBAL PHILANTHROPY FORUM	25,000
WORLD ARTS WEST FORT MASON CENTER LANDMARK BUILDING D SAN FRANCISCO,CA 941231382		PC	FOR GENERAL OPERATING SUPPORT	60,000
WORLD FAITHS DEVELOPMENT DIALOGUE INTERNATIONAL IN 3307 M STREET KATHERINE MARSHALL WASHINGTON,DC 20007		PC	FOR THE DEVELOPMENT OF AN INTERFAITH PLATFORM FOR FAMILY PLANNING IN SENEGAL	400,000
WORLD JUSTICE PROJECT 740 15TH STREET NW 2ND FLOR WASHINGTON,DC 20005		PC	FOR CREATING A GLOBAL REPORT ON OPEN GOVERNMENT AND ACCESS TO INFORMATION	250,000
WORLD RESOURCES INSTITUTE 10 G STREET NE SUITE 800 WASHINGTON,DC 200024252		PC	FOR THE NATIONAL CLIMATE ACTION ROADMAP AND THE CHINA CLEAN ENERGY STUDY	150,000
WORLD RESOURCES INSTITUTE 10 G STREET NE SUITE 800 WASHINGTON,DC 200024252		PC	FOR ANALYSIS AND FACT SHEETS ON REDUCING EMISSIONS FROM THE POWER SECTOR	82,102
Total  3a				240,149,631


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WORLD RESOURCES INSTITUTE 10 G STREET NE SUITE 800 WASHINGTON,DC 200024252		PC	FOR THE CHINA CLEAN ENERGY STUDY	72,000
WORLDWIDE INITIATIVES FOR GRANTMAKER SUPPORT INC AV 9 DE JULHO 5143 SAO PAULO SP 01407-200 BR		PC	FOR GENERAL OPERATING SUPPORT	25,000
YALE UNIVERSITY PO BOX 2038 NEW HAVEN,CT 06520		PC	FOR RESEARCH ON REPRODUCTIVE HEALTH IN GHANA	100,000
YERBA BUENA ARTS & EVENTS 760 HOWARD STREET SAN FRANCISCO,CA 941033119		PC	FOR GENERAL OPERATING SUPPORT	30,000
YERBA BUENA CENTER FOR THE ARTS 701 MISSION STREET SAN FRANCISCO,CA 941033138		PC	FOR SUPPORT OF THE PERFORMING ARTS PROGRAM	100,000
YOUNG AUDIENCES OF NORTHERN CALIFORNIA 125 STILLMAN STREET SUITE A SAN FRANCISCO,CA 941074218		PC	FOR GENERAL OPERATING SUPPORT	45,000
YOUNG MUSICIANS CHORAL ORCHESTRA 2020 MILVIA STREET SUITE 420 BERKELEY,CA 94704		PC	FOR GENERAL OPERATING SUPPORT	330,000
YOUTH IN ARTS 917 C STREET SAN RAFAEL,CA 94901		PC	FOR GENERAL OPERATING SUPPORT	30,000
YOUTH SPEAKS INC 1663 MISSION STREET SUITE 604 SAN FRANCISCO,CA 941032473		PC	FOR GENERAL OPERATING SUPPORT	55,000
Z SPACE STUDIO 499 ALABAMA STREET SUITE 450 SAN FRANCISCO,CA 941102064		PC	FOR GENERAL OPERATING SUPPORT	55,000
Z SPACE STUDIO 499 ALABAMA STREET SUITE 450 SAN FRANCISCO,CA 941102064		PC	FOR ACQUISITION OF THE LEASE TO Z BELOW VENUE	34,000
ZACCHO S F 1777 YOSEMITE AVENUE STUDIO 330 SAN FRANCISCO,CA 941242688		PC	FOR GENERAL OPERATING SUPPORT	5,000
ZACCHO S F 1777 YOSEMITE AVENUE STUDIO 330 SAN FRANCISCO,CA 941242688		PC	FOR GENERAL OPERATING SUPPORT	33,000
ZAWAYA 311 FORTYFIRST STREET SAN MATEO,CA 944034305		PC	FOR GENERAL OPERATING SUPPORT	40,000
ZERO1 THE ART AND TECHNOLOGY NETWORK 1346 THE ALAMEDA SUITE 7109 SAN JOSE,CA 951265006		PC	FOR GENERAL OPERATING SUPPORT	60,000
Total  3a				240,149,631

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ZERO1 THE ART AND TECHNOLOGY NETWORK 1346 THE ALAMEDA SUITE 7109 SAN JOSE,CA 951265006		PC	FOR GENERAL OPERATING SUPPORT	75,000
ZOHAR DANCE COMPANY 4000 MIDDLEFIELD RD BLDG L RM 4 PALO ALTO,CA 943034739		PC	FOR GENERAL OPERATING SUPPORT	25,000
4-H CLUBS & AFFILIATED 4-H ORGANIZATIONS 3800 CORNUCOPIA WAY MODESTO,CA 953589494		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
A FRIENDLY MANOR INC 2298 SAN PABLO AVE OAKLAND,CA 94612		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
ABILITIES UNITED 525 E CHARLESTON RD PALO ALTO,CA 94306		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
ACCORDIA GLOBAL HEALTH FOUNDATION 1101 14TH STREET NW SUITE 801 WASHINGTON,DC 20005		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	25,000
AFTRA FOUNDATION INC 260 MADISON AVENUE NEWYORK,NY 10017		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
ALAMEDA COUNTY COMMUNITY FOOD BANK INC PO BOX 2599 OAKLAND,CA 94623		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	600
ALLOWANCE FOR GOOD PO BOX 6070 EVANSTON,IL 602046070		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
ALONZO KING LINES BALLET SAN FRANCISCO DANCE CTR 26 SEVENTH ST 5TH FL SAN FRANCISCO,CA 941030000		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
ALZHEIMERS DISEASE AND RELATED DISORDERS ASSOC 225 N MICHIGAN AVE CHICAGO,IL 60601		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	440
ALZHEIMERS DISEASE RESEARCH FOUNDATION 34 WASHINGTON STREET SUITE 200 WELLESLEY HILLS,MA 02481		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,200
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN INC AAUW DEVELOPMENT OFFICE WASHINGTON,DC 200908045		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
AMERICAN CANCER SOCIETY INC 0330 SOUTH WEST CURRY STREET PORTLAND,OR 97239		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
AMERICAN CONSERVATORY THEATRE FOUNDATION 30 GRANT AVENUE FLOOR 6 SAN FRANCISCO,CA 941085880		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,560
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AMERICAN DIABETES ASSOCIATION INC 111 WST JOHN STREET SAN JOSE,CA 95113		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
AMERICAN FRIENDS SERVICE COMMITTEE 1501 CHERRY STREET PHILADELPHIA,PA 19102		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
AMERICAN LUNG ASSOCIATION OF NEW ENGLAND INC 122 STATE STREET AUGUSTA,ME 04330		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	50
AMERICAN RED CROSS BAY AREA CHAPTER 1663 MARKET STREET SAN FRANCISCO,CA 941031238		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	800
AMERICAN PHILOSOPHICAL SOCIETY 104 SOUTH FIFTH STREET PHILADELPHIA,PA 19106		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
AMIGOS DE LAS AMERICAS 5617 NORTH 9TH STREET ARLINGTON,VA 222051322		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
AMYOTROPHIC LATERAL SCLEROSIS ASSOCIATION 19115 68TH AVE STREET KENT,WA 98032		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
ART CREATION FOUNDATION FOR CHILDREN INC 108 WESTWOOD COURT ATLANTIS,FL 334621027		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
ASHOKA 1700 N MOORE ST STE 2000 ARLINGTON,VA 22209		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,200
ATHENIAN SCHOOL 2100 MOUNT DIABLE SCENIC BLVD DANVILLE,CA 94506		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	80,000
BAD RAP PO BOX 27005 OAKLAND,CA 94602		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
BARNES FOUNDATION 2025 BENJAMIN FRANKLIN PKWY PHILADELPHIA,PA 19130		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,200
BAY AREA VIDEO COALITION INC 2727 MARIPOSA STREET SAN FRANCISCO,CA 94110		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	150
BAY STREET HELPING HANDS 131 BAY STREET SAN FRANCISCO,CA 94133		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
BELMONT-REDWOOD SHORES PUBLIC SCHOOL FOUNDATION PO BOX 5196 BELMONT,CA 94002		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,200
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BIKE & BUILD INC 6153 RIDGE AVENUE PHILADELPHIA,PA 19128		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
BIOSPHERE FOUNDATION PO BOX 808 BIG PINE,CA 935130808		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
THE BONNIE J ADDARIO LUNG CANCER FOUNDATION 1100 INDUSTRIAL ROADS SAN CARLOS,CA 94070		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
BOZEMAN PUBLIC SCHOOLS FOUNDATION PO BOX 1803 BOZEMAN,MT 597711803		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,250
BREAD FOR THE CITY INC 1525 SEVENTH ST NW WASHINGTON,DC 20001		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
BREAST CANCER FUND 1388 SUTTER STREET SAN FRANCISCO,CA 94109		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	150
BREASTCANCERSTORIES ORG PO BOX 1576 PORTSMOUTH,NH 038021576		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
BRIDGE FOR HUDSON YOUTH INC 1901 VINE STREET HUDSON,WI 54016		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
BROOKLYN FREE SCHOOL ASSOCIATION 372 CLINTON AVE BROOKLYN,NY 11238		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	600
BROWN UNIVERSITY BOX 1877 PROVIDENCE,RI 02912		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	10,000
C BEATON ELEMENTARY 20220 SUISUN DRIVE CUPERTINO,CA 95014		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
CALIFORNIA ACADEMY OF SCIENCE 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO,CA 94118		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	398
CALIFORNIA FAMILY HEALTH COUNCIL INC 3600 WILSHIRE BLVD LOS ANGELES,CA 900102610		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	150
CALIFORNIA STATE PARKS FOUNDATION 50 FRANCISCO STREET SAN FRANCISCO,CA 94133		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
CALIFORNIA TRANSPLANT DONOR NETWORK 1000 BROADWAY OAKLAND,CA 94607		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
Total 3a				240,149,631


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>				
CAPACITAR INC 212 LAUREL STREET SANTA CRUZ,CA 95060		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	250
CAPITAL HOSPICE 2900 TELESTAR CT FALLS CHURCH,VA 22042		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
CATALYST FOR CHILDREN 631 PORTOFINO LANE FOSTER CITY,CA 94404		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	5,500
CATHOLIC CHARITIES OF THE DIOCESE OF OAKLAND 433 JEFFERSON ST OAKLAND,CA 946073592		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
CENTER FOR GLOBAL DEVELOPMENT 1800 MASSACHUSETTS AVE NW WASHINGTON,DC 20036		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,500
CHICAGO PUBLIC MEDIA INC- THIS AMERICAN LIFE 848 EAST GRAND AVENUE CHICAGO,IL 60611		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
CHILD ADVOCATES OF SILICON VALLEY INC 509 VALLEY WAY MILPITAS,CA 95035		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	10,000
CHILDRENS SUPPORT LEAGUE OF THE EAST BAY INC 6114 LA SALLE AVENUE OAKLAND,CA 946112821		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
CHILDRENS TUMOR FOUNDATION 120 WALL STREET 16TH FLOOR NEWYORK,NY 01703		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	80
CHILDRENS VILLAGE OF SONOMA COUNTY 1321 LIA LANE SANTA ROSA,CA 95404		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
CHINESE AMERICAN INTERNATIONAL SCHOOL 150 OAK STREET SAN FRANCISCO,CA 94102		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	352
CHRONICLE SEASON OF SHARING FUND 901 MISSION ST SAN FRANCISCO,CA 941032905		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
CITY CLUB 1333 FIFTH AVENUE SEATTLE,WA 98101		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,300
CITY OF HOPE 1500 EAST DUARTE ROAD DUARTE,CA 91010		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	320
CLASSICAL PUBLIC RADIO NETWORK LLC - KDFC 201 THIRD STREET SAN FRANCISCO,CA 94103		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	392
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CLASSICS FOR KIDS FOUNDATION PO BOX 1537 BOZEMAN,MT 59771		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	20,000
COACHING CORPS 310 EIGHTH ST OAKLAND,CA 94607		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	3,570
COMMON CAUSE EDUCATION FUND 1133 19TH ST NW WASHINGTON,DC 200362603		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	110
COMMUNITY ALLIANCE FOR SPECIAL EDUCATION 1550 BRYANT STREET SUITE 735 SAN FRANCISCO,CA 94103		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
COMMUNITY HEALTH AWARENESS COUNCIL - OUTLET 711 CHURCH ST MOUNTAIN VIEW,CA 94041		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
COMPASSION INTERNATIONAL INCORPORATED 12290 VOYAGER PARKWAY COLORADO SPRINGS,CO 80997		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,736
CORP OF FINE ARTS MUSEUM 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO,CA 94118		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	250
CORPORATION OF THE FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO,CA 94118		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	190
CREATIVE COMMONS CORPORATION 444 CASTRO STREET MOUNTAIN VIEW,CA 94041		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
CREATIVITY EXPLORED 3245 16TH STREET SAN FRANCISCO,CA 94103		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	17,900
CURIODYSSEY 1651 COYOTE POINT DRIVE SAN MATEO,CA 94401		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	150
CYSTIC FIBROSIS FOUNDATION HEADQUARTERS 6931 ARLINGTON ROAD BETHESDA,MD 208145231		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
DISABILITY RIGHTS ADVOCATES 2001 CENTER STREET 4TH FLOOR BERKELEY,CA 94704		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	940
DISABLED SPORTS EASTERN SIERRA PO BOX 7275 MAMMOTH LAKES,CA 93546		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVE FL 2 NEW YORK,NY 100015004		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
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DONORSCHOOSE ORG 213 W 35TH STREET FRNT 2 EA NEWYORK,NY 10018		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	250
THE PRESTON ROBERT TISCH BRAIN TUMOR CENTER DUKE UNIVERSITY ALUMNI DEVELOPMEN DURHAM,NC 277080581		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
OAKLAND EAST BAY SYMPHONY 2201 BROADWAY SUITE 300 OAKLAND,CA 946123023		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
EAST BAY ZOOLOGICAL SOCIETY 9777 GOLF LINKS ROAD OAKLAND,CA 94605		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	60
EATON PARENT TEACHER ORGANIZATION 20220 SUISUN DRIVE CUPERTINO,CA 950144428		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	230
ELDRIDGE STREET PROJECT INC 12 ELDRIDGE STREET NEWYORK,NY 10002		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	72
ELECTRONIC FRONTIER FOUNDATION INC 815 EDDY STREET SAN FRANCISCO,CA 94109		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
ENGENDERHEALTH 440 9TH AVENUE NEWYORK,NY 10001		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
ENVIRONMENTAL WORKING GROUP 1436 U STREET WASHINGTON,DC 20009		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
EQUAL JUSTICE WORKS 1730 M ST NW SUITE 1010 WASHINGTON,DC 20036		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	8,000
FIDELITY INVESTMENTS CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI,OH 452770053		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	199,698
FOOD FOR THOUGHT PO BOX 1608 FORESTVILLE,CA 95436		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
FRAMELINE INC 145 9TH STREET SAN FRANCISCO,CA 94103		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
YELLOWSTONE PUBLIC RADIO 1500 UNIVERSITY DRIVE BILLINGS,MT 591010298		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	250
FRIENDS OF THE INYO 819 NORTH BARLOW LANE BISHOP,CA 93514		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
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a <i>Paid during the year</i>				
FRIENDS OF THE MISSOURI BREAKS MONUMENT 324 FULLER AVE SUITE C-4 HELENA,MT 59601		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
FRIENDS OF THE OAKLAND MUNICIPAL BAND 1724 INDIAN WAY OAKLAND,CA 94611		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
FRIENDS OF THE POOR 7660 FAY AVENUE LA JOLLA,CA 92037		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	12,550
GALLATIN VALLEY LAND TRUST BOX 7021 BOZEMAN,MT 59771		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	800
GAY-STRAIGHT ALLIANCE NETWORK 1550 BRYANT STREET SAN FRANCISCO,CA 94103		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	150
GIFT OF GIVING CORP 7192 KALANIANAOLE HWY STE G-102A HONOLULU,HI 968251800		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	11,000
GIRLS MIDDLE SCHOOL 180 N RENGSTORFF MOUNTAIN VIEW,CA 94043		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	8,300
GIVE DIRECT INC 171 AVENUE A NEW YORK,NY 10009		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
GLIDE FOUNDATION 330 ELLIS STREET SAN FRANCISCO,CA 94102		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
GLOBAL FUND FOR WOMEN INC 1375 SUTTER ST STE 400 SAN FRANCISCO,CA 94109		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
GLOBALGIVING FOUNDATION INC 1023 15TH STREET NW 12TH FLOOR WASHINGTON,DC 20005		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	900
GOLDEN OAK MONTESSORI OF HAYWARD CHARTER SCHOOL 951 PALISADE STREET HAYWARD,CA 94542		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	5,000
GRANTMAKERS IN THE ARTS 4055 21ST AVE W SEATTLE,WA 981991247		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
GREATER GALLATIN UNITED WAY 945 TECHNOLOGY BLVD 101F BOZEMAN,MT 59718		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,200
GREATER YELLOWSTONE COALITION INC 215 S WALLACE AVE BOZEMAN,MT 59715		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
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GROVE CITY COLLEGE ADVANCEMENT OFFICE GROVE CITY,PA 63127		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
GUNN HIGH SCHOOL THEATRE BOOSTERS 780 ARASTRADERO ROAD PALO ALTO,CA 94306		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK,NY 10038		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
HANDS TO HEARTS INTERNATIONAL 1125 NORTHWEST 9TH AVENUE PORTLAND,OR 97209		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
HARVARD UNIVERSITY 1033 MASSACHUSETTS AVENUE 3 CAMBRIDGE,MA 02138		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	25,600
HIGHLANDS ELEMENTARY 2320 NEWPORT STREET SAN MATEO,CA 94402		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
HOME AND HOPE 1720 EL CAMINO REAL BURLINGAME,CA 94010		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	320
HOPE STREET GROUP POBOX 712038 LOS ANGELES,CA 900712038		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	80,000
HOSPICE OF THE EAST BAY 3470 BUSKIRK AVE PLEASANT HILL,CA 94523		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
HUMAN RIGHTS WATCH INC 350 5TH AVE NEW YORK,NY 10118		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	800
HUNTSMAN CANCER FOUNDATION 500 HUNTSMAN WAY SALT LAKE CITY,UT 84108		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	5,000
IMAGINE BUS PROJECT 1009 GENERAL KENNEDY AVENUE SAN FRANCISCO,CA 94129		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	740
INSIGHT PRISON PROJECT 805 FOURTH SREET SAN RAFAEL,CA 94901		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	150
INTERNATIONAL PLANNED PARENTHOOD FEDERATION 125 MAIDEN LANE NEW YORK,NY 100384730		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
ITTY BITTY ORPHAN KITTY RESCUE 1483 PRINCETON DRIVE SAN JOSE,CA 951183444		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
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JEWISH COMMUNITY CENTER OF SAN FRANCISCO 3200 CALIFORNIA ST SAN FRANCISCO,CA 94118		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,170
JEWISH COMMUNITY FEDERATION - GREATER EAST BAY 300 GRAND AVE OAKLAND,CA 946104826		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
JEWISH FEDERATION OF GREATER SEATTLE 2031 3RD AVENUE SEATTLE,WA 98121		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
KI-HO ALU FOUNDATION INC 47-665 AHUIMANU RD KANEOHE,HI 967445435		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	50
KIPP BAY AREA SCHOOLS 1404 FRANKLIN STREET OAKLAND,CA 94612		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
KQED INC 2601 MARIPOSA ST SAN FRANCISCO,CA 94110		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
LAMBDA LITERARY FOUNDATION 5482 WILSHIRE BOULEVARD 1595 LOS ANGELES,CA 90036		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	350
LAMIA AFGHAN FOUNDATION INC 4014 SKYLINE DRIVE NASHVILLE,TN 372152319		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
LAS LOMITAS EDUCATION FOUNDATION PO BOX 7282 MENLO PARK,CA 94026		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
LEO HOUSE 332 W 23RD STREET NEW YORK,NY 10011		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
LEUKEMIA AND LYMPHOMA - BAY AREA CHAPT 221 MAIN ST SAN FRANCISCO,CA 94105		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
LEUKEMIA & LYMPHOMA SOCIETY - SILICONMONTEREY 675 N FIRST STREET SAN JOSE,CA 95112		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
LEUKEMIA & LYMPHOMA SOCIETY INC 1311 MAMARONEC AVE WHITE PLAINS,NY 10605		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD LOS ANGELES,CA 90048		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
MALI HEALTH ORGANIZING PROJECT INC PO BOX 426081 CAMBRIDGE,MA 02142		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	150
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MARKET STREET RAILWAY 870 MARKET ST STE 803 SAN FRANCISCO,CA 94102		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,200
MASSACHUSETTS DOWNS SYNDROME CONGRESS INC 20 BURLINGTON MALL ROAD BURLINGTON,MA 01803		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
MENLO ATHERTON HIGH SCHOOL FOUNDATION PO BOX 1228 MENLO PARK,CA 94026		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
MENLO PARK-ATHERTON EDUCATION FOUNDATION PO BOX 584 MENLO PARK,CA 94026		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
METROPOLITAN MONTESSORI SCHOOL 325 WEST 85TH STREET NEW YORK,NY 10024		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
MILLS-PENINSULA HEALTH SERVICES 1501 TROUSDALE DR BURLINGAME,CA 94010		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
MONTANA ENVIRONMENTAL INFORMATION CENTER INC BOX 1184 HELENA,MT 59624		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,500
MOVING TRAIN INC 1530 FRONTERO AVENUE LOS ALTOS,CA 940245916		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
MOZILLA FOUNDATION 650 CASTRO STREET MOUNTAIN VIEW,CA 94041		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
MUSCULAR DYSTROPHY ASSOCIATION 6305 IVY LANE SUITE 320 GREENBELT,MD 20770		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
MUSIC MENLO 50 VALPARAISO AVE ATHERTON,CA 94027		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	24,000
NAMI EAST BAY 980 STANNAGE AVENUE ALBANY,CA 94706		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
NARAL PRO-CHOICE AMERICA FOUNDATION 335 SOUTH VAN NESS AVE SAN FRANCISCO,CA 94103		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
NATIONAL CENTER FOR LESBIAN RIGHTS 870 MARKET STREET SAN FRANCISCO,CA 94102		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON,MA 021170290		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
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NATIONAL PARK FOUNDATION 1201 EYE STREET NW SUITE 550B WASHINGTON, DC 20005		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
NATIONAL PARKS CONSERVATION ASSOCIATION 777 6TH STREET NW WASHINGTON, DC 20001		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
NATIONAL PARTNERSHIP FOR WOMEN & FAMILIES INC 1875 CONNECTICUT AVENUE STE 650 WASHINGTON, DC 20009		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	800
NATURAL RESOURCES DEFENSE COUNCIL INC 40 WEST 20TH STREET NEW YORK, NY 10011		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	3,120
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE ARLINGTON, VA 22203		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,300
NATURE CONSERVANCY INC 4245 N FAIRFAX DRIVE STE 100 ARLINGTON, VA 22203		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
NEW TEACHER CENTER 725 FRONT STREET SANTA CRUZ, CA 95060		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NORTH WEST WASHINGTON, DC 200362605		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
NIA HOUSE LEARNING CENTER 2234 9TH STREET BERKELEY, CA 947102322		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	160
NORTH OAKLAND COMMUNITY CHARTER SCHOOL 1000 42ND ST OAKLAND, CA 946083621		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
NORTHERN CALIFORNIA PUBLIC BROADCASTING INC 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,440
NURTURING MINDS INC PO BOX 144 VALLEY FORGE, PA 19481		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
OBERLIN DANCE COLLECTIVE 351 SHOTWELL ST SAN FRANCISCO, CA 94110		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
OCCIDENTAL CENTER FOR THE ARTS 3850 DORIS MURPHY CT OCCIDENTAL, CA 95465		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
OCEAN SHORE SCHOOL PARENT TEACHER ORGANIZATION INC 411 OCEANA BLVD PACIFICA, CA 94044		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	70
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OLYMPIC MUSIC FESTIVAL 7360 CENTER ROAD QUILCENE, WA 98376		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
OPENHOUSE 1800 MARKET STREET SAN FRANCISCO, CA 94102		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
OPERA SAN JOSE INCORPORATED 2149 PARAGON DR SAN JOSE, CA 951311312		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
OREGON FOOD BANK INC PO BOX 55370 PORTLAND, OR 972385370		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
OXFAM-AMERICA INC 226 CAUSEWAY STREET BOSTON, MA 02114		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	150
PACIFIC INSTITUTE 654 13TH ST OAKLAND, CA 94612		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	20,000
PACT INC 1828 L STREET NW STE 300 WASHINGTON, DC 200365104		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
PALESTINE CHILDRENS RELIEF FUND PO BOX 1926 KENT, OH 44240		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
PALO ALTO PARTNERS IN EDUCATION PO BOX 1557 PALO ALTO, CA 943021557		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	3,000
PANCREATIC CANCER ACTION NETWORK INC 1500 ROSECRANS AVENUE MANHATTAN BEACH, CA 902663721		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
PARALYZED VETERANS OF AMERICA 801- 18TH STREET NW WASHINGTON, DC 200062504		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
PARTNERS IN HEALTH A NONPROFIT CORPORATION PO BOX 845578 BOSTON, MA 02284		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
PENINSULA HUMANE SOCIETY & SPCA 12 AIRPORT BOULEVARD SAN MATEO, CA 94401		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,725
PENINSULA YOUTH THEATRE 2500 OLD MIDDLEFIELD WAY MOUNTAIN VIEW, CA 94043		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
PERSIAN AND HIMALAYAN CAT RESCUE PO BOX 475482 SAN FRANCISCO, CA 941475482		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
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PHOENIX BOYS CHOIR ASSOCIATION 1131 E MISSOURI AVE PHOENIX,AZ 85014		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
PLANNED PARENTHOOD FEDERATION OF AMERICA INC 434 WEST 33RD STREET NEW YORK,NY 10001		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	485
PLANNED PARENTHOOD OF THE COLUMBIA COLUMBIA WILLAMETTE INC 3231 SE 50TH AVE PORTLAND,OR 97206		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
PRATHAM USA 9703 RICHMOND AVE SUITE 102 HOUSTON,TX 77042		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
PRESIDIO KNOLLS SCHOOL INC 250 10TH STREET SAN FRANCISCO,CA 94103		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	176
PROJECT NINETY INC 720 SOUTH B STREET SAN MATEO,CA 94401		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
PROJECT OPEN HAND 730 POLK ST SAN FRANCISCO,CA 94109		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
PROMETHEUS SYMPHONY ORCHESTRA INC PO BOX 3335 OAKLAND,CA 946090335		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	80
CA CONGRESS OF PARENTS TEACHERS & STUDENTS INC 655 ARASTRADERO ROAD PALO ALTO,CA 943063838		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
FAIRMEADOW ELEMENTARY SCHOOL PTA 500 EAST MEADOW ROAD PALO ALTO,CA 94306		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
JUANA BRIONES ELEMENTARY PTA 4100 ORME STREET PALO ALTO,CA 943063106		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	330
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON ST SUITE 600 SAN FRANCISCO,CA 94111		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	40,000
QUILTS FOR KIDS INC 494 LINCOLN HIGHWAY FAIRLESS HILLS,PA 19030		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	80
RAVENSWOOD CITIES & SCHOOLS - SF 49ERS ACADEMY 2695 FORDHAM STREET EAST PALO ALTO,CA 94303		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
REDWOOD ARTS COUNCIL PO BOX 449 OCCIDENTAL,CA 95465		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
Total  3a				240,149,631


