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Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No 1545-0047
2013
Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990 and its instructions is at www.irs.gov/form990.

A For the 2013 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization The Mangrove Foundation		D Employer identification number 98-0216844
	Doing Business As		E Telephone number (441) 295-4896
	Number and street (or P O box if mail is not delivered to street address) Room/suite c/o The Atlantic Philanthropies 16 We		G Gross receipts \$ 27540634.
	City or town, state or province, country, and ZIP or foreign postal code Hamilton, Bermuda BERMUDA HM GX		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	F Name and address of principal officer: David Walsh c/o Atlantic 75 Varick St 17th Floor, New Yo		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)

I Tax-exempt status: 501(c)(3) 501(c)(4) (insert no) 4947(a)(1) or 527

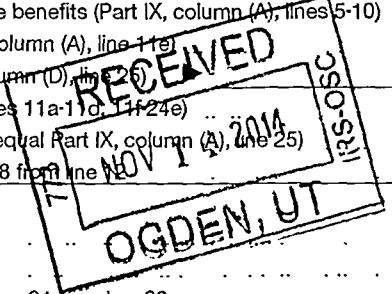
J Website:

K Form of organization: Corporation Trust Association Other

L Year of formation **1999** **M** State of legal domicile **BD**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: The purpose of the Mangrove Foundation is the promotion of social welfare.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	2
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	2
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0.	0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	24118077.	27540634.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	24118077.	27540634.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5466876.	21396301.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 11f)	0.	0.
17 Other expenses (Part IX, column (A), lines 11a-11c, 11f-24e)	232444.	562954.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5699320.	21959255.	
19 Revenue less expenses. Subtract line 18 from line 12	18418757.	5581379.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	215417775.	229791132.
	22 Net assets or fund balances. Subtract line 21 from line 20	5013493.	10831778.
		210404282.	218959354.



Part II Signature Block

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

Sign Here

Signature of officer: *David Walsh* Date: **11/10/2014**

David Walsh, President
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: _____ Preparer's signature: _____ Date: _____ Check if self-employed: PTIN: _____

Firm's name: _____ Firm's EIN: _____

Firm's address: _____ Phone no: _____

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

SCANNED DEC 08 2014

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

X

1 Briefly describe the organization's mission:

The purpose of The Mangrove Foundation is the promotion of social welfare throughout the world, including through grants to nonprofit organizations which promote assistance to the disadvantaged, particularly those that serve children and youth and the ageing, and

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No X

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No X

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 3196000. including grants of \$ 3196000.) (Revenue \$)

Grant to Children's Defense Fund to increase children's access to health insurance coverage and accelerate adoption of better school disciplinary practices by engaging school district leaders in reform.

4b (Code) (Expenses \$ 1707033. including grants of \$ 1707033.) (Revenue \$)

Grant to HIVOS to conclude our support to advance the human and socio-economic rights of asylum seekers, refugees and undocumented migrants by providing core support to key organisations in the sector.

4c (Code) (Expenses \$ 1226000. including grants of \$ 1226000.) (Revenue \$)

Grant to Manatt Phelps & Phillips, LLP to provide technical and legal analysis to KidsWell grantees, track and monitor KidsWell initiatives and develop and maintain the KidsWell website.

4d Other program services (Describe in Schedule O.)

(Expenses \$ 15267268. including grants of \$ 15267268.) (Revenue \$)

4e Total program service expenses 21396301.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		X
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question number, description, and Yes/No boxes. Includes questions 1a through 14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, annual gross receipts, deductible contributions, and 501(c)(7), (12), and (29) organizations.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

X

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year; 1b Enter the number of voting members included in line 1a, above, who are independent; 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a significant diversion of the organization's assets?; 6 Did the organization have members or stockholders?; 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?; 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates?; 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?; 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990.; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13; 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done; 13 Did the organization have a written whistleblower policy?; 14 Did the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?; 16b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed: None
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: Mei Wang - 441-294-4962 Sterling House, Wesley Street, Hamilton, HM GX BERMUDA