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				
REDWOOD EMPIRE FOOD BANK 3990 BRICKWAY BLVD SANTA ROSA,CA 95403		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
REGENTS OF THE UNIVERSITY OF MICHIGAN DEPT CH 10189 PALATINE,IL 600550189		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	40,000
RICH MAY FOUNDATION 64 MOULTON DRIVE ATHERTON,CA 940273125		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
RICHMOND RESCUE MISSION - BAY AREA RESCUE MISSION PO BOX 1112 RICHMOND,CA 94802		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	127
ROLLING HILLS MIDDLE SCHOOL 1585 MORE AVENUE LOS GATOS,CA 95032		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	600
ROSALIE RENDU INC - ROSALIE RENDU CENTER 1760 BAY ROAD 24 EAST PALO ALTO,CA 94303		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	8,000
RURAL CALIFORNIA BROADCASTING CORP - KRCB-TV 5850 LABATH AVENUE ROHNERT PARK,CA 94928		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
SACRAMENTO LOAVES AND FISHES 1321 NORTH C STREET SACRAMENTO,CA 95812		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
SAFARI WEST WILDLIFE FOUNDATION 3115 PORTER CREEK ROAD SANTA ROSA,CA 95404		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO,CA 94107		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO,CA 94102		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	120
SAN JOSE MUSEUM OF QUILTS & TEXTILES 520 SOUTH FIRST STREET SAN JOSE,CA 95113		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,650
SAN MATEO PUBLIC LIBRARY FOUNDATION 55 WEST 3RD AVENUE SAN MATEO,CA 94402		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	3,600
SF UNIFIED SCHOOL DIST- KALW 917FM PUBLIC RADIO 500 MANSELL STREET SAN FRANCISCO,CA 94134		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	730
SAVE THE CHILDREN FEDERATION INC 54 WILTON ROAD WESTPORT,CT 06880		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,880
Total  3a				240,149,631

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

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Name and address (home or business)				
a <i>Paid during the year</i>				
SCHWAB CHARITABLE FUND 211 MAIN ST SAN FRANCISCO,CA 94105		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	65,000
SECOND HARVEST FOOD BANK OF SANTA 750 CURTNER AVENUE SAN JOSE,CA 95125		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
2ND HARVEST FOOD BANK - SANTA CLARA & SAN MATEO 750 CURTNER AVENUE SAN JOSE,CA 95125		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	3,902
SECOND HARVEST FOODBANK OF SOUTHERN WISCONSIN 2802 DAIRY DRIVE MADISON,WI 53718		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
SIERRA COUNTY LAND TRUST PO BOX 404 SIERRA CITY,CA 96125		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
SIERRA SCHOOLS FOUNDATION PO BOX 336 SIERRAVILLE,CA 96126		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
SILICON VALLEY GAY MENS CHORUS 1100 SHASTA AVENUE SAN JOSE,CA 95126		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
SILICON VALLEY SOCIAL VENTURE FUND PO BOX 1792 LOS ALTOS,CA 94023		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	8,340
SISTERS OF THE ROAD 133 NORTHWEST SIXTH AVENUE PORTLAND,OR 97212		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
SMILE TRAIN INC 41 MADISON AVENUE NEW YORK,NY 10010		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
SMUIN BALLET 44 GOUGH SUITE 103 SAN FRANCISCO,CA 94103		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	80
SOCIETY FOR RESEARCH IN CHILD DEVELOPMENT 2950 SOUTH STATE STREET ANN ARBOR,MI 48104		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	3,000
SOCIETY ST VINCENT DE PAUL ALAMEDA 9235 SAN LEANDRO ST OAKLAND,CA 91603		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
SPARK 110 PACIFIC AVENUE 188 SAN FRANCISCO,CA 94111		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
SPIRIT ROCK MEDITATION CENTER PO BOX 169 WOODACRE,CA 94973		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
Total  3a				240,149,631


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

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Name and address (home or business)				
a <i>Paid during the year</i>				
ST JUDE CHILDRENS RESEARCH HOSPITAL INC 501 ST JUDE PLACE MEMPHIS,TN 38105		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
ST MARYS CENTER 925 BROCKHURST STREET OAKLAND,CA 94608		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	950
ST MARY'S CENTER 925 BROCKHURST ST OAKLAND,CA 94608		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,520
STAGEBRIDGE 2501 HARRISON STREET OAKLAND,CA 94612		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	70
STANFORD UNIVERSITY 326 GALVEZ STREET STANFORD,CA 94305		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	157,920
STANFORD GRADUATE SCHOOL OF BUSINESS FRANCES C ARRILLAGA ALUMNI CENTER STANFORD,CA 94305		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
STANFORD LIVELY ARTS 425 SANTA TERESA STREET STANFORD,CA 94305		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	800
STUDENTS FOR EDUCATION REFORM INC 341 W 38TH STREET 11TH FLOOR NEW YORK,NY 10018		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
SURFRIDER FOUNDATION - SURFRIDER - MONTEREY 319 FOREST AVE PACIFIC GROVE,CA 93950		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
SUSAN G KOMEN BREAST CANCER FOUNDATION INC 5005 LBJ FWY STE 250 DALLAS,TX 752446125		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
SWIM ACROSS AMERICA INC 1 INTERNATIONAL PL STE 4600 BOSTON,MA 021102621		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	50
SWORDS TO PLOWSHARES VETERANS RIGHTS ORGANIZATION 1060 HOWARD ST SAN FRANCISCO,CA 94105		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
TEEN SUCCESS INC PO BOX 1742 LOS ALTOS,CA 94023		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,300
TERMAN MIDDLE - TERMAN MIDDLE SCHOOL 655 ARASTRADERO ROAD PALO ALTO,CA 94306		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	800
THE ALAMEDA COUNTY COMMUNITY FOOD COMMUNITY FOOD BANK POBOX 24590 OAKLAND,CA 94623		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
Total  3a				240,149,631


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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				
THE BHUTAN FOUNDATION 2100 PENNSYLVANIA AVE NW SUITE 525 WASHINGTON,DC 20037		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
THE CARTER CENTER INC ONE COPENHILL 453 FREEDOM PARKWAY ATLANTA,GA 30307		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,000
THE SAN FRANCISCO AIDS FOUNDATION FOUNDATION 995 MARKET STREET SUITE 200 SAN FRANCISCO,CA 94103		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
THE SUSAN G KOMEN BREAST CANCER 5005 LBJ FREEWAY SUITE 250 DALLAS,TX 75244		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
THEATREWORKS PO BOX 50458 PALO ALTO,CA 943030458		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,750
THRIVE BOX 6637 BOZEMAN,MT 59771		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
TROUT UNLIMITED 1300 NORTH 17TH STREET ARLINGTON,VA 22209		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
TRUSTEES OF DARTMOUTH COLLEGE 6066 DEVELOPMENT OFFICE HANOVER,NH 03755		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
TRUSTEES OF PRINCETON UNIVERSITY 330 ALEXANDER STREET 4TH FLOOR PRINCETON,NJ 085435357		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	192
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 433 FRANKLIN BUILDING PHILADELPHIA,PA 191046205		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
TURKISH PHILANTHROPY FUNDS INC 216 EAST 45TH STREET NEW YORK,NY 10017		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
HOLY NAMES HIGH SCHOOL 4660 HARBORD DRIVE OAKLAND,CA 94618		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	3,000
UNION OF CONCERNED SCIENTISTS INC 2 BRATTLE SQUARE CAMBRIDGE,MA 02138		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	3,370
UNITED STATES FUND FOR UNICEF 125 MAIDEN LANE NEW YORK,NY 10038		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,200
UNITED STATES MISSION CORPORATION PO BOX 20156 PORTLAND,OR 972940156		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	120
Total 3a				240,149,631


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

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Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET BERKELEY,CA 947204200		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	13,633
UNIVERSITY OF CHICAGO 1427 E 60TH CHICAGO,IL 60637		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	16,000
UNIVERSITY OF UTAH 540 ARAPEEN DRIVE SUITE 250 SALT LAKE CITY,UT 84108		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	2,500
UNIVERSITY PREPARATORY ACADEMY 8000 25TH AVE NE SEATTLE,WA 98115		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	500
VANGUARD CHARITABLE ENDOWMENT PROGRAM PO BOX 3075 SOUTHEASTERN,PA 193989917		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	237,600
VISUAL AID ARTISTS FOR AIDS RELIEF 57 POST STREEET STE 905 SAN FRANCISCO,CA 94104		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,000
VOCI WOMENS VOCAL ENSEMBLE 4024 EVERETT AVENUE OAKLAND,CA 94602		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	90
WARDROBE FOR OPPORTUNITY 570 14TH ST OAKLAND,CA 94612		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	100
WESTERN SIERRA MEDICAL CLINIC INC 1345 WHISPERING PINES LANE GRASS VALLEY,CA 95945		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	760
WIKIMEDIA FOUNDATION INC PO BOX 98204 WASHINGTON,DC 20090		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
WILDLIFE CONSERVATION SOCIETY 2300 SOUTHERN BLVD BRONX,NY 104601068		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,600
WOMEN FOR WOMEN INTERNATIONAL 4455 CONNECTICUT AVE NW 200 WASHINGTON,DC 20008		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
WOMENS CANCER RESOURCE CENTER 5741 TELEGRAPH AVENUE OAKLAND,CA 94609		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	402
WOMENS FUND OF GREATER MILWAUKEE INC 316 NORTH MILWAUKEE STREET MILWAUKEE,WI 53202		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	1,300
WOMENS RECOVERY ASSOC OF SAN MATEO COUNTY INC 1450 CHAPIN AVE BURLINGAME,CA 94010		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
Total  3a				240,149,631

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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>				
WORLD LEARNING INC PO BOX 676 BRATTLEBORO,VT 05302		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
WORLD VISION INTERNATIONAL 34834 WEYERHAEUSER WAY S FEDERAL WAY,WA 980639716		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	60
WORLD WILDLIFE FUND INC 1250 24TH STREET NW WASHINGTON,DC 20037		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	200
YALE UNIVERSITY PO BOX 2038 NEW HAVEN,CT 065212038		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	88,000
YMCA OF SILICON VALLEY - PALO ALTO FAMILY YMCA 3412 ROSS ROAD PALO ALTO,CA 94303		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	400
YOSEMITE FOUNDATION 155 MONTGOMERY STREET SUITE 1104 SAN FRANCISCO,CA 94104		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	800
YOUTH COMMUNITY SERVICE INC 4120 MIDDLEFIELD RD PALO ALTO,CA 94303		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	300
YOUTH MEDIA PROJECT 551 W CORDOVA RD 655 SANTA FE,NM 87505		PC	MATCHING GIFT OF STAFF AND BOARD MEMBERS	4,000
ALTERNATE ROOTS INC 1083 AUSTIN AVE ATLANTA,GA 30307		PC	CONTRIBUTION	5,000
AMERICANS FOR THE ARTS INC 1000 VERMONT AVE NW WASHINGTON,DC 20005		PC	CONTRIBUTION	5,000
CENTER FOR CULTURAL INNOVATION 244 SOUTH SAN PEDRO STREET LOS ANGELES,CA 90012		PC	CONTRIBUTION	5,000
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE SUITE 700 ARLINGTON,VA 22202		PC	CONTRIBUTION	2,000
EMCARTS INC 127 WEST 122ND STREET NEW YORK,NY 10027		PC	CONTRIBUTION	5,000
GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON STREET PORTLAND,OR 97205		PC	CONTRIBUTION	8,000
VIRGINIA ORGANIZING INC 703 CONCORD AVENUE CHARLOTTESVILLE,VA 22903		PC	CONTRIBUTION	5,000
Total  3a				240,149,631

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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>				
OPERA AMERICA INC 330 7TH AVE 8TH FLOOR NEWYORK,NY 10001		PC	CONTRIBUTION	10,000
PHILANTHROPY FOR ACTIVE CIVIC ENGAGEMENT 1201 15TH S NW 420 WASHINGTON,DC 20005		PC	CONTRIBUTION	10,000
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVE SAN FRANCISCO,CA 94102		PC	CONTRIBUTION	4,500
THE SAN FRANCISCO SHAKESPEARE FESTIVAL PO BOX 460937 SAN FRANCISCO,CA 94146		PC	CONTRIBUTION	3,500
Total  3a				240,149,631

TY 2013 Accounting Fees Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PRICEWATERHOUSECOOPERS LLP	536,318	286,618		249,700

**TY 2013 All Other Program
Related Investments Schedule**

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION
EIN: 94-1655673

Category	Amount
NONE	

TY 2013 Compensation Explanation**Name:** THE WILLIAM & FLORA HEWLETT FOUNDATION**EIN:** 94-1655673

Person Name	Explanation
LAURANCE R HOAGLAND JR	IN 2013, MR HOAGLAND'S COMPENSATION OF \$2,236,300 INCLUDED BASE SALARY AND PERFORMANCE BONUS MR HOAGLAND RETIRED FROM THE FOUNDATION IN JUNE 2013
ANA MARSHALL	IN 2013, MS MARSHALL'S COMPENSATION OF \$2,022,067 INCLUDED BASE SALARY AND PERFORMANCE BONUS MS MARSHALL COMMENCED THE CIO POSITION AND BECAME AN OFFICER IN JULY 2013

TY 2013 Contractor Compensation Explanation

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Contractor	Explanation
EDUCATION FIRST CONSULTING LLC	IN THE PRESENTATION OF THE DATA APPEARING IN FORM 990PF, PART VIII-3, THE FOUNDATION REPORTS DIRECT CASH COMPENSATION PAID TO PROFESSIONAL INDEPENDENT CONTRACTORS. COMMISSIONS, DISCOUNTS, MANAGEMENT FEES, AND CARRIED INTEREST EMBEDDED IN AND/OR DEDUCTED FROM INVESTMENT RETURNS ARE NOT CONSIDERED IN THIS REPORTING.

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 WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

TY 2013 Employee Compensation Explanation

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Employee	Explanation
FAY TWERSKY	INCLUDES PAYMENT RELATED TO RELOCATION AGREEMENT.

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

TY 2013 Expenditure Responsibility Statement

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION
EIN: 94-1655673

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
ALLIANCE PUBLISHING TRUST	15 PRESCOTT PLACE LONDON SW4 6BS UK	2013-04-08	10,000	FOR THE SUPPORT OF FREE ACCESS OF ALLIANCE MAGAZINE CONTENT	10,000	NO	4/10/2014		
ARIUS ASSOCIATION FOR REGIONAL AND INTER	TAERNSTRASSE 11 BADEN 5405 SZ	2013-04-08	75,000	FOR A PROJECT TO ENHANCE SAFETY AND SECURITY OF NUCLEAR SPENT FUEL THROUGH REGIONAL COLLABORATION	42,954	NO	2/26/2014		
ASSOCIATION POUR LE DEVELOPPEMENT DE LA	KM 44 ROUTE DE DAKAR PO BOX 62 POUT THIESSEBIKOTANE SG	2013-04-30	316,582	FOR SUPPORT OF MOTHER TONGUE READING AND MATH INSTRUCTN IN SENEGAL WITH TRANSITIONAL SUPPORT	269,851	NO	5/10/2014		
BICITEKAS ASOCIACION CIVIL	MIRAFLORES 205 COLONIA PORTALES MEXICO DISTRITO FEDERAL 03570 MX	2013-05-13	70,000	FOR A PROJECT TO PROMOTE STRICTER AIR QUALITY STANDARDS IN MEXICO THROUGH CYCLISTS ADVOCACY	70,000	NO	6/20/2014		
CENTRE FOR GOVERNANCE AND DEVELOPMENT	RIARA GARDENS PO BOX 4037 NAIROBI 00506 KE	2013-08-20	216,224	FOR A PROJECT TO IMPROVE PUBLIC ACCOUNTABILITY AND SERVICE DELIVERY IN PUBLIC PRIMARY SCHOOLS	216,224	NO	6/26/2014		
CENTRE FOR POLICY RESEARCH	DHARMA MARG CHANAKYAPURI NEW DELHI 110021 IN	2013-04-12	368,000	FOR STRENGTHENING THE TRANSPARENCY AND ACCOUNTABILITY OF PUBLIC EXPENDITURES ON EDUCATION IN INDIA	350,575	NO	8/11/2014		
COLECTIVO ECOLOGISTA JALISCO AC	ROBERTO CUELLAR 4315 ZAPOPAN JALISCO C P 45040 MX	2013-02-05	125,000	FOR A CLEAN AND ENERGY EFFICIENT PUBLIC TRANSPORTATION SYSTEM PROJECT IN GUADALAJARA	125,000	NO	1/31/2014		
CONSERVATION ACTION TRUST	5 SAHAKAR BHAVANLBS MARG NARAYAN MUMBAI 400086 IN	2013-07-19	151,980	FOR THE CLEAN ENERGY CAMPAIGN IN INDIA	46,533	NO	7/1/2014		
DEVELOPMENT INITIATIVES POVERTY RESEARCH	NORTH QUAY HOUSE QUAY SIDE BRISTOL BS1 6FL UK	2013-05-07	1,050,000	FOR THE AIDINFO PROGRAM	1,050,000	NO	5/30/2014		
EKONOMI VE DIS POLITIKA ARASTIRMALAR MER	SEHERYILDIZI SOKAK 235 ETILER ISTANBUL 34337 TU	2013-04-08	200,000	FOR A PROJECT TO EXPLORE TURKEYS INTERESTS AND PREFERENCES REGARDING NUCLEAR POLICY	86,390	NO	3/22/2014		
EUROPEAN LEADERSHIP NETWORK	SUITE 7 SOUTHBANK HOUSE LONDON SE1 7SJ UK	2013-11-12	75,000	FOR A PROJECT PROMOTING GREATER UNDERSTANDING OF MULTILATERAL NUCLEAR DISARMAMENT	0	NO	4/23/2014		
FOUNDATION FOR LEARNING EQUALITY INC	4275 EXECUTIVE SQ 11TH FLOOR LA JOLLA, CA 92037	2013-09-06	100,000	TO MAKE OER AVAILABLE IN LOW BANDWIDTH AREAS	28,125	NO	4/18/2014		
FUNDACION TLALOC ASOCIACION CIVIL	FELIPE VILLANUEVA NO 1209 TOLUCA C P 50120 MX	2013-10-08	141,000	FOR A PROJECT TO PROMOTE AIR QUALITY AND MOBILITY POLICIES IN THE VALLEY OF TOLUCA	124,481	NO	8/7/2014		
GHANA CENTER FOR DEMOCRATIC DEVELOPMENT	NO 95 NORTEI ABABIO LOOP ACCRA GH	2013-05-03	50,000	FOR A PROJECT TO PROVIDE CITIZENS WITH INFORMATION ON THE PERFORMANCE OF PUBLIC OFFICIALS IN GHANA	50,000	NO	12/12/2013		
INCTVA CIUDADANA Y DSRRL SCL INCIDE SO	HILARIO PEREZ DE LEON NO 80 MEXICO CITY 03440 MX	2013-07-31	200,000	FOR STRENGTHENING A CITIZENS' SOCIAL POLICY OBSERVATORY	168,540	NO	3/5/2014		