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f						
Program Service Revenue	2 a _____		Business Code				
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		982345.			982345.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)		26558289.			26558289.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b Less: direct expenses	b				
		c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses		b					
c Net income or (loss) from gaming activities							
10 a Gross sales of inventory, less returns and allowances	a						
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code					
11 a _____							
	b _____						
	c _____						
	d All other revenue						
	e Total. Add lines 11a-11d						
12 Total revenue. See instructions			27540634.	0.		0.27540634.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	13095217.	13095217.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	8301084.	8301084.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management	380107.		380107.	
b Legal				
c Accounting	6700.		6700.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O)	176147.		176147.	
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a _____				
b _____				
c _____				
d _____				
e All other expenses _____				
25 Total functional expenses. Add lines 1 through 24e	21959255.	21396301.	562954.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1		1	
	2	167301.	2	153721.
	3		3	
	4		4	
	5		5	
	6		6	
	7		7	
	8		8	
	9		9	
	10a			
	b		10c	
	11		11	
	12	215250474.	12	229637411.
	13		13	
	14		14	
	15		15	
16	215417775.	16	229791132.	
Liabilities	17	10300.	17	5600.
	18	5003193.	18	10826178.
	19		19	
	20		20	
	21		21	
	22		22	
	23		23	
	24		24	
	25		25	
	26	5013493.	26	10831778.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27	210404282.	27	218959354.
	28		28	
	29		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30		30	
	31		31	
	32		32	
33	210404282.	33	218959354.	
34	215417775.	34	229791132.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	27540634.
2	Total expenses (must equal Part IX, column (A), line 25)	2	21959255.
3	Revenue less expenses. Subtract line 2 from line 1	3	5581379.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	210404282.
5	Net unrealized gains (losses) on investments	5	8419727.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-5446034.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	218959354.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
 If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

The Mangrove Foundation

Employer identification number

98-0216844

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Question number, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two yes/no questions about donor advisement.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 3 columns: Question number, Description, and Held at the End of the Tax Year. Rows include purpose(s) of easements, total number of easements, total acreage, and various monitoring and reporting questions.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 3 columns: Question number, Description, and Amount. Rows include questions about reporting works of art and historical treasures, and amounts for revenues and assets.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment _____ %
- c Temporarily restricted endowment _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	<input type="checkbox"/>	<input type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input type="checkbox"/>
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	<input type="checkbox"/>	<input type="checkbox"/>

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶ 0.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	229637411.	End-of-Year Market Value
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	229637411.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	30514327.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains on investments	2a 8419727.		
	b Donated services and use of facilities	2b		
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII.)	2d		
	e Add lines 2a through 2d		2e	8419727.
3	Subtract line 2e from line 1		3	22094600.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b 5446034.		
	c Add lines 4a and 4b		4c	5446034.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	27540634.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	21959255.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities	2a		
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIII.)	2d		
	e Add lines 2a through 2d		2e	0.
3	Subtract line 2e from line 1		3	21959255.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b		4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	21959255.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part XI, Line 4b - Other Adjustments:

Investment taxable income in excess of book	4463689.
Dividend from AFC	982345.
Total to Schedule D, Part XI, Line 4b	5446034.

SCHEDULE F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule F (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

The Mangrove Foundation

Employer identification number

98-0216844

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 14b.

- 1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . **Yes** **No**
- 2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 **Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
Bermuda	1	1	Independent Audit		6700.
3 a Sub-total	1	1			6700.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	1	1			6700.

The Mangrove Foundation

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		Australia	To improve evidence-based planning for effective and	100000.		0.		
		Australia	To improve the country's nursing education and training by building	170000.		0.		
		Belgium	"To improve access to justice and services for people with disabilities by	194175.		0.		
		Bermuda	To provide core support to this anchor nonprofit agency, for	325000.		0.		
		Ireland	To increase the level of philanthropic giving by supporting a National Giving	970125.		0.		
		Ireland	"To achieve better outcomes for young people in Ireland by supporting a Best	684380.		0.		
		Ireland	"To enable more older people with dementia to live and die at home with dignity, by	344526.		0.		
		Ireland	To improve outcomes for vulnerable populations by supporting the	785382.		0.		