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
INSTITUT POUR L'EDUCATION POPULAIRE	BP 42 A KATI ML	2013-10-15	1,059,223	FOR A BILINGUAL INSTRUCTIONAL APPROACH AND CAPACITY BUILDING IN SCHOOLS AND COMMUNITIES IN MALI	379,429	NO	5/13/2014		
INSTITUTO DE ENERGIA E MEIO AMBIENTE	RUA FERREIRA DE ARAUJO 202 SAO PAULO 05428-000 BR	2013-04-26	1,002,690	FOR IMPROVING AIR QUALITY AND MITIGATING CLIMATE CHANGE IN LARGE BRAZILIAN CITIES	761,453	NO	3/3/2014		
MANGO TREE EDUCATIONAL ENTERPRISES LTD	PO BOX 25312 PLOT 1479 NAALYA RD KAMPALA UG	2013-12-10	550,000	FOR EXPANDING AND EVALUATING A PROGRAM TO IMPROVE READING INSTRUCTION IN NORTHERN UGANDA	0	NO	PENDING		
MATHEMATICA POLICY RESEARCH	PO BOX 2393 PRINCETON, NJ 085432393	2013-09-17	150,780	FOR THE TANZANIA EARLY CHILDHOOD EVALUATION DESIGN AND ANALYSIS OF BASELINE DATA COLLECTION	64,359	NO	3/5/2014		
MONTEREY INSTITUTE OF TECH & EDUCATION	PO BOX 890 MARINA, CA 939330890	2013-04-19	50,000	FOR PILOTING AN OER SUSTAINABILITY MODEL	0	NO	4/18/2014		
MONTEREY INSTITUTE OF TECH & EDUCATION	PO BOX 890 MARINA, CA 939330890	2013-11-19	70,000	FOR A SERIES OF TECHNICAL STANDARDS AND CHALLENGES MEETINGS OF OER PRACTITIONERS	0	NO	3/3/2014		
NBCUNIVERSAL LLC	30 ROCKEFELLER PLAZA NEW YORK, NY 10112	2013-12-06	200,000	FOR THE 2013 EDUCATION NATION SUMMIT	0	NO	PENDING		
NEW PHILANTHROPY CAPITAL	3RD FLOOR 185 PARK STREET LONDON SE1 9BL UK	2013-09-24	50,000	FOR THE INSPIRING IMPACT PROGRAM	50,000	NO	8/13/2014		
OEUVRE MALIENNE D'AIDE A L'ENFANCE DU SA	BP 2323 BAMAKO ML	2013-08-22	659,212	FOR THE IMPLEMENTATION OF A CIVIL SOCIETY INITIATIVE TO ASSESS STUDENT LEARNING IN MALI	659,212	NO	8/19/2014		
ONTARIO COLLEGE OF ART & DESIGN	100 MCCAUL STREET TORONTO, ON M5T 1W1 CA	2013-04-26	500,000	FOR THE OER COMMUNITY TO MEET DIVERSE LEARNER NEEDS	500,000	NO	2/6/2014		
OPEN SOCIETY FOUNDATION	7TH FLOOR MILLBANK TOWER 2124 LONDON SW1P 4QP UK	2013-05-07	195,000	FOR THE TRANSPARENCY AND ACCOUNTABILITY INITIATIVE A DONOR COLLABORATIVE	195,000	NO	3/27/2014		
OPEN SOCIETY FOUNDATION	7TH FLOOR MILLBANK TOWER 2124 LONDON SW1P 4QP UK	2013-12-10	165,000	FOR THE TRANSPARENCY AND ACCOUNTABILITY INITIATIVE A DONOR COLLABORATIVE	165,000	NO	3/27/2014		
OPEN SOCIETY FOUNDATION	7TH FLOOR MILLBANK TOWER 2124 LONDON SW1P 4QP UK	2013-12-04	125,000	FOR PUBLISH WHAT YOU PAY A GLOBAL CAMPAIGN FOR NATURAL RESOURCE REVENUE TRANSPARENCY	28,098	NO	3/28/2014		
OPEN UNIVERSITEIT TE HEERLEN	POSTBUS 2960 6401 DL HEERLEN HEERLEN LIMBURG 6419AT NL	2013-09-06	51,000	FOR THE GLOBAL OER GRADUATE NETWORK	33,507	NO	4/18/2014		
PARTNERS IN POPULATION AND DEVELOPMENT	PO BOX 2666 KAMPALA UG	2013-03-06	700,000	FOR BUILDING THE CAPACITY OF AFRICAN POLICYMAKERS FOR REPRODUCTIVE HEALTH ISSUES	700,000	NO	4/28/2014		

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
PUBLISH WHAT YOU FUND	SOUTHBANK HOUSE BLACK PRINCE ROAD LONDON SE1 7SJ UK	2013-11-19	498,329	FOR THE GLOBAL CAMPAIGN FOR AID TRANSPARENCY	0	NO	PENDING		
RAISING VOICES	PO BOX 6770 PLOT 16 TUFNELL DRIVE KAMPALA UG	2013-05-13	98,500	FOR IMPLEMENTING A GOOD SCHOOLS TOOLKIT TO IMPROVE THE CLASSROOM ENVIRONMENT IN UGANDAN SCHOOLS	72,238	NO	3/25/2014		
REDSTONE STRATEGY GROUP LLC	777 TWENTYNINTH STREET SUITE 500 BOULDER, CO 80303	2013-03-05	150,000	FOR A PROJECT TO STRENGTHEN THE INTERNATIONAL PLANNED PARENTHOOD FEDERATION'S PERFORMANCE CULTURE	150,000	NO	9/11/2013		
REPRODUCTIVE HEALTH MATTERS	444 HIGHGATE STUDIOS 5379 HIGHGATE LONDON NW5 1TL UK	2013-01-30	166,667	FOR THE CHARITABLE PURPOSES OF THE REPRODUCTIVE HEALTH MATTERS JOURNAL	166,667	NO	3/27/2014		
RES NON VERBA ASOCIACION CIVIL	THAMES 1024 BUENOS AIRES C1414DCV AR	2013-05-28	20,300	FOR A PROJECT TO EXPLORE OPENING AN OFFICE FOR TECHNOLOGY FOR TRANSPARENCY IN MEXICO	20,300	NO	2/27/2014		
RIKSFORBUNDET FOR SEXUELL UPPLYSNING	PO BOX 4331 STOCKHOLM SE- 102 67 SW	2013-07-24	250,000	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	70,989	NO	3/7/2014		
SEX OG POLITIKK	CHR KROGHSGATE 34 0186 OSLO NO	2013-03-13	50,000	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	50,000	NO	3/27/2014		
SEX OG SAMFUND	ROSENORNS ALLE 14 1 COPENHAGEN 1634 DA	2013-10-15	250,000	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	61,415	NO	3/7/2014		
SEX OG SAMFUND	ROSENORNS ALLE 14 1 COPENHAGEN 1634 DA	2013-05-13	125,000	FOR A PROJECT TO SUPPORT ADVOCACY FOR THE SUSTAINABLE DEVELOPMENT PROCESS	117,273	NO	3/6/2014		
SOCIALTIC AC	RIO POO 73 INT 6COL CUAUHTEMOCDEL MEXICO CITY 06500 MX	2013-08-20	50,000	FOR THE CHARITABLE PURPOSES OF STRENGTHENING ORGNZATNL CAPACITY AND FURTHERING TRANSPARENCY	50,000	NO	5/30/2014		
SOCIOSMEXICOCENTRO DE COLABORACION CIVIC	CADIZ NORTE 25 COL MEXICO CITY DF 03740 MX	2013-09-13	86,500	FOR SUPPORT OF THE SUSTAINABLE DEVELOPMENT PROGRAM	38,313	NO	2/28/2014		
STICHTING EUROPEAN CLIMATE FOUNDATION	RIVIERISMARKT 5 THE HAUGE 2513 AM NL	2013-11-19	50,000	FOR GOVERNANCE DEVELOPMENT TO ADDRESS CLIMATE CHANGE MITIGATION AND ENERGY DECARBONIZATN IN THE EU	13,014	NO	4/30/2014		
THE CALIFORNIA EDUCATION PARTNERS	ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 941111130	2013-03-18	175,000	FOR A PILOT TO LAUNCH NEW DIGITALLY ENHANCED OER CURRICULUM ALIGNED WITH THE COMMON CORE	175,000	NO	7/24/2014		
THE CHINA INST OF INTERNATIONAL STUDIES	NO3 TAIJICHANG TOUTIAO DONG CHENG BEIJING 100005 CH	2013-02-08	50,000	FOR MEETINGS AMONG US AND CHINESE EXPERTS ON CHINA'S ROLE IN GLOBAL DISARMAMENT	50,000	NO	3/26/2014		
THE INSTITUTE FOR NATL SECURITY STUDIES	40 HAIM LEVANON ST TEL AVIV 61398 IS	2013-06-19	125,000	FOR A PROJECT TO DEVELOP REGIONAL EXPERTISE ON NUCLEAR SECURITY AND ARMS CONTROL IN THE MIDDLE EAST	125,000	NO	7/9/2014		

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THE ZELLERBACH FAMILY FOUNDATION	575 MARKET STREET SUITE 2950 SAN FRANCISCO, CA 941052881	2013-01-30	100,000	FOR THE COMMUNITY ARTS PROGRAM	100,000	NO	2/20/2014		
THEIRWORLD	BROADGATE TOWER 20 PRIMROSE ST LONDON EC2A 2RS UK	2013-08-21	200,000	FOR SUPPORT TO "A WORLD AT SCHOOL AND LEARNING" A CAMPAIGN TO PUT LEARNING ON THE GLOBAL AGENDA	59,134	NO	5/12/2014		
UNIVERSITE CHEIKH ANTA DIOP DE DAKAR	PO BOX 45550 DAKARFANN SG	2013-10-25	300,000	FOR ESTABLISHMENT OF A BAROMETER FOR ASSESSING THE QUALITY OF LEARNING IN SENEGAL	300,000	NO	6/24/2014		
WALK SAN FRANCISCO	995 MARKET STREET SUITE 1450 SAN FRANCISCO, CA 941031720	2013-04-08	25,000	FOR DEVELOPMENT OF PEDESTRIAN SAFETY POLICIES	25,000	NO	3/10/2014		
WALK SAN FRANCISCO	995 MARKET STREET SUITE 1450 SAN FRANCISCO, CA 941031720	2013-08-27	12,000	FOR LEGAL ASSISTANCE ON CHARITABLE STATUS	6,690	NO	3/10/2014		
WALLACE ALEXANDER GERBODE FOUNDATION	77 VAN NESS AVENUE SUITE 200 SAN FRANCISCO, CA 94102	2013-03-21	166,666	FOR SUPPORT OF THE COMMISSIONING PROGRAM	166,666	NO	3/13/2014		
WALTER AND ELISE HAAS FUND	ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 941111130	2013-04-23	255,000	FOR SUPPORT OF THE CREATIVE WORK FUND	255,000	NO	2/4/2014		
WELL TOLD STORY	KAREN OFFICE PARKPO BOX 170000502 NAIROBI KE	2013-08-21	300,000	FOR THE SHUJAAZFM YOUTH COMMUNICATIONS AND SOCIAL CHANGE INITIATIVE	112,983	NO	4/23/2014		
WOMEN EDUCATIONAL RESEARCHERS OF KENYA	ELGEYO MARAKWET PO BOX 1056500100 NAIROBI KE	2013-08-14	121,700	FOR STRENGTHENING ATTENTION TO LEARNING OUTCOMES IN KENYA	24,012	NO	4/7/2014		
WOMEN EDUCATIONAL RESEARCHERS OF KENYA	ELGEYO MARAKWET PO BOX 1056500100 NAIROBI KE	2013-12-03	78,400	FOR JOINT STRATEGIC PLANNING WORK ON POST2015	58,237	NO	3/26/2014		
WOMEN IN INFORMAL EMPLOYMENT GLOBALIZING	521 ROYAL EXCHANGE MANCHESTER M2 7EN UK	2013-09-20	50,380	FOR A STUDY ON QUALITY CHILD CARE WOMEN'S ECONOMIC EMPOWERMENT AND SOCIAL PROTECTION	7,976	NO	7/30/2014		
ASIAPACIFIC RGIONL NTRWK EARLY CHILDHOOD	CO SEED INSTITUTE 73 BRAS BASAH RD SINGAPORE 189556 SN	2012-01-18	150,000	FOR A PROJECT TO ADVOCATE FOR A NEW LEARNING GOAL FOR THE POST2015 MILLENNIUM DEVELOPMENT GOALS	150,000	NO	10/16/2013		
ASSOCIATION POUR LE DEVELOPPEMENT DE LA	KM 44 ROUTE DE DAKAR PO BOX 62 POUT THIESSEBIKOTANE SG	2012-04-19	308,415	FOR SUPPORT OF MOTHER TONGUE READING AND MATH INSTRUCTN IN SENEGAL WITH TRANSITIONAL SUPPRT	308,415	NO	5/10/2014	2012-06-27	AUDIT FOUND DEFICIENCIES IN RECORD KEEPING AND FINANCIAL OPERATIONS IN IN 2010 AND 2011 THAT HAVE BEEN CORRECTED
ATHABASCA UNIVERSITY	1 UNIVERSITY DRIVE ATHABASCA, AB T9S 3A3 CA	2012-04-20	85,000	FOR SUPPORT OF INTERACTION AND NETWORKING WITHIN THE INTERNATIONAL OER COMMUNITY	85,000	NO	8/12/2014		
CALIFORNIA EDUCATION PARTNERS	ONE LOMBARD STREET SUITE 305 SAN FRANCISCO, CA 941111130	2010-12-14	175,000	FOR A PILOT TO LAUNCH NEW DIGITALLY ENHANCED OER CURRICULUM ALIGNED WITH THE COMMON CORE	175,000	NO	7/14/2014		

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CAPITOL IMPACT LLC	1130 K STREET SUITE 250 SACRAMENTO, CA 958143939	2010-05-04	159,000	FOR GRANTEE SUPPORT SERVICES AND TECHNICAL ASSISTANCE ON GOVERNMENT FINANCE OPTIONS	159,000	NO	11/17/2013		
CENTRE FOR POLICY RESEARCH	DHARMA MARG CHANAKYAPURI NEW DELHI 110021 IN	2012-11-08	35,000	FOR STRATEGIC PLANNING FOR THE PAISA PROJECT	35,000	NO	11/25/2013		
CENTRO DE INVESTIGACION ECONOMICA Y PRES	PUEBLA 151 INT O COL ROMA NORTE MEXICO CITY 06700 MX	2012-08-21	120,000	FOR A PROJECT TO DEVELOP AN ONLINE TOOL TO SIMULATE CHANGES IN TAX POLICY IN MEXICO	120,000	NO	8/28/2013		
COLECTIVO ECOLOGISTA JALISCO AC	ROBERTO CUELLAR 4315 ZAPOPAN JALISCO C P 45040 MX	2012-01-31	125,000	FOR A CLEAN AND ENERGY EFFICIENT PUBLIC TRANSPORTATION SYSTEM PROJECT IN GUADALAJARA	125,000	NO	1/31/2014		
CONSTITUTION FOUNDATION	1861 INTERNATIONAL DR MCLEAN, VA 22102	2012-12-04	25,000	FOR SUPPORT OF OPEN TEXTBOOK CHALLENGE LICENSE FEES	25,000	NO	1/14/2014		
DEVELOPMENT INITIATIVES POVERTY RESEARCH	NORTH QUAY HOUSE QUAY SIDE BRISTOL BS1 6FL UK	2012-03-23	1,050,000	FOR THE AIDINFO PROGRAM	1,050,000	NO	5/30/2014		
DEVELOPMENT INITIATIVES POVERTY RESEARCH	NORTH QUAY HOUSE QUAY SIDE BRISTOL BS1 6FL UK	2012-11-21	18,470	FOR A COMMUNICATIONS PLAN	18,470	NO	2/26/2014		
ED LEADER 21 LLC	177 NORTH CHURCH AVENUE SUITE 305 TUCSON, AZ 85701	2012-10-03	220,000	FOR PILOTING ASSESSMENTS OF DEEPER LEARNING AND DEVELOPING A DISTRICT CERTIFICATION PROCESS	220,000	NO	1/13/2014		
EL PODER DEL CONSUMIDOR AC	ALLENDE 7 CASA 6 DF MEXICO DC MX	2012-12-10	225,000	FOR THE PROMOTION OF SUSTAINABLE TRANSPORTATION SYSTEMS AND CLEAN AIR IN MEXICO'S LARGEST CITIES	225,000	NO	12/19/2013		
EUROPEAN LEADERSHIP NETWORK	STE 7 SOUTHBANK HSE BLACK PRINCE RD LONDON SE1 7SJ UK	2012-07-31	75,000	FOR A PROJECT PROMOTING GREATER UNDERSTANDING OF MULTILATERAL NUCLEAR DISARMAMENT	66,729	NO	4/23/2014		
FACULDADES CATOLICAS	RUA MARQUES DE SAO VICENTE 225 GAVEARIO DE JANEIRO 22453-900 BR	2012-12-12	100,000	FOR A PROJECT TO EXPLORE BRAZIL'S ROLE IN THE GLOBAL NUCLEAR ORDER	92,595	NO	2/21/2014		
FUNDACAO GETULIO VARGAS	AVENIDA NOVE DE JULIO 2029 SAO PAULO 01313-902 BR	2012-11-26	100,000	FOR A PROJECT ON BRAZIL IN THE NUCLEAR ORDER	100,000	NO	4/15/2014		
FDN NOPROLIFERACION PARA LA SEGRDD GLOBL	SUIPACHA 987 10 D BUENOS AIRES C1008AAS AR	2010-05-11	120,000	FOR A BRAZILIANARGENTINE COMMISSION TO ASSESS POSSIBLE SHIFTS IN NUCLEAR POLICIES	120,000	NO	4/1/2013		
FDN NOPROLIFERACION PARA LA SEGRDD GLOBL	SUIPACHA 987 10 D BUENOS AIRES C1008AAS AR	2011-10-25	60,000	FOR A BRAZILIANARGENTINE COMMISSION TO ASSESS POSSIBLE SHIFTS IN NUCLEAR POLICIES	60,000	NO	4/1/2013		
FUNDACION TLALOC ASOCIACION CIVIL	NO 1209 COL MORELOS 2A SECCION TOLUCA C P 50120 MX	2012-07-26	55,000	FOR A PROJECT TO STRENGTHEN THE ENVIRONMENTAL MONITORING NETWORK OF TOLUCA VALLEY	55,000	NO	9/30/2013		

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GHANA CENTER FOR DEMOCRATIC DEVELOPMENT	NO 95 NORTEI ABABIO LOOP ACCRA GH	2011-12-07	224,000	FOR A PROJECT TO PROVIDE CITIZENS WITH INFORMATION ON THE PERFORMANCE OF PUBLIC OFFICIALS IN GHANA	224,000	NO	12/12/2013		
GLOBAL CAMPAIGN FOR EDUCATION	2325 STURDEE AVENUE ROSEBANK JOHANNESBURG SF	2012-05-10	507,000	FOR A PROJECT TO INCREASE AND IMPROVE FINANCING FOR QUALITY EDUCATION IN DEVELOPING COUNTRIES	507,000	NO	11/19/2013		
INCTVA CIUDADANA Y DSRRL SCL INCIDE SO	HILARIO PEREZ DE LEON NO 80 MEXICO CITY 03440 MX	2011-08-24	150,000	FOR STRENGTHENING A CITIZENS' SOCIAL POLICY OBSERVATORY	150,000	NO	11/18/2013		
INSTITUT POUR L'EDUCATION POPULAIRE	BP 42 A KATI ML	2012-08-09	990,507	FOR A BILINGUAL INSTRUCTIONAL APPROACH AND CAPACITY BUILDING IN SCHOOLS AND COMMUNITIES IN MALI	990,507	NO	5/13/2014	2013-05-21	VERIFICATION SUGGESTED NEED FOR ADDITIONAL TRAINING IN RECORD KEEPING AND FINANCIAL OPERATIONS APPROPRIATE TRAINING HAS BEEN PROVIDED TO GRANTEE
INTERNATIONAL PLANNED PARENTHOOD FED	RUE ROYALE 146 B1000 BRUSSELS BE	2012-11-20	194,000	FOR ACTIVITIES OF THE EURONGOS SECRETARIAT	166,767	NO	3/5/2014		
MANGO TREE EDUCATIONAL ENTERPRISES LTD	PO BOX 25312 PLOT 1479 NAALYA RD KAMPALA UG	2012-12-12	351,112	FOR THE EXPANSION OF A PROGRAM TO IMPROVE SCHOOL READING INSTRUCTION IN LANGO AND ENGLISH	351,112	NO	12/4/2013		
MANGO TREE EDUCATIONAL ENTERPRISES LTD	PO BOX 25312 PLOT 1479 NAALYA RD KAMPALA UG	2011-12-09	377,888	FOR THE EXPANSION OF A PROGRAM TO IMPROVE SCHOOL READING INSTRUCTION IN LANGO AND ENGLISH	377,888	NO	12/4/2013		
MANGO TREE EDUCATIONAL ENTERPRISES LTD	PO BOX 25312 PLOT 1479 NAALYA RD KAMPALA UG	2012-12-04	30,200	FOR STAFF AND FUND DEVELOPMENT	30,200	NO	12/4/2013		
MONTEREY INSTITUTE OF TECH & EDUCATION	PO BOX 890 MARINA, CA 939330890	2012-03-23	400,000	FOR OER DEVELOPMENTAL MATH COURSES FOR COMMUNITY COLLEGES	400,000	NO	4/12/2013		
MONTEREY INSTITUTE OF TECH & EDUCATION	PO BOX 890 MARINA, CA 939330890	2012-04-11	200,000	FOR FACILITATING SEARCH AND DISCOVERY OF PERSONALIZED EDUCATIONAL RESOURCES	169,283	NO	3/28/2013		
MONTEREY INSTITUTE OF TECH & EDUCATION	PO BOX 890 MARINA, CA 939330890	2011-11-30	250,000	FOR PILOTING AN OER SUSTAINABILITY MODEL	250,000	NO	4/18/2014		
MONTEREY INSTITUTE OF TECH & EDUCATION	PO BOX 890 MARINA, CA 939330890	2011-01-20	800,000	FOR OER DEVELOPMENTAL MATH COURSES FOR COMMUNITY COLLEGES	800,000	NO	4/12/2013		
NEPAD BUSINESS FOUNDATION	3RD FLOOR 359 RIVONIA BOULEVARD RIVONIA 2128 SF	2012-08-30	503,621	FOR SUPPORT OF THE REMOVING THE BARRIERS PROGRAM	503,621	NO	8/30/2014		
NEW ZEALAND FAMILY PLANNING ASSOCIATION	203209 WILLIS STREET PO BOX 11515 WELLINGTON NZ	2012-11-28	135,000	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS IN THE PACIFIC REGION	63,456	NO	9/24/2013		
OEUVRE MLNNE D'AIDE A L'ENFANCE DU SAHEL	BP 2323 BAMAKO ML	2012-10-09	733,250	FOR THE IMPLEMENTATION OF A CIVIL SOCIETY INITIATIVE TO ASSESS STUDENT LEARNING IN MALI	733,250	NO	4/3/2014		

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OPEN KNOWLEDGE FOUNDATION	37 PANTON STREET CAMBRIDGE CB2 1HL UK	2012-07-27	158,500	FOR A PROJECT TO DEVELOP AND EXPAND THE SCHOOL OF DATA	158,500	NO	5/30/2014		
OPEN SOCIETY FOUNDATION	7TH FLOOR MILLBANK TOWER 2124 LONDON SW1P 4QP UK	2012-06-25	305,000	FOR THE TRANSPARENCY AND ACCOUNTABILITY INITIATIVE A DONOR COLLABORATIVE	305,000	NO	3/27/2014		
OPEN SOCIETY FOUNDATION	7TH FLOOR MILLBANK TOWER 2124 LONDON SW1P 4QP UK	2012-09-07	400,000	FOR PUBLISH WHAT YOU PAY A GLOBAL CAMPAIGN FOR NATURAL RESOURCE REVENUE TRANSPARENCY	400,000	NO	12/2/2013		
OVERSEAS DEVELOPMENT INSTITUTE	111 WESTMINSTER BRIDGE ROAD LONDON SE1 7JD UK	2011-09-28	384,000	FOR A PROJECT TO PRESENT EVIDENCE AND RECOMMENDATIONS FOR THE POST2015 GLOBAL DEVELOPMENT FRAMEWORK	384,000	NO	7/11/2014		
PARTNERS IN POPULATION AND DEVELOPMENT	PO BOX 2666 KAMPALA UG	2012-07-27	700,000	FOR BUILDING THE CAPACITY OF AFRICAN POLICYMAKERS FOR REPRODUCTIVE HEALTH ISSUES	700,000	NO	4/28/2014	2012-07-26	AUDIT FOUND DEFICIENCIES IN RECORD KEEPING IN 2007 AND 2008 THAT HAVE BEEN CORRECTED
PARTNERSHIP AFRICAN SOCIAL & GOVERNANCE	MARA ROAD PO BOX 7641800508 NAIROBI KE	2012-12-10	200,000	FOR COORDINATING INPUT FROM AFRICAN RESEARCHERS ON THE POST2015 GLOBAL DEVELOPMENT GOALS	76,061	NO	3/13/2014		
PUBLISH WHAT YOU FUND	SOUTHBANK HOUSE BLACK PRINCE ROAD LONDON SE1 7SJ UK	2012-12-12	450,000	FOR THE GLOBAL CAMPAIGN FOR AID TRANSPARENCY	450,000	NO	11/14/2013		
RAISING VOICES	PO BOX 6770 PLOT 16 TUFNELL DRIVE KAMPALA UG	2012-04-18	288,000	FOR IMPLEMENTING A GOOD SCHOOLS TOOLKIT TO IMPROVE THE CLASSROOM ENVIRONMENT IN UGANDAN SCHOOLS	288,000	NO	3/25/2014		
REPRODUCTIVE HEALTH MATTERS	444 HIGHGATE STUDIOS 5379 HIGHGATE LONDON NW5 1TL UK	2012-03-23	166,667	FOR THE CHARITABLE PURPOSES OF THE REPRODUCTIVE HEALTH MATTERS JOURNAL	166,667	NO	3/27/2014		
RIKSFORBUNDET FOR SEXUELL UPPLYSNING	PO BOX 4331 STOCKHOLM SE- 102 67 SW	2012-11-02	150,000	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	150,000	NO	3/7/2014		
SEX OG POLITIKK	TRONDHEIMSVEIEN 2 B N 0560 OSLO NO	2012-07-31	50,000	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	50,000	NO	3/27/2014		
SEX OG SAMFUND	ROSENORNS ALLE 14 1 COPENHAGEN 1634 DA	2012-08-21	150,000	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	150,000	NO	3/7/2014		
SOCIALTIC AC	RIO POO 73 INT 6COL CUAUHTEMOCDEL MEXICO CITY 06500 MX	2012-12-05	50,000	FOR THE CHARITABLE PURPOSES OF STRENGTHENING ORGNZATNL CAPACITY AND FURTHERING TRANSPARENCY	50,000	NO	5/30/2014		
SOUTH AFRICAN INST FOR DISTANCE EDUCATN	PO BOX 31822 BRAAMFONTEIN 2017 SF	2011-08-02	1,294,000	FOR THE OER AFRICA PROJECT	1,294,000	NO	1/31/2014		
SOUTH AFRICAN INST FOR DISTANCE EDUCATN	PO BOX 31822 BRAAMFONTEIN 2017 SF	2010-09-24	137,500	FOR THE CREATION OF AN AFRICAN TEACHER EDUCATION OER NE NETWORK	137,500	NO	2/26/2013		

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STUDENT ACHIEVEMENT PARTNERS LLC	1 UNION SQUARE SOUTH 22E NEW YORK, NY 10003	2012-01-17	200,000	FOR DEVELOPMENT OF EXEMPLAR INSTRUCTIONAL UNITS FOCUSING ON INDEPTH READING AND WRITING	200,000	NO	10/7/2013		
THE CHINA INSTITUTE OF INTERNATIONAL STU	NO3 TAIJICHANG TOUTIAO DONG CHENG BEIJING 100005 CH	2012-09-14	50,000	FOR MEETINGS AMONG US AND CHINESE EXPERTS ON CHINA'S ROLE IN GLOBAL DISARMAMENT	50,000	NO	3/26/2014		
THE COMMONWEALTH OF LEARNING	1055 WEST HASTINGS STREET STE 1200 VANCOUVER, BC V6E 2E9 CA	2012-12-14	160,000	FOR INTERNATIONAL OER CAPACITY BUILDING	58,074	NO	10/22/2013		
THE OPEN EDUCATION RESOURCE FDN LTD	OTAGO POLYTECHNIC 3RD FLOOR F BLOCK DUNEDIN 9016 NZ	2012-08-28	50,000	FOR A NETWORK OF POSTSECONDARY INSTITUTIONS TO DEVELOP PATHWAYS TO GAIN ACADEMIC CREDIT THROUGH OER	50,000	NO	1/23/2014		
THE OPEN EDUCATION RESOURCE FDN LTD	OTAGO POLYTECHNIC 3RD FLOOR F BLOCK DUNEDIN 9016 NZ	2010-03-17	200,000	FOR IMPROVING REUSE AND INTEROPERABILITY BETWEEN PRJCTS AND TRAINING EDUCATORS TO DEVELOP OER	200,000	NO	4/22/2012		
UGANDA NATIONAL NGO FORUM	MUYENGA TANK HILL ROAD PO BOX 4636 KAMPALA UG	2012-11-20	345,000	FOR SUPPORT OF THE LEARNING AGENDA PLATFORM	153,991	NO	11/25/2013		
UNIVERSITE CHEIKH ANTA DIOP DE DAKAR	PO BOX 45550 DAKARFANN SG	2012-11-21	600,000	FOR ESTABLISHMENT OF A BAROMETER FOR ASSESSING THE QUALITY OF LEARNING IN SENEGAL	600,000	NO	6/24/2014		
UNIVERSITE DE OUAGADOUGOU	INSTITUT SUPERIEUR DES SCIENCES OUAGADOUGOU UV	2011-11-30	150,000	FOR ISSP'S PROGRAM TO TRAIN POPULATION SCHOLARS	150,000	NO	7/31/2014		
VAESTOLIITTO RY	PO BOX 849 HELSINKI 00101 FI	2012-08-07	225,000	FOR ADVANCING SEXUAL AND REPRODUCTIVE HEALTH AND RIGHTS	213,626	NO	3/7/2014		
WITS HEALTH CONSORTIUM PTY LTD	8 BLACKWOOD AVENUE PARKTOWN JOHANNESBURG 2193 SF	2011-07-13	500,000	FOR THE MATERNAL ADOLESCENT AND CHILD HEALTH PROGRAM MATCH	433,349	NO	3/7/2014		

TY 2013 General Explanation Attachment**Name:** THE WILLIAM & FLORA HEWLETT FOUNDATION**EIN:** 94-1655673

Identifier	Return Reference	Explanation
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INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS	PART II - BALANCE SHEET, LINE 10A	DESCRIPTION ENDING BOOK VALUE/FMV 912828UH1-US TREAS-CPI INFLAT (48,265,368) 912828TR1-U S TREASURY NOTE (47,847,862) 912828QV5-US TREAS-CPI INFLAT (46,263,248) 912828TE0-US TREAS-CPI INFLAT (35,202,875) 912810FS2-US TREAS-CPI INFLAT (30,663,855) 912810FR4-US TREAS-CPI INFLAT (23,159,526) 912828UH1-US TREAS-CPI INFLAT (22,298,600) 912828TE0-US TREAS-CPI INFLAT (21,862,137) 912810PS1-US TREAS-CPI INFLAT (21,667,367) 912828VM9-US TREAS-CPI (17,597,758) 912828RE2-U S TREASURY NOTE (17,557,146) 912828UX6-US TREAS-CPI INFLAT (16,530,894) 01F040628-COMMIT TO PUR FNMA SF MTG (15,440,625) 912828NT3-U S TREASURY NOTE (15,120,234) 01F040610-COMMIT TO PUR FNMA SF MTG (14,573,125) 01F040628-COMMIT TO PUR FNMA SF MTG (14,430,938) 01F030611-COMMIT TO PUR FNMA SF MTG (13,382,578) 912828KD1-U S TREASURY NOTE (13,360,338) 912828BW9-US TREAS-CPI INFLAT (13,142,575) 01F040610-COMMIT TO PUR FNMA SF MTG (11,465,781) 01F040610-COMMIT TO PUR FNMA SF MTG (11,357,930) 912828PP9-US TREAS-CPI INFLAT (11,289,693) 912828QD5-US TREAS-CPI INFLAT (11,123,659) 912828QD5-US TREAS-CPI INFLAT (11,098,075) 01F032617-COMMIT TO PUR FNMA SF MTG (10,926,960) 912828LA6-US TREAS-CPI INFLAT (10,367,947) 912828RR3-U S TREASURY NOTE (10,353,495) 912828LA6-US TREAS-CPI INFLAT (10,184,123) 912810RA8-US TREAS-CPI INFLAT (10,107,908) 912828UX6- US TREAS-CPI INFLAT (9,072,346) 912828QV5-US TREAS-CPI INFLAT (8,491,403) 01N030612-COMMIT TO PUR GNMA SF MTG (7,755,938) 01F040610-COMMIT TO PUR FNMA SF MTG (7,227,773) 01F040628-COMMIT TO PUR FNMA SF MTG (7,183,750) 912828MF4-US TREAS-CPI INFLAT (6,838,411) 912828NM8-US TREAS-CPI INFLAT (6,523,251) 01F022618-COMMIT TO PUR FNMA SF MTG (6,364,531) 912828UX6-US TREAS-CPI INFLAT (5,917,672) 01N030612-COMMIT TO PUR GNMA SF MTG (5,804,063) 01F042616-COMMIT TO PUR FNMA SF MTG (5,331,445) DESCRIPTION ENDING BOOK VALUE/FMV 01F042616-COMMIT TO PUR FNMA SF MTG (5,324,219) 01F042624-COMMIT TO PUR FNMA SF MTG (5,314,063) 01F040610-COMMIT TO PUR FNMA SF MTG (5,205,469) EDB4JQ9S0-BUNDESREPUBLIK DEUTSVL-INFLAT (5,164,164) 01F030611-COMMIT TO PUR FNMA SF MTG (4,844,531) 01F030611-COMMIT TO PUR FNMA SF MTG (4,758,594) 912828UX6-US TREAS-CPI INFLAT (4,742,363) 01F030629-COMMIT TO PUR FNMA SF MTG (4,733,594) 912828VB3-U S TREASURY NOTE (4,394,114) 02R042611-COMMIT TO PUR FHLMC GOLD SFM (4,230,000) 912828TR1-U S TREASURY NOTE (4,210,612) 912828QB9-U S TREASURY NOTE (4,194,114) 912828DH0-US TREAS-CPI INFLAT (4,186,249) 01F040610-COMMIT TO PUR FNMA SF MTG (4,175,000) 01F040610-COMMIT TO PUR FNMA SF MTG (4,164,375) 01F040610-COMMIT TO PUR FNMA SF MTG (4,130,156) 01F040628-COMMIT TO PUR FNMA SF MTG (4,123,125) 912828VS6-U S TREASURY NOTE (4,108,793) 912828HN3-US TREAS-CPI INFLAT (4,082,553) 912810EK0-U S TREASURY BOND (4,079,843) 912828RF9-U S TREASURY NOTE (4,049,478) 912828HN3-US TREAS-CPI INFLAT (4,031,727) 912828LA6-US TREAS-CPI INFLAT (3,996,720) 912828MY3-US TREAS-CPI INFLATION 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912828UH1-US TREAS- CPI INFLAT (1,257,144) 912810FT0-U S TREASURY BOND (1,142,922) EX0907538-UNITED KINGDOM GILT 8MO- INFLAT (1,097,244) 01F040610-COMMIT TO PUR FNMA SF MTG (1,043,750) 01F040610-COMMIT TO PUR FNMA SF MTG (1,041,094) 01F040610-COMMIT TO PUR FNMA SF MTG (1,041,094) 01F040610-COMMIT TO PUR FNMA SF MTG (1,027,734) 912810QS0-U S TREASURY BOND (1,000,983) 912810RB6-U S TREASURY BOND (972,564) 912828SQ4-US TREAS-CPI INFLATION INDEX (955,004) 912828TE0-US TREAS-CPI INFLAT (886,463) 912810EG9-U S TREASURY BOND (871,250) 912810PV4-US TREAS-CPI INFLAT (845,334) 912828NM8-US TREAS-CPI INFLAT (815,406) 912810ES3-U S TREASURY BOND (719,911) 912828PP9-US TREAS-CPI INFLAT (684,224) 912828UH1-US TREAS-CPI INFLAT (676,924) 912810EW4-U S TREASURY BOND (657,925) AAB3WCKZ9-AUSTRALIA GOVERNMENT BOND (600,274) 912828KM1-US TREAS-CPI INFLAT (556,272) 912828SA9-US TREAS-CPI INFLAT (501,423) 912828TY6-U S TREASURY NOTE (361,064) 99F183C4A-US 5YR TREAS NTS FUTURE (CBT) (225,246) AAB29VJ61-NEW SOUTH WALES TREASURY CORP (200,702) 99F183C4A-US 5YR TREAS NTS FUTURE (CBT) (190,496) 99F1389NM-US 10YR TREAS NTS FUT MAR 14 (126,297) 99F139C4A-US 10YR TREAS NTS FUTURE (CBT) (63,672) 99F139C4A-US 10YR TREAS NTS FUTURE (CBT) (36,367) 99F1389BM-US 10YR TREAS NTS FUT MAR 14 (4,281) 313398VT3-FHLMC MULTICLASS MTG 35 A 1,845 31409JXM7-FNMA POOL #0872884 2,019 3128GMG20-FHLMC POOL #E8-4717 2,132 31411AU86- FNMA POOL #0902507 2,492 3128GL6C1-FHLMC POOL #E8-4467 2,633 3128GKA95-FHLMC POOL #E8-2732 2,977 31413G6E5-FNMA POOL #0945569 4,764 31409G4Q6-FNMA POOL #0871231 5,256 DESCRIPTION ENDING BOOK VALUE/FMV 31339WVY9-FHLMC MULTICLASS MTG 2437 FD 8,721 31391FQH4-FNMA POOL #0665656 9,116 31340YBH1-FHLMC MULTICLASS MTG 6 C 10,361 31411AKT1-FNMA POOL #0902206 11,778 31388Q4L0-FNMA POOL #0612027 11,954 31371KP39-FNMA POOL #0254342 12,948 31419A4R5-FNMA POOL #0AE0831 13,643 31419AG43-FNMA POOL #0AE0218 14,728 31389E5G6-FNMA POOL #0623747 15,449 31389VKD8-FNMA POOL #0636692 15,558 31412YT2-FNMA POOL 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#0720209 145,538 31417VN66-FNMA POOL #0AC8512 150,983 3138AAAYX3-FNMA POOL #0AH8825 154,746 31416JFT3-FNMA POOL #0AA1077 171,355 31393TH3-FNMA GTD REMIC P/T 04-11 A 171,592 31412DLW6-FNMA POOL #0922041 182,127 83162CRL9- SBA GTD PARTN CTFS 2007-20L 1 191,788 912828VM9-US TREAS-CPI 193,592 3137EADL0-FEDERAL HOME LN MTG CORP 197,658 912828SS0-U S TREASURY NOTE 199,406 912828TF7-U S TREASURY NOTE 200,024 912828VL1-U S TREASURY NOTE 200,250 AAB29VJ61-NEW SOUTH WALES TREASURY CORP 209,048 452024GT3-ILLINOIS ST MUNI ELEC AGY PWR 210,028 912828SQ4-US TREAS-CPI INFLATION INDEX 211,386 31418UVG6-FNMA POOL #0AD6914 213,156 744434CW9-PUBLIC PWR GENERATION AGY NE R 213,620 912810PW2-U S TREASURY BOND 217,688 646139Z73-NEW JERSEY ST TURNPIKE AUTH 221,688 31392TEK9- FHLMC MULTICLASS MTG 2480 Z 228,444 3128CULW4-FHLMC POOL #G3-0341 235,446 3137ACS26-FHLMC MULTICLASS MTG 3901 LA 248,342 13063A5E0-CALIFORNIA ST 255,174 DESCRIPTION ENDING BOOK VALUE/FMV 31403YNE9-FNMA POOL #0761889 261,220 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SALES 561,090 31417VQW6-FNMA POOL #0AC8568 561,101 912828VQ0-UNITED STATES TREASURY NOTE 594,612 912828RQ5-U S TREASURY NOTE 601,146 31406P5A3-FNMA POOL #0816341 616,588 31418M7H9-FNMA POOL #0AD0895 622,187 912810EW4-U S TREASURY BOND 638,280 31393UAJ2-FNMA GTD REMIC P/T 03- W17 1A6 643,221 912810FS2-US TREAS-CPI INFLAT 651,371 59259YGG8-MET TRANSPRTN AUTH NY REVENUE 652,566 31419AMV6-FNMA POOL #0AE0371 658,313 912828PP9-US TREAS-CPI INFLAT 672,857 3135GOMZ3-FEDERAL NATL MTG ASSN 691,124 912810ES3-U S TREASURY BOND 706,330 31371NEY7-FNMA POOL #0256751 768,326 DESCRIPTION ENDING BOOK VALUE/FMV 3138E6VQ6-FNMA POOL #0AK2422 781,719 3137EADJ5-FEDERAL HOME LN MTG CORP 794,944 912828NM8-US TREAS-CPI INFLAT 801,505 912828RB8-U S TREASURY NOTE 801,872 912828QM5-U S TREASURY NOTE 802,656 912810PV4-US TREAS- CPI INFLAT 834,375 912810EG9-U S TREASURY BOND 842,064 072024PY2-BAY AREA CA TOLL AUTH TOLL BRI 850,003 912828TE0-US TREAS-CPI INFLAT 875,015 3620A9V32-GNMA POOL #0723434 943,508 912810QS0-U S TREASURY BOND 974,840 912810RB6-U S TREASURY BOND 983,499 LM9423426-MEXICAN BONOS 991,245 912828TL4-U S TREASURY NOTE 1,000,860 912828VV7-U S TREASURY NOTE 1,005,940 LMBANDCC7-MEXICAN BONOS 1,026,572 01F040610-COMMIT TO PUR FNMA SF MTG 1,027,734 01F040610- COMMIT TO PUR FNMA SF MTG 1,032,188 EIB644HQ4-ITALY BUONI POLIENNACPI-INFLAT 1,061,942 912810FT0-U S TREASURY BOND 1,112,660 650014TJ2-NEW YORK ST THRUWAY AUTH 2ND G 1,117,540 EX0907538-UNITED KINGDOM GILT 8MO-INFLAT 1,120,818 DVBH7J9M4-REPUBLIC OF SLOVENIA 1,133,391 31417TNK0-FNMA POOL #0AC6693 1,136,927 31398GUJ6-FNMA GTD REMIC P/T 09-106 FA 1,142,287 912828UH1-US TREAS-CPI INFLAT 1,241,536 AAB3WCKZ9-AUSTRALIA GOVERNMENT BOND 1,284,862 ANBNFXK8-NEW ZEALAND GOVERNMENT -INFLAT 1,309,469 235308RA3-DALLAS TX INDEP SCH DIST 1,334,856 LMB9563G2-MEX BONOS PROTECC AHORRO 1,392,431 912810QP6-US TREAS-CPI INFLAT 1,437,067 912810FQ6-US TREAS-CPI INFLAT 1,437,179 EIB7MVPN0-ITALY BUONI POLIENNALI DEL TES 1,446,430 3137EADH9-FEDERAL HOME LN MTG CORP 1,491,000 912828VWA4-U S TREASURY NOTE 1,597,008 3137EADM8-FEDERAL HOME LN MTG CORP 1,610,478 3135GOGY3-FEDERAL NATL MTG ASSN 1,619,248 EIB17NBL7-ITALY BUONI POLIENNA CPI-INFLAT 1,641,863 AAB29HRS5-NEW SOUTH WALES TRECIB1-INFLAT 1,678,999 912828A59-U S TREASURY NOTE 1,693,098 AAB24GV08-AUSTRALIA GOVERNMENT BOND 1,701,528 DESCRIPTION ENDING BOOK VALUE/FMV 912810QF8-US TREAS-CPI INFLAT 1,755,226 912828WD8- U S TREASURY NOTE 1,764,702 59259NZH9-MET TRANSPRTN AUTH NY DEDICATE 1,815,366 01N022619- COMMIT TO PUR GNMA SF MTG 1,835,860 912828UU2-U S TREASURY NOTE 2,040,276 01F030413-COMMIT TO PUR FNMA SF MTG 2,041,020 01F032419-COMMIT TO PUR FNMA SF MTG 2,091,480 912828ET3-US TREAS-CPI INFLAT 2,131,091 912810QP6-US TREAS-CPI INFLAT 2,136,695 01F050627-COMMIT TO PUR FNMA SF MTG 2,165,780 01F050619-COMMIT TO PUR FNMA SF MTG 2,171,094 01F050619-COMMIT TO PUR FNMA SF MTG 2,171,094 31416BK72-FNMA POOL #0995018 2,196,922 912810RA8-US TREAS-CPI INFLAT 2,244,402 912828TE0-US TREAS-CPI INFLAT 2,432,250 912810QV3-US TREAS-CPI INFLAT 2,728,580 912828JX9-US TREAS-CPI INFLAT 2,798,014 912828GX2-US TREAS-CPI INFLAT 2,907,077 912828JE1-US TREAS-CPI INFLAT 2,918,059 912810PZ5-US TREAS-CPI INFLAT 2,936,261 912828HN3-US TREAS-CPI INFLAT 2,966,565 912810PV4-US TREAS-CPI INFLAT 2,972,835 912810PZ5-US TREAS-CPI INFLAT 3,142,861 EEB75GM79-SPAIN GOVERNMENT BOND 3,144,959 912828LA6-US TREAS-CPI INFLAT 3,163,934 912810PS1-US TREAS-CPI INFLAT 3,193,002 912828GD6-US TREAS-CPI INFLAT 3,319,386 912810PV4-US TREAS-CPI INFLAT 3,461,541 912828SQ4-US TREAS-CPI INFLATION INDEX 3,485,494 912810FD5-US TREAS-CPI INFLAT 3,506,722 912828QU7-U S TREASURY NOTE 3,509,695 912810QQ4-U S TREASURY BOND 3,580,500 EIB96T261-ITALY BUONI POLIENNA CPI-INFLAT 3,622,479 912828SA9-US TREAS-CPI INFLAT 3,667,159 912828MF4-US TREAS- CPI INFLAT 3,708,525 912828ET3-US TREAS-CPI INFLAT 3,789,739 912810FS2-US TREAS-CPI INFLAT 3,809,632 912828FL9-US TREAS-CPI INFLAT 3,815,263 912828EA4-US TREAS-CPI INFLAT 3,820,052 912828MY3-US TREAS-CPI INFLATION INDEX 3,963,482 912828HN3-US TREAS-CPI INFLAT 3,996,585 DESCRIPTION ENDING BOOK VALUE/FMV 912810FH6-US TREAS-CPI INFLAT 3,998,899 912828V56-U S TREASURY NOTE 4,033,302 912828DH0-US TREAS-CPI INFLAT 4,126,838 01F040610-COMMIT TO PUR FNMA SF MTG 4,130,156 01F040610-COMMIT TO PUR FNMA SF MTG 4,130,156 912828QB9-U S TREASURY NOTE 4,133,688 01F040610-COMMIT TO PUR FNMA SF MTG 4,135,938 912828DH0-US TREAS-CPI INFLAT 4,156,603 912828MY3-US TREAS-CPI INFLATION INDEX 4,156,819 912810EK0-U S TREASURY BOND 4,173,510 02R042611-COMMIT TO PUR FHLMC GOLD SFM 4,232,360 912828UR9-U S TREASURY NOTE 4,284,148 912828VB3-U S TREASURY NOTE 4,326,384 01F030629-COMMIT TO PUR FNMA SF MTG 4,734,000 912828UX6-US TREAS-CPI INFLAT 4,737,235 01F030611-COMMIT TO PUR FNMA SF MTG 4,747,070 912828RE2-U S TREASURY NOTE 4,775,616 EDB4JQ9S0-BUNDESREPUBLIK DEUTSVL-INFLAT 5,160,341 01F042624-COMMIT TO PUR FNMA SF MTG 5,281,450 01F042616-COMMIT TO PUR FNMA SF MTG 5,331,445 01F042616-COMMIT TO PUR FNMA SF MTG 5,331,445 912810FR4-US TREAS-CPI INFLAT 5,430,722 912828A34-U S TREASURY NOTE 5,577,963 912828NM8-US TREAS-CPI INFLAT 5,679,731 912828WF3-U S TREASURY NOTE 5,682,615 912828A75-U S TREASURY NOTE 6,328,000 01F022618-COMMIT TO PUR FNMA SF MTG 6,334,440 912828PP9-US TREAS-CPI INFLAT 6,375,432 912828NM8-US TREAS-CPI INFLAT 6,412,039 912828QV5-US TREAS-CPI INFLAT 6,536,589 912828MF4-US TREAS-CPI INFLAT 6,722,485 912828SA9-US TREAS-CPI INFLAT 6,830,028 912828UH1-US TREAS-CPI INFLAT 6,952,589 912828TE0-US TREAS-CPI INFLAT 7,019,009 912828VM9-US TREAS-CPI 7,041,933 01F040628-COMMIT TO PUR FNMA SF MTG 7,205,625 01F040610-COMMIT TO PUR FNMA SF MTG 7,205,660 01F040610-COMMIT TO PUR FNMA SF MTG 7,217,656 912828RF9-U S TREASURY NOTE 7,267,536 912828QD5-US TREAS-CPI INFLAT 7,331,453 912828SQ4-US TREAS-CPI INFLATION INDEX 8,256,637 DESCRIPTION ENDING BOOK VALUE/FMV 912828UX6-US TREAS-CPI INFLAT 9,181,631 912810RA8-US TREAS-CPI INFLAT 9,906,459 912828RR3-U S TREASURY NOTE 10,212,615 01F032617-COMMIT TO PUR FNMA SF MTG 10,945,000 912828PP9-US TREAS-CPI INFLAT 11,102,136 01F040610-COMMIT TO PUR FNMA SF MTG 11,357,930 01F040610-COMMIT TO PUR FNMA SF MTG 11,357,930 912828BW9-US TREAS-CPI INFLAT 13,005,352 912828KD1-U S TREASURY NOTE 13,097,625 912828QD5-US TREAS-CPI INFLAT 13,466,505 01F040610-COMMIT TO PUR FNMA SF MTG 14,475,781 912828NT3-U S TREASURY NOTE 14,794,495 01N030612-COMMIT TO PUR GNMA SF MTG 15,451,200 912828LA6-US TREAS- CPI INFLAT 16,521,970 912828RE2-U S TREASURY NOTE 17,411,100 01F030611-COMMIT TO PUR FNMA SF MTG 18,036,700 912828VM9-US TREAS-CPI 18,656,571 912810PS1-US TREAS-CPI INFLAT 21,382,289 912810FR4-US TREAS-CPI INFLAT 22,898,764 912810FS2-US TREAS-CPI INFLAT 30,311,325 912828UX6-US TREAS-CPI INFLAT 33,049,546 01F040628-COMMIT TO PUR FNMA SF MTG 33,866,250 912828TR1-U S TREASURY NOTE 51,734,488 912828QV5-US TREAS-CPI INFLAT 53,921,345 912828TE0-US TREAS-CPI INFLAT 56,364,494 912828UH1-US TREAS-CPI INFLAT 70,430,656 ----- TOTAL 218,918,878