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ... 18

3 Enter total number of other organizations or entities ... 18

See Part V for Column (d) descriptions

Part I Continuation of Grants and Other Assistance to Organizations or Entities Outside the United States. (Schedule F (Form 990), Part II, line 1)

(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
1		Ireland	To advance and protect economic, social and cultural rights by supporting	423850.		0.		
		South Africa	To conclude our support to advance the human and socio-economic rights	1707033.		0.		
		South Africa	To provide core support to this news service that will enable it to hold	581154.		0.		
		United Kingdom	To maximise the strategic impact of our peace-building expertise by	273144.		0.		
		United Kingdom	To consolidate human rights protections for people with disabilities in	592315.		0.		
		Vietnam	To improve health outcomes for the marginalised population by	300000.		0.		
		Vietnam	To complete the primary health care reform and improve access to quality	500000.		0.		
		Vietnam	To advocate for public health policy and improve knowledge and skills among the	50000.		0.		
		Bermuda	To build capacity to sustain social change through support for this anchor	100000.		0.		

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ... Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* ... Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* ... Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* ... Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* ... Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* ... Yes No

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

Part I, Line 2:

Explanation: We take all reasonable measures to fulfill our responsibilities as a tax exempt social welfare organization. We want to make sure that our funds are used for the intended purposes and do not support illegal activities. Because we appreciate the important work that our grantees do around the world, we strive to fulfill our oversight responsibilities without creating undue burdens for them or being unduly intrusive into their affairs. To ensure the appropriate use of our grant funds and compliance with all laws, the foundation has extensive procedures for making and monitoring grants. These include the following: a pre-grant review, legal review, counter-signed grant letters, site visits, and periodic financial and narrative reports.

Part II, Column (d):

Region: Australia

(d) Purpose of Grant: To improve evidence-based planning for effective and efficient community health services in Central Viet Nam by establishing a sustainable Institute for Community Health Research at the Hue University of Medicine and Pharmacy, and building community health research capacity for health professionals in five central provinces.

Region: Australia

(d) Purpose of Grant: To improve the country's nursing education and training by building the foundation for the national scale-up through implementing competency-based nursing curriculum, training more nursing educators and working with the government to expand the model.

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

Region: Belgium

(d) Purpose of Grant: "To improve access to justice and services for people with disabilities by contributing to European efforts to support the implementation of the UN Convention on the Rights of Persons with Disabilities.

Region: Bermuda

(d) Purpose of Grant: To provide core support to this anchor nonprofit agency, for implementation of its agenda to secure policy and service-sector gains that improve the lives of older people as well strengthen Age Concern for the longer term.

Region: Ireland

(d) Purpose of Grant: To increase the level of philanthropic giving by supporting a National Giving Campaign.

Region: Ireland

(d) Purpose of Grant: "To achieve better outcomes for young people in Ireland by supporting a Best Practice Unit in its transition to sustainability, as it delivers evidence based programmes, particularly for young people experiencing adversity.

Region: Ireland

(d) Purpose of Grant: "To enable more older people with dementia to live and die at home with dignity, by supporting the development and dissemination of best practice models of innovation and care.

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

Region: Ireland

(d) Purpose of Grant: To improve outcomes for vulnerable populations by supporting the development and application of integrated models of service planned and delivered across the lifecourse.

Region: Ireland

(d) Purpose of Grant: To advance and protect economic, social and cultural rights by supporting the work and sustainability of an independent human rights organisation.

Region: South Africa

(d) Purpose of Grant: To conclude our support to advance the human and socio-economic rights of asylum seekers, refugees and undocumented migrants, by providing core support to key organisations and leveraging additional resources for the future.

Region: South Africa

(d) Purpose of Grant: To provide core support to this news service that will enable it to hold government accountable to citizens by investigating, analysing and reporting authoritatively on public health issues.

Region: United Kingdom

(d) Purpose of Grant: To maximise the strategic impact of our peace-building expertise by encouraging our grantees and the City Council to work together to develop a unified city-wide monitoring system that addresses all dimensions of community tension.

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

Region: United Kingdom

(d) Purpose of Grant: To consolidate human rights protections for people with disabilities in Northern Ireland by mainstreaming the work and competencies of the Centre on Human Rights for People with Disabilities.