Identifier	Return Reference	Explanation
INVESTMENTS - CORPORATE STOCK	PART II - BALANCE SHEET, LINE 10B	DESCRIPTION ENDING BOOK VALUE/FMV EX82659AG-EURO STOXX 50 P INDEX (2,210,232) EX82659AE-EURO STOXX 50 P INDEX (1,182,267) EX82659AF-EURO STOXX 50 P INDEX (1,163,265) 99I0009AH-S & P 500 INDEX (SPX) (361,900) 7839979AN-S & P 500 4FLEX INDEX (290,831) 7839979AL-S & P 500 4FLEX INDEX (268,340) 7839959AZ-S & P 500 4FLEX INDEX (227,861) 99I1099AK-S & P 500 INDEX (SPX) (164,680) 99I0019AG-S & P 500 INDEX (SPX) (140,140) 7839979AQ-S & P 500 4FLEX INDEX (109,475) 7839959AX-S & P 500 4FLEX INDEX (108,511) 99I0009AL-S & P 500 INDEX (SPX) (80,100) 7839969MG-S & P 500 4FLEX INDEX (75,191) 7839979AU-S & P 500 4FLEX INDEX (67,687) 7839979AS-S & P 500 4FLEX INDEX (62,245) 7839979AW-S & P 500 4FLEX INDEX (59,934) 7839969MD-S & P 500 4FLEX INDEX (59,745) 7839969MJ-S & P 500 4FLEX INDEX (59,479) 99I0009MQ-S & P 500 INDEX (SPX) (46,800) 7839979MZ-S & P 500 4FLEX INDEX (37,835) 99I0019ML-S & P 500 INDEX (SPX) (20,930) 7839979MV-S & P 500 4FLEX INDEX (14,522) 7839979MW-S & P 500 4FLEX INDEX (12,541) 7839959MF-S & P 500 4FLEX INDEX (10,805) 99I0009MN-S & P 500 INDEX (SPX) (7,990) 99QACESH2-VAR UL GOLDLNPINDEX (7,007) 99QABH9DA-INF FLR CPURNSA 216 687 @0 (5,585) 7839959ME-S & P 500 4FLEX INDEX (4,993) 99QABH9DA-INF FLR CPURNSA 216 687 @0 (3,794) 99QACJBN6-VARS LPH4 0 048400 DUB (3,080) 99QACHZR5-VARS LPH4 050625 DUB (2,947) 99I1219MK-S & P 500 INDEX (SPX) (2,300) 99QACH606-VARS LPH4 0 0484 DUB (1,711) 99QABG9OB-INF FLOOR CPURNSA 215 949 (1,226) 99QABG9OD-INF FLR CPURNSA 215 949 (1,187) 99QACKES9-VARS GOLDLNPINDEX 0 06125625 GST (555) EX99V190A-PLTMLNPINDEX (348) 99QABM9UE-INF FLR CPURNSA 217 965 @0 (303) 99QABM9UE-INF FLR CPURNSA 217 965 @0 (303) EX99V190B-PLTMLNPINDEX (46) DESCRIPTION ENDING BOOK VALUE/FMV EBB3B9KQ3-GDF SUEZ VVPR STRIP 6 7839959AY-S & P 500 4FLEX INDEX 8 7839959MD-S & P 500 4FLEX INDEX 36 99QACK0L9-VARS NGG 4 0 1521 MYC 122 99QACKNZ3-VARS GOLDLNPINDEX 0 047961 MYC 280 7839979MT-S & P 500 4FLEX INDEX 318 7839959AC-S & P 500 4FLEX INDEX 375 99I1099AJ-S & P 500 INDEX (SPX) 460 7839979AV-S & P 500 4FLEX INDEX 571 7839979AT-S & P 500 4FLEX INDEX 599 99QACKZX5-VARS NGG 4 0 18275625 MYC 721 99QACKZW7-VARS NGG4 0 18705625 CBK 807 929042851-VORNADO REALTY TRUST 988 69360J685-PS BUSINESS PARKS INC 1,010 11120U105-BRIXMOR PROPERTY GROUP INC 1,017 23317H805-DDR CORP 1,045 99QACKER1-VARS SLVRLND 0 1089 GST 1,068 7839979MU-S & P 500 4FLEX INDEX 1,090 43300A104-HILTON WORLDWIDE HOLDINGS INC 1,113 264411745-DUKE RLTY CORP DEP SH REPSTG 1,133 929042802-VORNADO RLTY TR PFD SER G 1,151 917286700-URSTADT BIDDLE PROPERTIES INC 1,152 74460D125-PUBLIC STORAGE 1,155 99QACH580-VARS LAH4 0 038025 DUB 1,184 7839979MX-S & P 500 4FLEX INDEX 1,198 444097208-HUDSON PACIFIC PROPERTIES INC 1,311 99QACK0M7-VARS NGH4 0 156025 MYC 1,390 99QACKLT9-VARS GOLDLNPINDEX 0 0484 MYC 1,507 99I1219MJ-S & P 500 INDEX (SPX) 1,840 99QACHZQ7-VARS LAH4 04 DUB 1,866 99QACJWG8-VARS PLTMLNPINDEX 0 0484 GST 1,888 99QACKT87-VARS NGG4 0 1764 JPM 1,903 99QACCT44-2014 AUG 06 1,967 99QACJBP1-VARS LAH4 0 038025 DUR 2,106 69360J719-PS BUSINESS PARKS INC 2,185 7839979AR-S & P 500 4FLEX INDEX 2,234 99I0009AM-S & P 500 INDEX (SPX) 2,700 7839979AX-S & P 500 4FLEX INDEX 2,856 7839979AM-S & P 500 4FLEX INDEX 3,235 23317H607-DDR CORP 3,273 99I0009AK-S & P 500 INDEX (SPX) 4,095 DESCRIPTION ENDING BOOK VALUE/FMV 531172104-LIBERTY PROPERTY TRUST 5,081 99QAB9NK2-VARS GOLDLNPINDEX 0 075625 JPM 5,114 99I0009MM-S & P 500 INDEX (SPX) 5,170 99QACJLH8-VARS GOLDLNPINDEX 0 058806 USD 5,570 7839979AP-S & P 500 4FLEX INDEX 6,387 948741889-WEINGARTEN REALTY INVESTORS 6,807 49427F108-KILROY REALTY CORP 7,527 13466Y204-CAMPUS CREST COMMUNITIES INC 8,645 758849707-REGENCY CENTERS CORP 8,700 99I0009AJ-S & P 500 INDEX (SPX) 9,400 99QACESJ8-VARS SLVRLND 0 09150625 MYC 9,485 948741103-WEINGARTEN REALTY INVESTORS 9,597 99I1219MW-S & P 500 INDEX (SPX) 10,010 876664608-TAUBMAN CENTERS INC 10,405 30225T102-EXTRA SPACE STORAGE INC 10,533 112900105-BROOKFIELD OFFICE PROPERTIES 10,588 124830605-CBL & ASSOC PPTY S INC DEP SHS 10,688 33610F307-FIRST POTOMAC REALTY TRU 12,080 229663109-CUBESMART 12,752 264411505-DUKE REALTY CORP 13,085 876664707-TAUBMAN CENTERS INC 13,895 99I0009MP-S & P 500 INDEX (SPX) 15,300 7839979MY-S & P 500 4FLEX INDEX 15,410 015271109-ALEXANDRIA REAL ESTATE EQUITIE 15,905 758849103-REGENCY CENTERS CORP 16,205 876664103-TAUBMAN CENTERS INC 17,578 78440X101-SL GREEN REALTY CORP 18,476 25960P109-DOUGLAS EMMETT INC 19,331 867892101-SUNSTONE HOTEL INVESTORS INC 19,564 22002T884-CORPORATE OFFICE PROP TR 19,924 74965L101-RLJ LODGING TRUST 20,186 902653104-UDR INC 20,782 23317H102-DDR CORP 21,211 297178105-ESSEX PROPERTY TRUST INC 21,527 7839969MH-S & P 500 4FLEX INDEX 21,966 59560V109-MID-CON ENERGY PARTNERS LP 22,484 101121101-BOSTON PROPERTIES INC 25,093 09063H107-BIOMED REALTY TRUST INC 27,361 7839969ME-S & P 500 4FLEX INDEX 29,036 370023103-GENERAL GROWTH PROPERTIES INC 29,503 49446R109-KIMCO REALTY CORP 33,180 DESCRIPTION ENDING BOOK VALUE/FMV 42217K106-HEALTH CARE REIT INC 33,213 92276F100-VENTAS INC 34,941 554382101-MACERICH CO/THE 37,925 49446R828-KIMCO REALTY CORP 38,096 03748R101-APARTMENT INVESTMENT & MANAGEM 38,761 7839969MF-S & P 500 4FLEX INDEX 39,292 929042109-VORNADO REALTY TRUST 39,956 EXBCKFJS9-ROLLS ROYCE HOLDINGS 40,425 74460D109-PUBLIC STORAGE 40,640 44107P104-HOST HOTELS & RESORTS INC 40,746 370023202-GENERAL GROWTH PROPERTIES INC 44,330 053484101-AVALONBAY COMMUNITIES INC 54,977 40414L109-HCP INC 56,659 EEB3Y5WX2-GRIFOLS SA 64,131 74340W103-PROLOGIS INC 69,577 29476L107-EQUITY RESIDENTIAL 73,137 229663208-CUBESMART 77,965 85254J201-STAG INDUSTRIAL INC 82,336 53224V100-LIFELock INC 82,821 828806109-SIMON PROPERTY GROUP INC 103,012 398438408-GRIFOLS SA 236,261 222070203-COTY INC CL A 263,962 ED4647316-AXEL SPRINGER SE 287,195 G5480U120-LIBERTY GLOBAL PLC SHS CL C 318,392 FB6368369-BANGKOK BANK PCL 352,100 74972G103-RPX CORP 447,394 N63218106-NIELSEN HOLDINGS NV 552,653 EXB9574H1-HSBC BANK IDXLKD 554,358 92763W103-VIPSHOP HOLDINGS LTD 621,575 65487X102-NOAH HOLDINGS LTD 706,734 FJ6658804-OLYMPUS CORP Y50 785,729 FMB4KJWS7-GLOBAL LOGISTIC PROPERTIES LTD 835,459 FA6984381-YAGEO CORP 870,071 FKB29ZGV3-KEPCO PLANT SERVICE & 1,040,855 KSB3V5GG2-MASSMART HOLDINGS LTD 1,072,246 KN6637282-NIGERIAN BREWERIES NGNO 50 1,074,007 SD4713493-ROCKWOOL INTL B SHS DKK10 1,110,523 FMB57GTL4-PARKSON RETAIL ASIA LTD 1,112,435 FL6709099-BANK RAKY AT INDONESIA PERSERO 1,191,451 FM6434910-HONGKONG LAND HLDGS LTD ORD 1,193,977 ESB1YD5Q3-ACETELION CHF0 5 (REGD) (POST 1,199,534 DESCRIPTION ENDING BOOK VALUE/FMV FP6919517-UNIVERSAL ROBINA CORP ORP PHP1 1,216,891 71654V101-PETROLEO BRASILEIRO SA 1,226,586 EF4061414-LVMH MOET HENNESSY EURO 30 1,230,045 FNB3RZ1Q2-CAPITAMALLS MALAYSIA TRUST 1,256,303 FK6772677-SAMSUNG TECHWIN KRW5000 1,289,651 FHB1G1QD8-INDUSTRIAL & COMMERCIAL BANK O 1,307,677 FK6771729-SAMSUNG ELECTRONICS CO LTD 1,320,843 EXBGLC9J7-HSBC BANK EZNOTE042 1,340,976 FC6043648-YANTAI CHANGYU PIONEER WINE CO 1,363,831 XXF316C4S-DJ EURO STOXX 50 FUTURE (EUX) 1,431,897 23324D201-DG FDG TR PFD SECS % 144A 1,578,925 FH6267352-HONG KONG EXCHANGES & CLEARING 1,580,866 FP6685662-PHILIPPINE LONG DISTANCE 1,581,309 FJ6661147-ORIX CORP Y50 1,583,319 FH6771031-SHANGRI-LA ASIA ORD HK\$1 1,630,220 EEB01SPF1-GRIFOLS SA EURO 5 1,668,416 FP6222631-PHILWEB COM INC PHPO 01 1,727,409 FP6725617-PHILIPPINE STOCK EXCHANGE PHP1 1,885,230 LM2392479-GRUPO BIMBO SAB DE CV SERA' 1,891,346 EXBDVZY Z8-ROYAL MAIL PLC 1,918,297 FNB03J9L3-AIRASIA BHD 1,982,922 EX0884703-TESCO ORD 5P 2,060,418 806857108-SCHLUMBERGER LTD 2,072,710 FH6193764-CHINA RESOURCES LAND LTD 2,092,108 13645T100-CANADIAN PACIFIC RAILWAY LTD 2,103,802 EXB85KYF5-INTERCONTINENTAL HOTELS GROUP 2,104,841 FPB247XZ1-MANILA ELECTRIC CO PHP10 2,183,260 FJ6640380-DENSO CORPORATION NPV 2,233,623 EX0709959-PRUDENTIAL PLC GBP0 05 2,239,505 FHB5B23W5-SANDS CHINA LTD 2,313,812 EX0237407-DIAGEO ORD 28 101/108P 2,315,901 EBB0LKS8-TELENET GROUP HOLDING NPV 2,333,664 EF4682326-PERNOD-RICARD EUR1 55 2,354,962 71654V408-PETROLEO BRASILEIRO SA 2,355,953 FPB5VJH78-BDO UNIBANK INC 2,386,365 FP6040371-PHILIPPINE SEVEN PHP1 2,414,035 191216100-COCA-COLA CO/THE 2,450,551 FA6292488-LUNG YEN LIFE SERVICE CORP 2,511,249 ESB545MG7-SWISS RE LTD 2,512,104 LB2516717-LOJAS AMERICANAS SA 2,531,935 EX0575806-MEGGITT ORD5P 2,542,289 DESCRIPTION ENDING BOOK VALUE/FMV EB5596995-UCB S A NPV 2,574,597 FP6147101-ALLIANCE GLOBAL GP PHP1 2,578,169 FJ6660107-ONO PHARMACEUTICAL CO Y50 2,620,037 ED5120677-HEIDELBERGCEMENT AG 2,632,810 KSB1YW0L0-ANGLO AMERICAN USD0 54 (POST 2,655,733 ENB12T3J2-UNILEVER NV CVA EURO 16 2,690,926 FN6188191-MALAYSIA AIRPORTS HLDGS BHD 2,741,374 FM6269704-GOODPACK SGD0 01 2,775,345 ESB18YFJ1-UBS AG CHF0 1 (POST 2,843,915 KSB030GJ4-STANDARD BANK GROUP LTD/SOUTH 2,850,953 FKB04S946-CJ CGV KRW500 2,898,612 ENB7QNZW2-ZIGGO BV 2,902,936 FK6180236-S-1 CORPORATION 2,908,153 FN6455277-IGB CORP BERHAD MY\$0 50-MSE 2,941,387 IC4519448-KOMERCNI BANKA ORD CZK500 3,004,508 ETB03MYT9-TUPRAS(T PETR REF) TRY 1 3,111,882 KE6243891-COMMERCIAL INTL BANK(EGYPT) 3,201,651 ENB929F49-ASML HOLDING NV EURO 09 3,210,008 ENB1YY4B2-UNIBAIL-RODAMCO EUR5 3,291,962 KS6079120-BARLOWORLD LTD ZAR0 05 3,307,742 ES7184728-SWATCH GROUP CHF2 25 (BR) 3,346,035 LB2257122-VALE SA 3,469,789 FHB01CT31-TENCENT HOLDINGS LTD 3,553,019 EDB09DHL4-MTU AERO ENGINES AG 3,572,079 478160104-JOHNSON & JOHNSON 3,589,229 EXB70FPS5-JOHNSON MATTHEY ORD GBP1 04761 3,630,920 EXB16GWD5-VODAFONE GROUP 3,648,445 EX0540529-HSBC HLDGS ORD USD0 50 (UK) 3,705,631 EX3180943-LAND SECS GP ORD GBP0 10 REITS 3,733,989 FHB433990-GUANGZHOU AUTOMOBILE GROUP CO 3,812,755 40049J206-GRUPO TELEvisa SA 3,862,296 FUB01RM28-EMAAR PROPERTIES COMPANY AED1 3,925,614 LBB04M7D4-FIBRIA CELULOSE SA 3,992,945 ED5076705-HENKEL AG & CO KGAA 4,002,925 FA6438560-HON HAI PRECISION INDUSTRY CO 4,015,251 EXB8KF9B6-WPP PLC ORD GBP0 10 4,019,157 FJ6466984-IHI CORP Y50 4,038,723 FK6497119-CJ KOREA EXPRESS CORP5000 4,130,668 580135101-MCDONALD'S CORP 4,138,718 857477103-STATE STREET CORP 4,224,769 ED5107401-BEIERSDORF AG NPV 4,256,355 DESCRIPTION ENDING BOOK VALUE/FMV 88031M109-TENARIS SA 4,257,940 ED4031974-ADIDAS AG 4,269,747 465562106-ITAU UNIBANCO HOLDING SA 4,459,251 ED5294126-MUENCHENER RUECKVERSICHERUNGS 4,552,160 FKB7T5KQ2-HANKOOK TIRE CO LTD/NEW 4,597,234 FK6397509-SHINHAN FINANCIAL GROUP CO LTD 4,616,383 FH6081696-BEIJING ENTERPRISE HLDGS H SHS 4,636,563 KS6113481-TRUWORTHS INTL ZAR0 00015 4,816,677 FK6451058-HYUNDAI MTR CO 4,871,629 G5480U104-LIBERTY GLOBAL PLC 4,928,731 ES7103066-NOVARTIS AG CHF0 50 (REGD) 5,072,985 G2554F113-COVIDIEN PLC 5,261,066 EF7294335-ZODIAC AEROSPACE NPV 5,330,138 48125D548-JPMORGAN CHASE BK NA LONDON 5,593,484 40049J206-GRUPO TELEvisa SA 5,677,865 FJ6619509-NGK INSULATORS Y50 5,702,868 EF4834109-SCHNEIDER ELECTRIC SA 5,745,975 02364W105-AMERICA MOVIL SAB DE CV 5,858,625 48125D597-TATA CONSULTANCY SERVICES LTD 5,860,376 FH6073552-CHINA MOBILE LTD 5,905,246 025816109-AMERICAN EXPRESS CO 6,059,494 FJ6900644-TOYOTA MOTOR CORP NPV 6,279,206 EFB1Y9TB7-DANONE 6,314,239 902973304-US BANCORP 6,597,966 EX0483548-SABMILLER PLC 6,650,647 EB4755311-ANHEUSER-BUSCH INBEV NV 6,818,790 FA6889101-TAIWAN SEMICONDUCTOR MFG 6,860,235 FJ6435146-HONDA MOTOR CO NPV 7,143,542 57636Q104-MASTERCARD INC 7,349,542 ENB12T3J2-UNILEVER NV CVA EURO 16 7,559,499 ES7110384-ROCHE HLDG AG GENUSSSCHEINE NPV 7,591,865 ED4617855-DEUTSCHE POST AG NPV (REGD) 7,719,633 931142103-WAL-MART STORES INC 8,257,965 ES7123874-NESTLE SA 8,277,134 EF5671732-SANOFI 8,283,764 EXB63H842-ROLLS-ROYCE HLDGS PLC 8,483,809 064058100-BANK OF NEW YORK MELLON CORP/T 8,587,693 FHB4TX8S5-AIA GROUP LTD 8,688,315 38259P508-GOOGLE INC 9,108,010 949746101-WELLS FARGO & CO 9,223,282 FK6771729-SAMSUNG ELECTRONICS CO LTD 9,639,817 DESCRIPTION ENDING BOOK VALUE/FMV 988498101-YUM! BRANDS INC 9,765,183 25490A309-DIRECTV 9,900,303 ES7123874-NESTLE SA 9,932,634 EX0884703-TESCO ORD 5P 10,222,520 ED5069213-BAYER AG ORD NPV 10,351,276 ED5740813-LINDE AG NPV 10,665,688 92826C839-VISA INC 10,985,250 87612E106-TARGET CORP 11,399,482 548661107-LOWES COS INC 11,405,469 056752108-BAIDU INC/CHINA 11,459,207 594918104-MICROSOFT CORP 13,310,104 68389X105-ORACLE CORP 13,326,379 278642103-EBAY INC 14,961,137 9999999999-COMMINGLED FUNDS 2,104,329,183 ----- TOTAL 2,742,778,912

Identifier	Return Reference	Explanation
INVESTMENTS - CORPORATE BONDS	PART II - BALANCE SHEET, LINE 10C	DESCRIPTION ENDING BOOK VALUE/FMV 99QACGSW9-CCP_IRS R 2 65% CME (337,821) 99QAB9NJ5-INF_R CPURNSA P 2 5% BPS (226,733) 99F167C6C-90DAY EURODOLLAR FUTURE (CME) (201,196) 99QACJ9PA-IRS R US0003M P 2% 04/04/14 (197,314) 99QACANK8-IRS_INF R CPURNSA P 2 25% BPS (193,296) 99QAC39Q8-COM FWD JETNWE CAL14-960 CBK (168,265) 99QACDFF2-CCP_IRS USD-FED FUNDS RATE CME (135,965) 99F167C7C-90DAY EURODOLLAR FUTURE (CME) (115,331) 99F24944-NATURAL GAS FUTURE (NYM) (110,836) 99QAA5V14-CDS_SP UL CMBX NA AAA-3 (110,796) 99F92690E-EURO\$ 3YR MID-CRV FUT MAR 17 (97,500) 99F167L5C-90DAY EURODOLLAR FUTURE (CME) (89,913) AA9QCQ1Y8-CCP_IRS AUD-BBR-BBSW 6M CME (88,123) 99F92690E-EURO\$ 3YR MID-CRV FUT MAR 17 (88,000) 99QACK90B-IRO R US0006M P 1 8% 030519 (78,952) 99QACHP47-IRS_R CPURNSA P 2 095% (75,636) LB9QCQHA7-IRS_ZCS_P BZDIOVRA R 8 86% (73,621) FJ9QCT5Y2-CCP_IRS JFY-LIBOR-BBA 6M CME (73,011) 99QACK9QF-IRO R US0003M P 3 9% 05/21/24 (70,283) LB9QC5M82-ZCS R 11 47% P CDI (69,397) NA9QC9N67-CDS SP UL BERKSHIRE HATHAWAY (66,158) 99F167F5C-90DAY EURODOLLAR FUTURE (CME) (61,938) 99F167C6C-90DAY EURODOLLAR FUTURE (CME) (61,641) 99F167C6C-90DAY EURODOLLAR FUTURE (CME) (60,021) 99F167C5C-90DAY EURODOLLAR FUTURE (CME) (59,525) 99F600E4X-WTI CRUDE FUTURE (ICE) (59,050) 99QACJVM6-IRS_INF R CPURNSA P 2 033% (56,100) LB9QCTNQ9-IRS_ZCS_P BRAZIL CETIP INTERBK (53,444) 99QACJ90M-IRO R US0003M P 2% 03/05/19 (52,509) 99F191H4X-BRENT CRUDE OIL FUTURE (ICE) (52,070) LB9QCQYK8-IRS_ZCS_P BZDIOVRA R 8 495% (51,626) LB9QCSGA4-IRS_ZCS_P BZDIOVRA R 7 55% GLM (49,331) 99F167F6C-90DAY EURODOLLAR FUTURE (CME) (48,487) 99F191B5X-BRENT CRUDE OIL FUTURE (ICE) (47,780) LB9QCTNN6-IRS_ZCS_P BRL CETIP INTEREBANK (46,275) LB9QCQVSN6-IRS_BRL_ZCS R 7 9-CDI (41,037) 99F191G4X-BRENT CRUDE OIL FUTURE (ICE) (37,540) 99F249K4I-NATURAL GAS FUTURE (NYM) (36,321) 99QACCVH2-IFL_L UL CPI URBAN CONSUMERS (33,449) 99QACKEJ4-CCP_IRS USD-LIBOR-BBA 3M CME (31,995) DESCRIPTION ENDING BOOK VALUE/FMV 99F1676C-90DAY EURODOLLAR FUTURE (CME) (31,524) 99QACHGJ4-IFL_L UL URBAN CONSUMERS NSA (29,804) 99F185E4I-CRUDE OIL FUTURE (NYM) (29,360) LB9QCW9U9-IRS_ZCS_P BZDIOVRA R 8 935% (27,136) 99QACJ90E-IRO R US0003M P 1 9% 3/19/19 (25,790) 99QACJW37-IRS_INF R CPURNSA P 1 73% (25,039) LB9QCXDC2-IRS_ZCS_P BZDIOVRA R 8 90% (24,787) FJ9QCT5X4-CCP_IRS JFY-LIBOR-BBA 6M CME (23,771) 99QAB9GR5-IRS_INF_R CPURNSA P 2 5% DUB (22,469) 99F210C4X-RED WHEAT FUTURE (MGE) (22,225) LB9QC7KW7-ZCS R 10 91% P CDI (21,759) 99QACGZW6-COM FWD HSFOCO CAL14-10 10 MYC (18,297) LB9QCTUQ1-IRS_ZCS BRAZIL CETIP INTERBANK (15,758) 99F167F5C-90DAY EURODOLLAR FUTURE (CME) (15,126) 99QACJ90H-IRO R US0003M P 2 9% 03/19/24 (13,982) 99QACJ90J-IRO R US0003M P 3 1% 03/05/24 (13,826) 99QACJ9QC-IRS R US0003M P 1 9% 05/08/19 (13,745) LB9QC8078-ZCS R 10 91% P BRL CDI (13,211) 99F167F6C-90DAY EURODOLLAR FUTURE (CME) (12,919) 99F191F4X-BRENT CRUDE OIL (ICE) (12,780) LB9QCSHS4-IRS_ZCS_P BZDIOVRA R 7 585% BO (12,354) 99QACH9MA-IRS_P US0003M R 2% 01/29/19 (11,089) 99QACJ90C-IRS_P USD LIBOR 6M R 2% 4/4/17 (10,531) 99F167L5C-90DAY EURODOLLAR FUTURE (CME) (9,959) 99F206B4H-GOLD 100 OZ FUTURE (CMX) (9,540) LB9QCQV5Z9-IRS_BRL_ZCS R 8 27-CDI (9,012) LB9QCRSD7-IRS_ZCS_P BRL CDI R 7 775% (8,541) 99F1859EG-CRUDE OIL FUTURE (NYM) (8,460) 99F92690E-EURO\$ 3YR MID-CRV FUT MAR 17 (8,000) 99QACG9MD-IRS R US0003M P 3 5% 01/29/202 (7,739) LM9QCL7M9-IRS_P MXN-TIE-BANXICO 28D (7,436) 99F167L5C-90DAY EURODOLLAR FUTURE (CME) (7,050) 99F2069MA-GOLD 100 OZ FUTURE FEB 14 (6,900) AA9QCQVXQ-CCP_IRS AUD 6MBS BBSW (6,546) 99F196B4I-GASOLINE RBOB FUT (NYM) (6,360) 99F246C6I-NATURAL GAS SWAP FUTURE (NYM) (6,190) 99F246D6I-NATURAL GAS SWAP FUTURE (NYM) (6,110) 99QACJ9PA-IRS R US0003M P 2% 04/04/16 (6,097) 99F185H5I-CRUDE OIL FUTURE (NYM) (6,000) 99F9619VA-PLATINUM FUTURE (OTC) OCT 14 (5,961) LB9QCQV9A5-IRS_ZCS_P BZDIOVRA R 8 56% (5,796) DESCRIPTION ENDING BOOK VALUE/FMV 99F246E6I-NATURAL GAS SWAP FUTURE (NYM) (5,730) LM9QCGTQ7-IRS_P MXN-TIE-BANXICO 28D (5,720) 99QACJ9MA-IRS USD R 1 80% 01-29-14 5Y (5,634) 99F246F6I-NATURAL GAS SWAP FUTURE (NYM) (5,310) 99F246H6I-NATURAL GAS SWAP FUTURE (NYM) (5,150) LB9QCW673-IRS_ZCS_P BZDIOVRA R 9 14% (5,111) 99F246G6I-NATURAL GAS SWAP FUTURE (NYM) (5,110) 99F246I6I-NATURAL GAS SWAP FUTURE (NYM) (4,710) LB9QC1366-IRS_ZCS_P BZDIOVRA R 10 91% (4,663) 99QAB49PJ-IRS_P US0003M R 2 85% 04/16/19 (4,434) 99QACJ1R8-IRS R CPURNSA P 1 935% (4,241) 99QACJ90P-IRO R US0003M P 3 1% 030524 (4,148) 99F1954A-WHEAT FUTURE (CBT) (4,145) LM9QCMEB3-IRS_P MXN-TIE-BANXICO 28D (4,004) 99QACJ0V0-IRS_INF R CPURNSA P 1 86% (3,613) 99F246J6I-NATURAL GAS SWAP FUTURE (NYM) (3,610) 99QACJRK5-COM FWD WH5 714 5 02/19/15 DUB (3,275) 99QACJRN9-COM FWD WH5 714 5 02/19/15 DUB (3,275) XX9QC6PC7-CCP_IRS EUR-EURIBOR-6M CME (3,222) 99F600B5X-WTI CRUDE FUTURE (ICE) (3,180) 99F167L6C-90DAY EURODOLLAR FUTURE (CME) (3,075) 99QACJN11-COM FWD GOCO CAL14-16 92 MYC (3,037) 99F2069AD-GOLD 100 OZ FUTURE FEB 14 (3,000) 99F249D6I-NATURAL GAS FUTURE (NYM) (2,988) 99F249D4I-NATURAL GAS FUTURE (NYM) (2,800) XXF210I5J-3MO EURO EURIBOR FUTURE (LIF) (2,601) LB9QCQW137-ZCS_P BRL-CDI 1D (2,468) XXF210F5J-3MO EURO EURIBOR FUTURE (LIF) (2,067) LB9QCQDV7-IRS_ZCS_P BZDIOVRA R 8 63% (2,029) 99F1859MC-CRUDE OIL FUTURE FEB 14 (1,950) 99F191K4X-BRENT CRUDE OIL (ICE) (1,930) XX9QCQV9CK-IRS R EUR006M P 0 4% 03/14/15 (1,637) LB9QC7TF5-ZCS R 10 91% P CDI (1,554) XXF210C5J-3MO EURO EURIBOR FUTURE (LIF) (1,533) 99F9619VB-PLATINUM FUTURE (OTC) OCT 14 (1,499) 99F246L5I-NATURAL GAS SWAP FUTURE (NYM) (1,460) 99QACKGK4-IRS_INF R CPURNSA P 1 845% (1,412) 99F246B6I-NATURAL GAS SWAP FUTURE (NYM) (1,390) 99QACJY G6-IRS_INF R US CPI UCN P 2 1725% (1,339) 99F167L4C-90DAY EURODOLLAR FUTURE (CME) (1,338) 99F249I5I-NATURAL GAS FUTURE (NYM) (1,260) DESCRIPTION ENDING BOOK VALUE/FMV 99F246K6I-NATURAL GAS SWAP FUTURE (NYM) (1,050) XXF210L4J-3MO EURO EURIBOR FUTURE (LIF) (982) 99QACK9CB-IRO R US0006M P 1 4% 030519 (947) XX9QC79CA-CDS SWOP DJ ITRAXX20EJ2 122018 (782) LB9QO6Y L8-ZCS R 10 91% P CDI (777) 99QACK9AA-COM FWD NR CAL16 4 25 123116 (750) XX9QBMBB0-CDS SP UL UNITED STATES OF AM (562) 99QACJ9EB-IRO R US0003M P 1 4% 05/08/19 (550) 99QACH9CB-CDS SP CDX O P 1 00 IG21 5Y (473) 99QACJ9EA-IRO R US0003M P 1 4% 05/08/19 (432) 99F246K4I-NATURAL GAS SWAP FUTURE (NYM) (420) 99F1859AF-CRUDE OIL FUTURE FEB 14 (420) 99F1859AH-CRUDE OIL FUTURE (NYM) (420) 99F1859MA-CRUDE OIL FUTURE FEB 14 (400) 99QACKGF5-IRS_INF R CPURNSA P 1 825% (387) XX9QCQV9ON-IRS R EUR006M P 0 4% 03/14/15 (365) XX9QCQV9CM-IRS R EUR006M P 0 4% 03/14/15 (298) XX9QCQV9CL-IRS R EUR006M P 0 4% 03/14/15 (298) 99QACH9CC-CDS SP CDX O P 1 00 IG21 5Y (284) 99QACJ9DF-COM FWD CTK4 110 04-14-13 MYC (280) 99F1859AC-CRUDE OIL FUTURE FEB 14 (250) 99QACH90G-CDS SP CDX O P 1 00 IG21 5Y (223) 99QACG9MD-IRS R US0003M P 3 5% 01/29/202 (221) 99QACJ9CA-IRS_P USD 5Y 1 3 03/19/19 (191) 99QACKQZ0-IFL_L UL CPI URBAN CONSUMERS N (189) 99F1809NB-SOY BEAN FUTURE MAR 14 (175) 99F1859ME-CRUDE OIL FUTURE (NYM) (170) 99F184E4X-COTTON NO 2 FUTURE (NYB) (170) XX9QC790B-CDS SWOP DJ ITRAXX20EJ2 122018 (136) 99QACH90H-CDS SP CDX O P 1 00 IG21 5Y (134) 99QAA5HW2-CDS_SP DJ CDX IG7 (106) 99QACJ9CF-IRO R US0003M P 2 6% 03/05/24 (101) 99QACJ9CG-IRS R US0003M P 2 65% 030514 (99) 99QACH9AC-IRS R US0003M P 1 4% 01/29/19 (68) XX9QCQV9OP-IRS R EUR006M P 0 4% 03/14/15 (66) XX9QCQV9OQ-IRS R EUR006M P 0 4% 03/14/15 (66) 99QACJ9CE-IRS_P USD0003M R 2 5% 3/5/24 (56) 99F186D4X-SUGAR #11 WORLD FUTURE (NYB) (37) 99QACJ9CC-IRO R US0003M P 2 4% 03/19/24 (28) 99QACG9KC-IRS R US0003M P 2 5% 01/29/24 (19) 99QACJ9AA-IRS USD R 1 30% 01-29-14 5Y (1) DESCRIPTION ENDING BOOK VALUE/FMV 99QACG9KC-IRS R US0003M P 2 5% 01/29/24 (1) 99QACH7V7-CCP CDX SP UL CDX IG21 5Y (0) 39539HAA8-GREENPOINT MORTGAGE F AR8 1A 1A 1 LM9QBTN86-IRS_P MXN-TIE-BANXICO 28D 43 99QACKWG5-INF_L UL CPI URBAN CONSUMERS 76 99F246A6I-NATURAL GAS SWAP FUTURE (NYM) 80 99F273D4J-WHITE SUGAR (LIF) 115 99F167I5C-90DAY EURODOLLAR FUTURE (CME) 200 99F249B4I-NATURAL GAS FUTURE (NYM) 218 99F167C5C-90DAY EURODOLLAR FUTURE (CME) 250 99F184C4X-COTTON NO 2 FUTURE (NYB) 267 LB9QC8A14-IRS_ZCS_P BZDIOVRA R 10 41% 300 99F185K5I-CRUDE OIL FUTURE (NYM) 326 99F246J4I-NATURAL GAS SWAP FUTURE (NYM) 660 99F246B4I-NATURAL GAS SWAP FUTURE (NYM) 770 99F246A4I-NATURAL GAS SWAP FUTURE (NYM) 1,010 LB9QB8AB3-IRS_BRL_ZCS R 9 98-CDI 1,047 74160MDL3-PRIME MORTGAGE TRUST 2 CL1 2A2 1,055 99F246I4I-NATURAL GAS SWAP FUTURE (NYM) 1,080 99F246G4I-NATURAL GAS SWAP FUTURE (NYM) 1,130 99F185E5I-CRUDE OIL FUTURE (NYM) 1,225 99F246F4I-NATURAL GAS SWAP FUTURE (NYM) 1,250 99F246H4I-NATURAL GAS SWAP FUTURE (NYM) 1,250 LM9QCCTZ6-IRS_P MXN-TIE-BANXICO 28D 1,291 LM9QCDUZ2-IRS_P MXN-TIE-BANXICO 28D 1,291 NA9QCDBE4-CDS SP UL THE EXPORT-IMPORT B 1,441 99QACDDB3-COM FWD GOCO CAL14 17 70 GST 1,542 99F246E4I-NATURAL GAS SWAP FUTURE (NYM) 1,560 99QACC987-COM FWD GOCOCAL14 17 76 CBK 1,614 99F246C4I-NATURAL GAS SWAP FUTURE (NYM) 1,650 99QACDCW8-COM FWD GOCO CAL 14 17 88 CBK 1,758 99F246D4I-NATURAL GAS SWAP FUTURE (NYM) 1,800 99F249G5I-NATURAL GAS FUTURE (NYM) 2,520 99F191B4X-BRENT CRUDE OIL (ICE) 2,800 NA9QA76G0-CDX SP UL CDX EM 13 2,926 99QAA16W3-CDS_CDX IG9 10Y 30-100% 3,151 99F249C5I-NATURAL GAS FUTURE (NYM) 3,420 99QACJRM1-COM FWD WZ4 711 11/21/14 DUB 3,516 45660UAT6-INDY MAC ARM TRUST 2001-H H2 A2 3,778 99QACCBW5-COM FWD GOCO CAL 14 18 00 GLM 3,803 LM9QCCR62-IRS_P MXN-TIE-BANXICO 28D 3,874 DESCRIPTION ENDING BOOK VALUE/FMV 99QACJRL3-COM FWD VNA 696 5 06/20/14 DUB 3,983 99F600K4X-WTI CRUDE FUTURE (ICE) 4,340 99F195G4A-WHEAT FUTURE (CBT) 4,345 07384MSH6-BEAR STEARNS ARM TRUST 11 1A1 4,640 LB9QCBMN1-IRS_ZCS_P BZDIOVRA R 10 605% 4,901 NA9QBHEZ6-CDS SP UL JPMORGAN CHASE & CO 5,203 86358RUH8-STRUCTURED ASSET SEC COR 1A 4A 6,629 NA9QBWEV3-CDS SP UL JAPAN 6,882 99QACK9EL-IRO P US0003M R 2 4% 05/21/24 6,902 NA9QCFB13-CDS SP UL CITIGROUP INC 6,986 XX9QDCA88-INF S UL CPI EX TOBACCO 7,068 99QACC995-COM FWD HSFOCOCAL14 10 75 CBK 7,134 99QACDDU1-COM FWD HSFOCO CAL14-10 10 GST 7,913 99QACDDP2-COM FWD HSFOCO CAL14-10 10 CBK 7,913 99QAA1579-CDS_SP CDX IG9 10Y 30-100% 7,971 NA9QBNL2-CDS SP UL BERKSHIRE HATHAWAY 8,292 542514HN7-LONG BEACH MORTGAGE LOAN 4 1A 1 8,811 99QACH7W5-CCP_CD SP UL CDX IG21 5Y 8,951 XX9QC9L27-IFL_S UL CPI EX TOBACCO 9,928 NA9QA9H41-CDS SP UL GENERAL ELECTRIC CA 10,682 39538RAB5-GREENPOINT MTA TRUST 20 AR1 A2 10,719 99QAAJUE7-CDS SP UL DJ CDX NA IG 5 11,111 99QAC43C-CCP_IRS US0003M LIBOR BBA CME 11,589 92925CDA7-WAMU MORTGAGE PASS THR AR3 A1A 11,976 XX9QCQYQW1-IFL_L UL FRANCE CPI EX TOBACCO 12,058 XX9QDAHY8-IFL_L UL CPI EX TOBACCO 13,237 19458LBF6-COLLEGIATE FUNDING SERVIC B A2 13,297 99QACC813-COM FWD HSFOCO CAL14-11 GLM 13,669 99F179C4A-SOY BEAN MEAL FUTURE (CBT) 14,994 99F191C4X-BRENT CRUDE OIL FUTURE (ICE) 15,470 XX9QDBH23-IFL_R UL CPI EX TABACCO 16,962 99QABHUL7-CDS SP UL CDX EM13 17,557 99F191E4X-BRENT CRUDE OIL FUTURE (ICE) 17,710 XX9QCYH84-IFL_S UL FRANCE CPI EX TOBACCO 18,087 99F196E4I-GASOLINE RBOB FUT (NYM) 21,508 99QACG616-CCP_IRS R 1 5% 23,119 99F180E4A-SOY BEAN FUTURE (CBT) 24,066 LB9QCADA6-IRS_ZCS_P_BZDIOVRA R 9 93% 24,854 362341RX9-GSR MORTGAGE LOAN TRUS AR6 2A 1 25,481 LM9QCCSA2-IRS_P MXN-TIE-BANXICO 28D 25,828 EFF958C4S-EURO-OAT FUTURE (EUX) 27,435 DESCRIPTION ENDING BOOK VALUE/FMV NA9QBHEV3-CDS SP UL BANK OF AMERICA COR 27,724 AA9QCDD4G1-CCP_IRS AUD-BBR-BBSW 6M CME 28,385 99F185K4I-CRUDE OIL FUTURE (NYM) 29,746 05948X4W8-BANC OF AMERICA MORTGAGE 2 5A 1 29,905 99F195C4A-WHEAT FUTURE (CBT) 30,238 99F167I5C-90DAY EURODOLLAR FUTURE (CME) 31,628 LB9QCAKB6-IRS_ZCS_P_BZDIOVRA R 9 94% 36,155 XX9QCQVSS4-IFL_L UL FRANCE CPI EX TOBACCO 36,173 99QAB49FK-IRS_P US0003M R 3 875% 4/16/44 38,313 99QAB1Q91-CDS_SP UL PEOPLES REP OF CHINA 39,866 99F990QC4-USD IRS 5Y R PRIM FUTURE (CBT) 41,794 74160MDL3-PRIME MORTGAGE TRUST 2 CL1 1A2 41,855 XX9QC14T4-IFL_L UL FRANCE CPI EX TOBACCO 43,487 99F980C4A-USD IRS 30YR PRIM FUT (CBT) 46,102 39538WEA2-GREENPOINT MORTGAGE FU AR5 1A 1 48,458 NA9QCN437-CDS SP UL METLIFE INC 48,984 86358RW45-AMORTIZING RESIDENTIAL C BC4 A 49,795 LB9QB7521-IRS_ZCS_P BZDIOVRA R 10 135% 53,949 NA9QCM956-CDS SP UL THE GOLDMAN SACHS G 55,600 07387AFZ3-BEAR STEARNS ARM TRUST 12 13A1 55,811 99QACKEX8-COM FWD LLSBRT CAL14 10 25 DUB 56,732 NA9QCNCK7-CDS SP UL MORGAN STANLEY 61,183 99F180C4A-SOY BEAN FUTURE (CBT) 62,455 251591AT0-DDR CORP 70,345 99F600H4X-WTI CRUDE FUTURE (ICE) 70,460 92922F4M7-WAMU MORTGAGE PASS T AR13 A1A 1 73,639 LB9QCACF6-IRS_ZCS_P_BZDIOVRA R 9 93% 77,593 105340AB9-BRANDY WINE OPERATING PARTNERSH 77,723 5899296J2-MERRILL LYNCH MORTGAGE I G A4A 78,248 XX9QCQV7A6-IFL_L UL FRANCE CPI EX TOBACCO 78,375 NA9QJNCM3-CDS SP UL BANK OF AMERICA COR 79,297 AA9QBQDZG8-IRS_P AUD-BBR-BBSW 6M 79,791 126670JY5-CHL MORTGAGE PASS-TH HYB9 3A2A 83,680 NA9QCM988-CDS SP UL CITIGROUP INC 84,135 17307GW79-CITIGROUP MORTGAGE LOAN 11 A2A 85,851 59022CAA1-MERRILL LYNCH & CO INC 86,032 12803W2A0-CAIXA ECONOMICA FEDERAL 144A 92,875 99F249C4I-NATURAL GAS FUTURE (NYM) 94,231 79549AXP9-SALOMON BROTHERS MORTGA UP2 A 1 97,989 44328MAJ3-HSBC BANK PLC 144A 100,074 05956NAB8-BANCO DE CREDITO E INVERS 144A 100,219 DESCRIPTION ENDING BOOK VALUE/FMV 45974VB49-INTERNATIONAL LEASE FINANCE CO 101,750 063679BV5-BANK OF MONTREAL 144A 103,380 92343VBN3-VERIZON COMMUNICATIONS INC 103,404 500630BW7-KOREA DEVELOPMENT BANK/THE 104,246 369668AA6-GENERAL ELECTRIC CAPITAL 144A 104,738 92343VBM5-VERIZON COMMUNICATIONS INC 105,150 22545XAD5-COMMERCIAL MORTGAGE PASS C1 A3 105,168 026874AX5-AMERICAN INTERNATIONAL GROUP I 107,104 07386HV57-BEAR STEARNS ALT-A TRUS 7 22A 1 108,869 46630JAC3-JP MORGAN CHASE COMMER LDPX A3 109,696 55312TAD5-ML-CFC COMMERCIAL MORTGAG 6 A4 110,998 NAB4WY 152-TNK-BP FINANCE SA 110,500 761118HU5-RALI SERIES 2005-QO2 TR QO2 A 1 111,546 00163MAJ3-PROLOGIS LP 112,622 4041A2AH7-HBOS PLC 144A 113,113 XX9QC8WA9-IFL_S UL CPI EX TOBACCO 119,132 AA9QBQDZB9-IRS_P AUD-BBR-BBSW 6M 119,686 99QAB0RY7-CCP_CD SP UL CDX IG16 5Y CME 122,874 63452VEM9-NINE CENTURY HOME EQUITY L 5 M5 127,166 ENB0LN539-WOOD STREET CLO 1 BV I A REGS 134,031 41161PSV6-HARBORVIEW MORTGAGE LOAN 9 B1 139,450 99QAB29L1-CCP_IRS USD-LIBOR-BBA 3M CME 144,381 22545RAB2-CREDIT SUISSE MOR TF2A A2 144A 146,952 EF9QC5F89-IFL_S FRANCE CPI EX TOBACCO 147,857 02660TCS0-AMERICAN HOME MORTGAGE IN 4 A4 150,026 75405TAA7-RAS LAFFAN LIQUEFIED NATURAL G 152,338 362341XG9-GSR MORTGAGE LOAN TRUS AR7 6A 1 163,915 06051GDM8-BANC OF AMERICA FUNDING 2 D A 1 178,882 EXB12Q6Z7-LEEK FINANCE NUMBER SE 17X A2A 179,022 99QACG9R6-COM FWD JETNWE CAL14-960 CBK 191,140 07384MZV7-BEAR STERNS ARM TRUST 20 8 4A 1 196,580 99QACHWS6-CCP_IRS USD-LIBOR-BBA 3M CME 198,179 46115HAC1-INTESA SANPAOLO SPA 144A 200,584 NAB58VR25-ABBEY NATIONAL TREASURY SECUT 200,879 99QACGR47-CCP_IRS R US0003M P 3 50% 201,637 345397WC3-FORD MOTOR CREDIT CO LLC 205,168 88522RAA2-THORNBURG MORTGAGE SECURI 5 A 1 208,679 78442FCG1-SLM CORP 219,008 71654QAU6-PETROLEOS MEXICANOS 242,000 59020UMM4-MERRILL LYNCH MORTGAGE WMC5 B1 261,438 61744CJH0-MORGAN STANLEY ABS CAPI OP1 M5 262,728 DESCRIPTION ENDING BOOK VALUE/FMV 004375BH3-A-CREDITED MORTGAGE LOAN 3 1M4 271,598 EXB02V5G9-GRANITE MORTGAGES 0 3 3A 1 REGS 295,476 EXB09G1N6-GRANITE MASTER ISSUE 2 A7 REGS 296,184 172967FL0-CITIGROUP INC 300,111 XX9QB1D24-CCP_IRS EUR-EURIBOR-6M CME 322,876 99QAB9A0N-COP_CD SP UL CDX IG19 5Y CME 331,726 52426WAB2-LEEK FINANCE NUMB 19A A2B 144A 332,935 EXB09G1R7-GRANITE MASTER ISSUE 2 A8 REGS 338,496 45660LV97-INDY MAC INDX MORTGAGE AR31 1A 1 344,203 99QACHS69-CCP_CD SP UL CDX IG15 5Y ICE 349,607 94983KAC3-WELLS FARGO MORTGAGE B AR2 2A 1 360,789 74734PAA0-QBE CAPITAL FUNDING III L 144A 361,991 EXB0XKL4-GRANITE MASTER ISSU 1X 1A 7 REGS 380,347 EXB05Q7L6-GRANITE MASTER ISSUE 1 A6 REGS 380,347 740816AG8-PRESIDENT AND FELLOWS OF 144A 381,852 67134FAD6-OAK HILL CREDIT PA 4A 1A 144A 394,435 07386HSY8-BEAR STEARNS ALT-A TRUS 4 23A 1 398,034 928670AEB-VOLKSWAGEN INTERNATIONAL 144A 400,384 784657AE8-SSIF NEVADA LP 144A 400,688 50065BAB8-KOREA ELECTRIC POWER CORP 144A 411,804 345397VW0-FORD MOTOR CREDIT CO LLC 412,740 99QACHS85-CCP_CD SP UL CDX IG15 5Y ICE 425,350 030725SE76-AMERIQUEST MORTGAGE SECUR M6 434,550 542514EX8-LONG BEACH MORTGAGE LOAN 3 M4 435,261 16678RCM7-CHEVY CHASE FUNDING BA B1 144A 462,260 61747YCE3-MORGAN STANLEY 532,515 1266716M3-COUNTRYWAY ASSET-BACKED 5 M3 536,888 031733AK4-AMORTIZING RESIDENTIAL CO 1 M6 561,320 EXB23XKH3-TITAN EUROPE 2007-3 3X A 1 REGS 589,129 EXB0LCZ04-GRANITE MASTER ISSUE 2 A7 REGS 591,651 XX9QCNCT7-CDS SP UL LLOYDS TSB BANK PLC 603,594 00287YAH2-ABBVIE INC 606,168 02005NAH3-ALLY FINANCIAL INC 607,422 99QACH7W5-CCP_CD SP UL CDX IG21 5Y 619,637 74254PYF3-GRANITALE LIFE INSURANCE FUNDING 639,762 99QACCT51-CCP CDX SP UL NA IG 19 644,085 EXB0LCYT2-PRINIPLE MASTER ISSUE 4 A5 REGS 738,875 055299AK7-BBVA US SENIOR SAU 805,400 22545MAE7-COMMERCIAL MORTGAGE PAS CA 1 A 1A 850,787 32053BAB0-FIRST HORIZON ALTERNAT AA 1 1A2 870,453 EZB0TMXY0-COUGAR CLO I PLC I A REGS 871,169 DESCRIPTION ENDING BOOK VALUE/FMV 52522DAH4-LEHMAN XS TRUST SERIE 16N A322 892,773 172967HH7-CITIGROUP INC 901,260 99784AA0-WACHOVIA CAPITAL TRUST III 915,000 542514EJ9-LONG BEACH MORTGAGE LOAN 4 M2 920,303 EXB05Q7K8-GRANITE MASTER ISSUE 1 A5 REGS 932,980 32027NNS6-FIRST FRANKLIN MORTGAGE FF8 M3 949,004 92927BAB8-WAMU MORTGAGE PASS TH OA6 1A 1B 958,742 542514GQ1-LONG BEACH MORTGAGE LOAN 3 M4 985,848 61746SBQ1-MORGAN STANLEY 997,890 02005NAS9-ALLY FINANCIAL INC 1,003,750 85771PAS1-STATOIL ASA 1,004,770 92343VBP8-VERIZON COMMUNICATIONS INC 1,058,560 073879VG0-BEAR STEARNS ASSET BACK TC1 M2 1,074,648 EXB0189J3-SHERWOOD CASTLE FUNDI 2 A REGS 1,156,907 99QACGR47-CCP_IRS R US0003M P 3 50% 1,161,428 073902RU4-BEAR STEARNS COS LLC/THE 1,197,370 040104HQ7-ARGENT SECURITIES INC AS WS M4 1,243,901 513770AW7-LANARK MASTER ISSUE 2A 1A 144A 1,352,516 99QACCBK7-CCP_IRS USD LIBOR BBA 3M CME 1,376,613 478160BE3-JOHNSON & JOHNSON 1,400,798 00764MDH7-AEGIS ASSET BACKED SECURI 5 M2 1,431,479 17308BAL2-CITIBANK OMNI MAS A 13 A 13 144A 1,440,810 172967FH9-CITIGROUP INC 1,496,054 71647NAC3-PETROBRAS GLOBAL FINANCE 1,498,815 03072SG58-AMERIQUEST MORTGAGE PAS CA 1 A 1A 1,511,640 02005NAB6-ALLY FINANCIAL INC 1,612,500 02147DAC5-ALTERNATIVE LOAN TRUS OA11 A 1C 1,714,006 459745GC3-INTERNATIONAL LEASE FINAN 144A 1,736,250 46629YAC3-JP MORGAN CHASE COMMER CB18 A4 1,758,352 74341DAA2-PROLOGIS INTERNATIONAL FU 144A 1,779,930 05532WBF1-BCAP LLC 2010-RR3 RR3 3A6 144A 1,785,272 06050TJN3-BANK OF AMERICA NA 1,882,976 126671S72-COUNTRYWAY ASSET-BACKED 5 M2V 2 1,915,837 92343VBS2-VERIZON COMMUNICATIONS INC 1,955,204 81375WBW5-SECURITIZED ASSET BACKE DO2 M2 1,993,172 05532WBT1-BCAP LLC 2010-RR3 RR3 4A6 144A 2,035,928 EX3433078-SHERWOOD CASTLE FUNDI 1 A REGS 2,065,484 519440AP6-LAVENDER TRUST SE RR4A 4A 144A 2,147,965 90261AAB8-UBS AG/STAMFORD CT 2,176,089 74928QBD7-RBSSP RESECURITIZA 9 13A2 144A 2,214,740 78420MAF6-SG MORTGAGE SECURITIE OPT2 A3D 2,276,921 DESCRIPTION ENDING BOOK VALUE/FMV 05532CD2-BCAP LLC 2010-RR1 RR1 1

Identifier	Return Reference	Explanation
OTHER INVESTMENTS	PART II - BALANCE SHEET, LINE 13	ENDING DESCRIPTION BOOK/FMV ALTERNATIVE INVESTMENTS PRIVATE EQUITY 1,908,866,771 REAL ASSETS 1,006,682,904 ABSOLUTE RETURN & DIST/CREDIT 1,731,306,056 NET RECEIVABLE- UNSETTLED TRANSACTIONS 154,746,723 ----- TOTAL 4,801,602,454

Identifier	Return Reference	Explanation
DEPRECIATION	FORM 990-PF, PART II, LINE 14 AND FORM 990-PF, PART I, LINE 19	----- ACCUMULATED BASIS DEPRECIATION ASSETS ----- LEASED LAND 10,627,660 2,497,283 8,130,377 BUILDING 20,566,056 5,691,317 14,874,739 FURNITURE 1,827,996 1,509,950 318,046 FIXTURES 3,809,343 3,113,424 695,919 AUDIO VISUAL EQUIPMENT 905,009 606,659 298,350 COMPUTER SOFTWARE 654,105 431,108 222,997 COMPUTER HARDWARE 1,207,832 849,973 357,859 LEASED LAND IMPROVEMENTS 3,336,604 1,491,539 1,845,065 ----- ----- TOTAL 42,934,605 16,191,253 26,743,352 ===== FORM 990-PF, PART I, LINE 19 ----- --- DEPRECIATION EXPENSE FOR THE YEAR ENDED DECEMBER 31, 2013 1,488,026

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	PART IX-A	<p>(1) CAPACITY BUILDING DEMOGRAPHIC ANALYSIS THE FOUNDATION PROVIDED TECHNICAL ASSISTANCE FOR UP TO SIXTY PERFORMING ARTS GRANTEE ORGANIZATIONS, BY PROVIDING CAPACITY BUILDING SKILLS AND KNOWLEDGE, WHICH IMPROVED THEIR ABILITY TO CONDUCT DEMOGRAPHIC RESEARCH ABOUT THEIR AUDIENCES/PARTICIPANTS, RESULTING IN INCREASED EFFECTIVENESS \$258,311 (2) HEWLETT COMMUNICATIONS ACADEMY - 2013 THE FOUNDATION PROVIDED A THREE-DAY COMMUNICATIONS TRAINING PROGRAM, TECHNICAL ASSISTANCE, AND WEBINARS FOR APPROXIMATELY 40 PARTICIPANTS FROM HEWLETT FOUNDATION GRANTEE ORGANIZATIONS ACROSS ALL PROGRAM AREAS \$251,648 (3) POLICY FRAMEWORK TO ADVANCE DEEPER LEARNING 2013 THE FOUNDATION FUNDED A CONSULTANT TO ASSIST CORE GRANTEES IN FIELD BUILDING, PROVIDING ENTREPRENEURIAL POLICY SUPPORT, AND IDENTIFYING, ADVANCING, AND ADDRESSING THE CHALLENGES AND OPPORTUNITIES TO ACCELERATE DEEPER LEARNING POLICY REFORMS AND THE IMPLEMENTATION OF COMMON CORE STANDARDS/ASSESSMENTS \$219,000 (4) ENERGY AND CLIMATE INCREASE CLEAN TRANSPORTATION - 2013 THE FOUNDATION PROMOTED SUSTAINABLE TRANSPORTATION IN DEVELOPING COUNTRIES, SUCH AS MEXICO AND BRAZIL, BY HOSTING CONFERENCES AND MEETINGS TO DISCUSS GLOBAL AIR QUALITY STANDARDS AND ISSUES, INTERNATIONAL STRATEGIES FOR BUS RAPID TRANSIT, GENERAL PUBLIC TRANSPORTATION SYSTEMS, AND FUEL EFFICIENCY IN ADDITION, THE FOUNDATION COMMISSIONED PAPERS AND REPORTS FOR THE DEVELOPMENT OF STRATEGIES FOR DISTRIBUTION TO NGO'S, MEDIA, AND OTHER INTERESTED PARTIES \$216,490 (5) OTHER DIRECT CHARITABLE ACTIVITIES \$4,061,277 TOTAL DIRECT CHARITABLE ACTIVITIES \$5,006,726</p>

Identifier	Return Reference	Explanation
SUPPLEMENTARY INFORMATION - GRANTS	PART XV, LINES 2B-2D	<p>THE WILLIAM AND FLORA HEWLETT FOUNDATION (THE "FOUNDATION") MAKES GRANTS TO NONPROFIT CHARITABLE ORGANIZATIONS CLASSIFIED AS 501(C)(3) PUBLIC CHARITIES BY THE INTERNAL REVENUE SERVICE AND TO OTHER ORGANIZATIONS EXCLUSIVELY FOR CHARITABLE PURPOSES. THE FOUNDATION DOES NOT MAKE GRANTS TO INDIVIDUALS. IT DOES NOT MAKE GRANTS FOR POLITICAL PURPOSES OR TO SUPPORT CANDIDATES FOR POLITICAL OFFICE, OR TO INFLUENCE LEGISLATION. THE FOUNDATION MAKES GRANTS IN FIVE CORE PROGRAM AREAS (EACH, A "PROGRAM"): EDUCATION, ENVIRONMENT, GLOBAL DEVELOPMENT AND POPULATION, PERFORMING ARTS, AND EFFECTIVE PHILANTHROPY. IN ADDITION, THE FOUNDATION MAKES GRANTS TO SUPPORT DISADVANTAGED COMMUNITIES IN THE BAY AREA. THE FOUNDATION'S GRANTS ARE AWARDED SOLELY FOR CHARITABLE PURPOSES. THE FOUNDATION FUNDS ORGANIZATIONS WORKING IN THESE IDENTIFIED AREAS, BASED ON SPECIFIC GOALS AND STRATEGIES OUTLINED BY THE PROGRAMS. ALMOST ALL GRANTS ARE AWARDED TO ORGANIZATIONS IDENTIFIED BY THE FOUNDATION. THE FOUNDATION DOES ACCEPT UNSOLICITED LETTERS OF INQUIRY FROM ORGANIZATIONS LOOKING FOR FUNDING IN LIMITED AREAS. ONLY ON VERY RARE OCCASIONS ARE GRANTS AWARDED IN RESPONSE TO THESE UNSOLICITED FUNDING INQUIRIES. THERE ARE NO DEADLINES FOR SUBMITTING A LETTER OF INQUIRY, YET NOT ALL PROGRAMS ACCEPT LETTERS OF INQUIRY AT ALL TIMES. THE FOUNDATION RECOMMENDS THAT ALL PROSPECTIVE APPLICANTS REFER TO THE FOUNDATION'S WEBSITE AT WWW.HEWLETT.ORG TO READ ABOUT THE FOUNDATION'S PROGRAMS, GOALS AND STRATEGIES, AND GEOGRAPHIC LIMITATIONS. IF A PROSPECTIVE APPLICANT'S OBJECTIVES FIT WITHIN THE GUIDELINES OF A PARTICULAR PROGRAM AND THE PROGRAM CURRENTLY ACCEPTS UNSOLICITED INQUIRIES, THE APPLICANT MUST SUBMIT A LETTER OF INQUIRY, WHICH CAN BE SUBMITTED ELECTRONICALLY VIA THE FOUNDATION'S WEBSITE FOR INITIAL REVIEW. AFTER THE APPLICANT'S LETTER OF INQUIRY IS RECEIVED AND REVIEWED, THE FOUNDATION MAY, AT ITS DISCRETION, INVITE THE APPLICANT TO PROCEED TO THE SECOND STEP AND SUBMIT A FULL PROPOSAL. FURTHER INFORMATION TO ASSIST APPLICANTS, FINANCIAL INFORMATION AND A COMPLETE SET OF FOUNDATION ANNUAL REPORTS ARE AVAILABLE ON THE FOUNDATION'S WEBSITE.</p>

Identifier	Return Reference	Explanation
TAXES	PART I, LINE 18	REVENUE NET AND INVESTMENT EXPENSES INCOME PER BOOKS FEDERAL CURRENT EXCISE TAXES 7,851,136 FEDERAL DEFERRED EXCISE TAXES 22,424,000 FEDERAL UBI TAXES -1,390,974 STATE TAXES -235,640 ----- ----- 28,648,522

**TY 2013 Investments Corporate
Bonds Schedule**

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION
EIN: 94-1655673

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE PAGES 35-45 FOR DETAIL	182,019,259	182,019,259

**TY 2013 Investments Corporate
Stock Schedule**

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION
EIN: 94-1655673

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE PAGES 27-34 FOR DETAIL	2,742,778,912	2,742,778,912

TY 2013 Investments Government Obligations Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

US Government Securities - End of

Year Book Value:

218,918,878

US Government Securities - End of

Year Fair Market Value:

218,918,878

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

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

TY 2013 Investments - Land Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

TY 2013 Investments - Other Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE PAGE 46 FOR DETAIL	FMV	4,801,602,454	4,801,602,454

TY 2013 Land, Etc. Schedule**Name:** THE WILLIAM & FLORA HEWLETT FOUNDATION**EIN:** 94-1655673

TY 2013 Legal Fees Schedule**Name:** THE WILLIAM & FLORA HEWLETT FOUNDATION**EIN:** 94-1655673

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROPES & GRAY	328,193	256,353		71,840
PROSKAUER ROSE LLP	146,210	146,210		0
CAPLIN & DRYSDALE	79,195	0		79,195
PATTERSON BELKNAP WEBB & TYLER	76,043	0		76,043
FEES PAID LESS THAN \$50,000	115,402	37,492		77,910

TY 2013 Mortgages and Notes Payable Schedule

Name:

THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN:

94-1655673

Total Mortgage Amount:

0

Item No.	1
Lender's Name	BANK OF NEW YORK MELLON - LINE OF C
Lender's Title	
Relationship to Insider	
Original Amount of Loan	20000000
Balance Due	0
Date of Note	2012-12
Maturity Date	2013-01
Repayment Terms	VARIABLE
Interest Rate	
Security Provided by Borrower	N/A
Purpose of Loan	WORKING CAPITAL
Description of Lender Consideration	N/A
Consideration FMV	

Item No.	2
Lender's Name	JP MORGAN CHASE - LINE OF CREDIT
Lender's Title	
Relationship to Insider	
Original Amount of Loan	30000000
Balance Due	0
Date of Note	2012-12
Maturity Date	2013-01
Repayment Terms	VARIABLE
Interest Rate	
Security Provided by Borrower	N/A
Purpose of Loan	WORKING CAPITAL
Description of Lender Consideration	N/A
Consideration FMV	

TY 2013 Other Assets Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEDERAL EXCISE TAX REFUND DUE	0	348,000	348,000
UBI REFUND DUE	6,385,592	1,021,025	1,021,025

TY 2013 Other Expenses Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
COMP/OFFICE SRVC & MAINTENANCE	1,264,796	674,364		590,432
TRAINING AND DEVELOPMENT	480,075	52,517		427,458
PERSONNEL RECRUIT/RELOCATION	408,025	0		484,275
INSURANCE	162,977	21,005		141,972
TEMPORARY STAFFING	62,499	0		62,499
BANK AND OTHER SERVICES	98,685	10,421		88,260

TY 2013 Other Income Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LOSS ON FOREIGN CURRENCY	-3,127,207	-3,127,207	
PARTNERSHIP INCOME	44,033,175	-49,749,157	

TY 2013 Other Increases Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Description	Amount
NET UNREALIZED GAIN ON INVESTMENTS	924,114,613

TY 2013 Other Liabilities Schedule**Name:** THE WILLIAM & FLORA HEWLETT FOUNDATION**EIN:** 94-1655673

Description	Beginning of Year - Book Value	End of Year - Book Value
ACCRUED POST-RETIREMENT HEALTH BENEFIT	6,999,059	6,150,897
FEDERAL EXCISE TAX DEFERRED LIABILITY	12,871,000	35,295,000
FEDERAL EXCISE TAX CURRENT LIABILITY	202,000	0

TY 2013 Other Professional Fees Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT & CUSTODY FEES	2,864,185	2,864,185		0
PROGRAM CONSULTANTS	4,073,733	0		4,086,820
CONSUL FOR DIRCT CHAR ACTIVITY	4,806,591	0		4,806,591

TY 2013 Taxes Schedule

Name: THE WILLIAM & FLORA HEWLETT FOUNDATION

EIN: 94-1655673

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SEE PAGE 50 FOR DETAIL	28,648,522			

TY 2013**TransfersToControlledEntities****Name:** THE WILLIAM & FLORA HEWLETT FOUNDATION**EIN:** 94-1655673

Name	US / Foreign Address	EIN	Description	Amount
AETERNO (CAYMAN) LTD (ING CLARION)	C/O OGIER FIDUCIARY SRVCS CAYMAN 89 NEXUS WAY, CAMANA BAY, GRAND CAYMAN CJ	98-0471876	AETERNO (CAYMAN) LTD (ING CLARION) IS NOT AN EXCESS BUILDING HOLDING	0
METHODOLOGY FUND LTD	UGLAND HOUSE SOUTH CHURCH ST P O BOX 309GT, GRAND CAYMAN CJ	98-9999999	METHODOLOGY FUND, LTD IS NOT AN EXCESS BUILDING HOLDING	0
Total				0

AMENDED AND RESTATED BYLAWS

OF

THE WILLIAM AND FLORA HEWLETT FOUNDATION,

a California Nonprofit Public Benefit Corporation

**Adopted April 2003 and Revised October 2003, October 2004, February 2005,
March 2008, March 2011, July 2011, November 2011, December 2011,
November 2012, and July 2013**

ARTICLE 1
NAME OF CORPORATION

The name of this Corporation is THE WILLIAM AND FLORA HEWLETT FOUNDATION.

ARTICLE 2
OFFICES

Section 2.1: PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation shall be located at 2121 Sand Hill Road in the City of Menlo Park, County of San Mateo, in the State of California. The Directors may change the principal office from one location to another, and this section shall be amended accordingly.

Section 2.2: OTHER OFFICES

The Board of Directors may at any time establish branch offices, either within or without the State of California, in order to advance the proper purposes of the Corporation.

ARTICLE 3
OBJECTIVES AND PURPOSES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable, scientific, literary, and educational purposes, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable and public purposes described in its Articles of Incorporation.

The primary objectives and purposes of this Corporation shall include, but shall not be limited to, the making of grants, donations, gifts, and contributions, exclusively for charitable, religious, scientific, literary, or educational purposes that promote the well-being of mankind, and shall include any other charitable and educational activities as shall be determined by the Board of Directors to be appropriate.

ARTICLE 4
DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefits and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or

individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE 5 DIRECTORS

Section 5.1: POWERS

(a) **General Corporate Powers.** The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) **Specific Powers.** Without prejudice to their general powers, the Directors shall have the power to:

(i) except as otherwise provided herein, select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any;

(ii) change the principal office or the principal business office from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting;

(iii) adopt, make, and use a corporate seal and alter the form of the seal;

(iv) borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 5.2: NUMBER OF DIRECTORS

(a) **Authorized Number.** The authorized number of Directors shall be not less than nine (9) nor more than fifteen (15) as the Board shall determine.

(b) **Effect of Special Directors on Authorized Number.** The election of a Special Director automatically increases the authorized number of Directors, and the death, resignation, removal, or expiration of the term of a Special Director automatically decreases

the authorized number of Directors, subject always, in either case, to the range of authorized Directors set out in Section 5.2(a).

(c) **Hewlett Family Directors.** Within the authorized number of Directors, the Board shall include a total of four (4) persons qualified and willing to serve who are descendants of William and Flora Hewlett ("Hewlett Family Directors"), at least one of whom shall be a Special Director. On occasion, the Board may postpone the election of a Special Director, depending on the availability and interest of such descendants.

(d) **Composition of the Board.** In no event, shall the total number of Hewlett Family Directors in office, including any Special Directors, be equal to or exceed one-half (1/2) of the Board.

Section 5.3: ELECTION AND TERM OF OFFICE OF DIRECTORS

(a) **Current Board.**

(i) The terms of the currently serving members of the Board of Directors who were elected prior to November 2010 expire at the annual meeting of the Board in the year indicated in the records of the Corporation.

(ii) Each Director described in Section 5.3(a)(i) may serve until the earlier of: (A) the completion of three additional terms; or (B) the last regular meeting of the Board held in the year in which the Director attains the age of 72 years.

(b) **Elections and Terms.**

(i) Except as otherwise set out in these Bylaws, each Director, except the President of the Foundation, shall be elected to a three (3)-year term by the majority vote of the remaining members of the Board of Directors whose terms have not expired.

(ii) Each Director-elect's election shall be effective at the next regular meeting of the Board, unless the Board indicates another effective date.

(iii) Except as otherwise set out in these Bylaws, the term of each Director, including a Director elected to fill a mid-term vacancy, ends at the third annual meeting of the Board after the effective date of his election.

(c) **Term Limits.**

(i) Except as otherwise set out in these Bylaws, each Director may serve no more than four consecutive terms.

(ii) A Director who has served four consecutive terms may be elected to the Board after at least one full year off the Board.

(iii) Any terms as a Special Director do not count against the term limits set out in this Section 5.3(c).

(iv) The Board may, by resolution adopted by a majority of the Directors then in office at the initial election of a new Chairman of the Board, extend the term limit for that Chairman as a Director beyond the limits set out in this Section 5.3(c) for a fixed number of years to be specified in the resolution.

(d) **President as Board Member.** The President of the Foundation shall be a member of the Board while he or she holds that office.

(e) **Election of Chairman.** At each annual meeting following the election of Directors as provided in this Section 5.3, the Directors shall elect, from among themselves, a Chairman of the Board, who shall preside at all meetings of the Board, and a Vice Chairman.

(f) **Special Directors.**

(i) The Board, at its discretion, may elect grandchildren or later descendants of William and Flora Hewlett to serve as Special Directors.

(ii) Notwithstanding any other provision of these Bylaws, the term of a Special Director shall be two (2) years, and the expiration or termination of the term of a Special Director shall not create a vacancy on the Board.

(iii) The terms of the currently serving Special Directors who were elected prior to November 2010 expire on the date indicated in the records of the Corporation.

(iv) Each Special Director-elect's election shall be effective at the next regular meeting of the Board, unless the Board indicates another effective date.

(v) Except as otherwise set out in these Bylaws, the term of each Special Director ends at the second annual meeting of the Board after the effective date of his election.

(vi) In all other respects, Special Directors shall have all the responsibilities and rights of directors as provided in these Bylaws.

Section 5.4: QUALIFICATIONS OF BOARD MEMBERS

Any person 18 years of age or older whom the Board deems qualified to serve may be nominated or elected to serve as a Director. Directors need not be residents of the State of California.

Section 5.5: VACANCIES

(a) **Events Causing Vacancy.** A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

- (i) the death, resignation, retirement, or removal of any Director;
- (ii) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Corporations Code Section 5231 and the provisions that follow of the California Nonprofit Public Benefit Corporation Law;
- (iii) the failure of the Board, at any meeting of the Board at which any Director is to be elected, to elect the Director to be elected at such meeting; or
- (iv) the increase of the authorized number of Directors.

(b) **Resignation.**

(i) Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective.

(ii) No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) **Removal.**

(i) Any Director may be removed, with or without cause, by the vote of the majority of the Directors then in office at a special meeting called for that purpose, or at any regular meeting, provided notice of that meeting and of the removal question are given as provided in Sections 5.8 and 5.7, respectively.

(ii) Any vacancy caused by the removal of a Director shall be filled as provided in Section 5.5(d).

(d) **Filling of Vacancies.** Any vacancy caused by the death, resignation, retirement or removal of a Director shall be filled by election pursuant to Section 5.3(b). Each Director elected to fill a mid-term vacancy shall hold office for a three (3) year term, unless the Board declares, prior to the election, that a Director will hold the seat for a shorter term for the sole purpose of avoiding an imbalance of experience on the Board caused by an excessive number of terms expiring in the same year.

(e) **Application to Special Directors.** Section 5.5 does not apply to Special Directors, except that:

- (i) any Special Director may resign in accordance with section 5.5(b)(i);
- (ii) no Special Director may resign in contravention of section, 5.5(b)(ii); and
- (iii) any Special Director may be removed in accordance with section 5.5(c)(i).

Section 5.6: PLACE OF MEETING; ELECTRONIC AND TELEPHONE MEETINGS

Regular meetings of the Board of Directors may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 5.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Any meeting, regular or special, may be held by conference telephone or similar communications equipment, electronic video screen communication, or other electronic transmission in compliance with Article 12 of these Bylaws so long as all of the following apply:

- (i) Each director participating in the meeting can communicate with all of the other directors concurrently; and
- (ii) Each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 5.7: ANNUAL MEETINGS; REGULAR MEETINGS

Unless otherwise agreed by the Board, the Board of Directors shall hold an annual meeting during the first quarter of each calendar year at the Corporation's principal office at a time designated by the Board for purposes of electing Officers and Directors, designating committees, and transacting regular business. The Board of Directors may also hold regular meetings. Regular meetings of the Board may be called by the Chairman of the Board, President, Vice-President, Secretary, or any two Directors. Regular meetings may be held without notice if

the time and date are fixed by resolution of the Board. If not so fixed, notice of regular meetings shall be given to all Directors either by first-class mail or courier at least four (4) days in advance or by notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile or electronic mail at least forty-eight (48) hours in advance except that such notice may be waived by any Director as set forth in Section 5.8(c).

Section 5.8: SPECIAL MEETINGS

(a) **Authority to Call.** Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board, the President, or any two Directors.

(b) **Notice.** Notice of any special meeting of the Board of Directors shall be given to all Directors either by first-class mail or courier at least four (4) days in advance or by notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, or electronic mail at least forty-eight (48) hours in advance except that such notice may be waived by any Director as set forth in paragraph (c) below.

(c) **Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 5.9: QUORUM AND BOARD ACTION

(a) **Quorum.** A quorum for the transaction of business by the Board of Directors, except to adjourn as set out in Section 5.10, is the presence at a meeting of:

- (i) a majority of the Board of Directors then in office, provided that
- (ii) a majority of the Directors present are non-Hewlett Family Directors.

(b) **Action by the Board.** Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to these Bylaws or the provisions of the California Nonprofit Public Benefit Corporation Law.

(c) **No Quorum-Breaking.** A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.

Section 5.10: ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.11: NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 5.8(c).

Section 5.12: ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors or by a Committee of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 5.13: COMPENSATION OF DIRECTORS

Directors and members of committees may receive reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated for services as a Director, unless otherwise agreed by a majority of the Board of Directors.

Section 5.14: RESTRICTION ON INTERESTED DIRECTORS

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director for service on the Board; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

ARTICLE 6 COMMITTEES

Section 6.1: COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors to serve at the pleasure of the Board. The Board of Directors may invite non-voting advisors to attend meetings of any committee, make recommendations to a committee and/or implement procedures and policies under supervision of the Board of Directors or a Board Committee. Committee advisors may consist of Directors and/or non-Directors. Any member of or advisor to any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) fill vacancies on the Board of Directors or on any committee;
- (b) amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (c) amend or repeal any resolution of the Board which, by its express terms, is not so amendable or repealable;
- (d) designate any other committees of the Board or appoint the members of any committee;
- (e) approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

Section 6.2: MEETING AND ACTION OF COMMITTEES

The Board of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws. Unless otherwise provided by the Board, Committees may meet at any place within or outside of the State of California, in person, by conference telephone or similar communications equipment, electronic video screen communication, or other electronic transmission in compliance with Article 12 of these Bylaws.

Section 6.3: EXECUTIVE COMMITTEE

Pursuant to Section 6.1, the Board shall appoint the President of the Corporation and the Chairman of the Board of Directors and may appoint one or more other Directors to serve as the Executive Committee of the Board to serve at the pleasure of the Board. The Chairman of the Board of Directors shall serve as Chair of the Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the

Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 6.1. The Board may designate one or more Directors as alternate members of the Executive Committee who may replace any absent member at any meeting of this Committee. Actions of the Executive Committee shall be reported to the Board no later than the next regular board meeting.

Section 6.4: AUDIT COMMITTEE

The Corporation shall have an Audit Committee consisting of at least three Directors, and may include nonvoting advisors. Directors who are employees or Officers of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the Corporation (other than for service as Director) may not serve on the Audit Committee. The Audit Committee shall perform the duties and adhere to the guidelines set forth in the Corporation's Audit Committee Charter as amended from time to time by the Board. Such duties include, but are not limited to: (i) assisting the Board in choosing an independent auditor and recommending termination of the auditor, if necessary; (ii) negotiating the auditor's compensation; (iii) conferring with the auditor regarding the Foundation's financial affairs; and (iv) reviewing and accepting or rejecting the audit. Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board.

Section 6.5: COMPENSATION COMMITTEE

The Corporation shall have a Compensation Committee consisting of at least three Directors and no one who is not a Director. Directors who are also employees of the Corporation may not serve on the Compensation Committee. Pursuant to Section 12586(g) of the California Government Code and the applicable provisions of federal law, the Compensation Committee shall review the compensation of the President, Chief Financial Officer and Treasurer, and the Vice President and Chief Investment Officer, and such other Officers of the Corporation the Compensation Committee determines appropriate annually and whenever a modification in compensation is proposed. The review shall include an evaluation of the performance of the Officers and an analysis of appropriate comparability data. Based on its review, the Compensation Committee shall recommend just and reasonable compensation amounts for the Officers to the Board. At the request of the President or the Board, the Compensation Committee shall review any issue involving staff compensation and benefits, including but not limited to housing, health, and retirement plans.

Section 6.6: NOMINATING AND GOVERNANCE COMMITTEE

The Corporation shall have a Nominating and Governance Committee consisting of at least three Directors and no one who is not a Director. The Nominating and Governance Committee shall canvass and recommend prospective candidates to fill vacancies on the Corporation's Board of Directors. The Nominating and Governance Committee is also responsible for: planning for board succession and evaluation; the orientation and self-evaluation of Directors; reviewing and, when necessary, making recommendations regarding the Corporation's bylaws and the Board's policies and procedures, except when such duties have

been assigned to another committee; and other duties as authorized by the Corporation's Board of Directors.

Section 6.7: INVESTMENT COMMITTEE

The corporation shall have an Investment Committee consisting of at least three Directors, and may include nonvoting advisors. The Investment Committee shall formulate an investment policy objective for the investment program that is approved by the Board. The Investment Committee shall review and approve any changes to the Foundation's long-term asset allocation targets and investment benchmarks. The Investment Committee has the authority to make investment decisions and to take action to carry out such decisions as the Committee deems appropriate and in the best interests of the Foundation. In doing so, the Investment Committee's authority may be exercised by the Committee itself or may be delegated to staff or outside investment professionals by the Committee. The Investment Committee shall review the Foundation's investment results relative to investment targets and policies.

The Investment Committee shall report to the Board at least annually or more frequently at the request of the Board, or as deemed advisable by the Investment Committee.

ARTICLE 7 OFFICERS

Section 7.1: OFFICERS

The Corporation shall have the following officers:

- (a) Chairman of the Board,
- (b) Vice Chairman of the Board,
- (c) President,
- (d) Vice President and Chief Investment Officer,
- (e) Vice President,
- (f) Secretary,
- (g) Chief Financial Officer and Treasurer, and
- (h) such other Officers as the Board may designate by resolution and appoint pursuant to Section 7.3.

Officers need not be Directors. One person may hold two or more offices concurrently, except those of Chairman and President, President and Secretary, and President and Chief Financial Officer and Treasurer.

Section 7.2: ELECTION OF OFFICERS

The Chairman of the Board, Vice Chairman, President, Vice President and Chief Investment Officer, Secretary, and Chief Financial Officer and Treasurer of the Corporation shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

Section 7.3: SUBORDINATE OFFICERS

The Board of Directors may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Directors.

Section 7.4: REMOVAL OF OFFICERS

Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, or, except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

Section 7.5: RESIGNATION OF OFFICERS

Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 7.6: VACANCIES IN OFFICE

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

Section 7.7: RESPONSIBILITIES OF OFFICERS

(a) **Chairman of the Board.** The Chairman of the Board shall preside at all meetings of the Board of Directors and the Executive Committee and perform any and all duties usually incident to such office and as prescribed by the Board of Directors or these Bylaws. The Chairman shall confer and consult with the President in preparation for all meetings of the Board and serve as an ongoing resource for the President. In the absence of the Chairman of the Board, the Vice Chairman of the Board shall preside at all meetings of the Board of Directors. In the absence of the Vice Chairman, the President, or in his absence such other Director chosen by the Board, shall preside at all meetings of the Board of Directors.

The Chairman of the Board, shall, in accordance with Section 6.3, serve as Chair of the Executive Committee and, at the request of the Board, serve on other committees.

(b) **Vice Chairman.** The Vice Chairman of the Board shall, in the absence of the Chairman of the Board, preside at all meetings of the Board of Directors and perform any and all duties usually incident to such office and as prescribed by the Board of Directors from time to time.

(c) **President.** The President shall be the chief executive officer of the Corporation. He shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act for, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed about the execution of program objectives and for implementing any personnel policies adopted by the Board. If the President becomes temporarily unable to perform the duties of that office by reason of disability or prolonged absence, the Board of Directors shall, by resolution of the majority of Directors then in office, appoint an interim President until the return, removal, or resignation of the President. The interim President may be an existing Officer or any other person nominated by a Director for that purpose.

(d) **Vice President and Chief Investment Officer.** The Vice President and Chief Investment Officer (VP/CIO) shall be the chief investment officer of the Corporation and shall perform such other duties as the Board may prescribe from time to time including the following: The VP/CIO, with the advice of such persons or committee(s) as the Board of Directors may designate, shall invest the assets of the Corporation pursuant to the stated investment objectives as established by the Board; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The VP/CIO may delegate any of the foregoing duties.

(e) **Vice President.** The Vice President shall perform such functions related to planning, programs, and the operations of the Foundation as shall be delegated to him or her by the President.

(f) **Secretary.** The Secretary shall attend to the following:

(i) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be

given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(g) **Chief Financial Officer and Treasurer.** The Chief Financial Officer and Treasurer (CFO/Treasurer) shall be the chief financial officer of the Corporation and shall perform the following duties, any of which the CFO/Treasurer may delegate to subordinate officers or agents:

(i) **Books of Account.** The CFO/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements.

(ii) **Deposit and Disbursement of Money and Valuables.** The CFO/Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse, or shall cause to be disbursed, funds of the Corporation as may be ordered by the Board of Directors.

(iii) **Reporting.** The CFO/Treasurer shall, whenever requested by the President or Directors, render an account of all financial transactions and of the financial condition of the Corporation and present and report accurate and timely historical financial information of the Corporation.

(iv) **Other Duties.** The CFO/Treasurer shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE 8 RECORDS AND REPORTS

Section 8.1: MAINTENANCE OF ARTICLES AND BYLAWS

The Corporation shall keep at its principal office the original or a copy of the Articles and Bylaws as amended to date.

Section 8.2: MAINTENANCE OF OTHER CORPORATE RECORDS

The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form, or in any other form capable of being converted into written, typed, or printed form.

Section 8.3: INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 8.4: ANNUAL REPORT

The CFO/Treasurer shall cause an annual report to be distributed to the Board of Directors not later than 120 days after the close of the Corporation's fiscal year. Such report shall contain in appropriate detail the following information:

- (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, as of the end of the fiscal year;
- (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

Section 8.5: ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The Corporation shall include in its Annual Report or shall separately prepare and distribute to each Director an annual statement of the amount and circumstances of any transaction or indemnification of the following kinds:

- (a) any transaction(s) in which the Corporation was a party, and in which any Director or Officer of the Corporation had a direct or indirect financial interest (a mere common directorship not being considered such an interest); or
- (b) any indemnifications or advances paid during the fiscal year to any Officer or Director of the Corporation pursuant to Article 10 hereof, unless such indemnification has already been approved pursuant to Section 10.1.

ARTICLE 9
CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 9.1: CONTRACTS WITH DIRECTORS AND OFFICERS

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of the Corporation if it (i) is approved or authorized by the Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 9.2: LOANS TO DIRECTORS AND OFFICERS

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California, except under the following circumstances:

(a) the Corporation may advance money to a Director or Officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 10
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 10.1: RIGHT TO INDEMNIFICATION

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation,

partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Public Benefit Corporation Law.

In determining whether indemnification is available to the Director, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Law has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 10.2: INSURANCE

This Corporation shall purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 10.1 of these Bylaws; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transactions, as described in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 11 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

ARTICLE 12 ELECTRONIC TRANSMISSIONS

Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided:

- (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication;

(ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and

(iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ARTICLE 13 AMENDMENTS

Bylaws may only be adopted, amended, or repealed by a majority vote of the Directors then in office. No amendment of the Articles or Bylaws may extend the term of a Director beyond that for which the Director was elected or shorten the term for which a Director was elected.

ARTICLE 14 MEMBERS

This Corporation shall have no members within the meaning of the California Nonprofit Public Benefit Corporation Law. The Board of Directors may, however, establish one or more classes of nonvoting members with such privileges and obligations as it deems appropriate.

ARTICLE 15 FISCAL YEAR

The fiscal year of the Corporation shall end on December 31 of each year.

ARTICLE 16 PRIVATE FOUNDATION RESTRICTIONS

In any period in which the Corporation is a private foundation, as defined in Section 509 of the Code or corresponding provisions of future federal income tax laws, this Corporation shall make distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

{Certification on next page.}

I certify that the foregoing Amended and Restated Bylaws of The William and Flora Hewlett Foundation were adopted by the Board of Directors on March 18, 2013, and effective July 1, 2013.


Secretary of the Corporation

7/1/2013
Date