Region: Vietnam

(d) Purpose of Grant: To improve health outcomes for the marginalised population by strengthening the capacity of this national Institute to take actions on health inequity and conduct research on equity in health.

Region: Vietnam

(d) Purpose of Grant: To complete the primary health care reform and improve access to quality health services for the people in this mountainous province by completing facility construction, providing essential medical equipment, and addressing clean water needs in the community.

Region: Vietnam

(d) Purpose of Grant: To advocate for public health policy and improve knowledge and skills among the public health workforce by supporting the structural reform of the Association and providing sound technical inputs to health policy and programmes.

Region: Bermuda

(d) Purpose of Grant: "To build capacity to sustain social change through support for this anchor organisation, which advances the rule of

Part V Supplemental Information

Provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

law and improves access to justice for citizens and residents by
championing compliance with international human rights law.

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

Employer identification number
98-0216844

The Mangrove Foundation

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Duke University Office of Research Support - 2200 West Main St., Suite 710 - Durham, NC 27705-4677	56-0532129	501(c)(3)	400000.	0.			To produce reports and case studies that record the lessons of Atlantic s final years and capture
Pacific News Service/New America Media - 275 Ninth Street - San Francisco, CA 94103	94-1709509	501(c)(3)	400000.	0.			To promote the economic and health security, and enhance the voices, of Low-income ethnic elders
National Coalition to Abolish the Death Penalty - 1620 L Street - Washington, DC 20036	23-2290483	501(c)(3)	950000.	0.			To coordinate the implementation of the Abolition 2025 Campaign strategy through the
Tides Center The Presidio San Francisco, CA 94129	94-3213100	501(c)(3)	500000.	0.			To advance fair, racially equitable and effective criminal justice reform by creating a coordinated
Pathfinder International 9 Galen Street, Suite 217 Watertown, MA 02472	53-2635320	501(c)(3)	500000.	0.			To complete the development of a health information and management system in Thai
Services and Advocacy for GLBT Elders - 305 Seventh Avenue - New York, NY 10001	13-2947657	501(c)(3)	250000.	0.			To promote the health and economic security of low-income diverse elders by strengthening the

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **19**

3 Enter total number of other organizations listed in the line 1 table **1**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

See Part IV for Column (h) descriptions

Schedule I (Form 990) (2013)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Children's Defense Fund 25 E Street, N.W. Washington, DC 20001	52-0895622	501(c)(3)	3196000.	0.			To increase children's access to health insurance coverage and accelerate adoption of
Manatt, Phelps & Phillips, LLP -- Manatt Health Solutions - 7 Times Square - New York, NY 10036	95-2375841	For-Profit Compa	1226000.	0.			To utilize strong analytic ability to provide technical and legal analysis to
Advocates for Children & Youth 8 Market Pl Baltimore, MD 21202	52-1555895	501(c)(3)	425000.	0.			To advocate and inform the development of permanent systems for universal health coverage
Center for Community Change 1536 U Street, NW Washington, DC 20009	52-0888113	501(c)(3)	600000.	0.			To engage young adults in advocacy, outreach and enrollment to protect and expand health insurance
Chapin Hall Center for Children at The University of Chicago - University of Chicago - Chicago, IL 60637	36-2167012	501(c)(3)	800000.	0.			To design and implement a multi-method evaluation of Chicago Elev8 to help improve the delivery and
Foundation Center 79 Fifth Avenue New York, NY 10003-3076	13-1837418	501(c)(3)	500000.	0.			To support general operations and the creation of a curated knowledge and information
Global Links 4809 Penn Avenue Pittsburgh, PA 15224	52-1629060	501(c)(3)	1050000.	0.			To promote Global Links' sustainability by contributing to the purchase and renovation
Gulf Region Advocacy Center 2307 Union Street Houston, TX 77007	36-4512524	501(c)(3)	200000.	0.			To reduce death sentences and executions in states with high use of the death penalty through
Economic Policy Institute 1333 H St., N.W., Suite 300 Washington, DC 20005	52-1368964	501(c)(3)	525000.	0.			To conduct economic analyses of key Social Security reform proposals for their impact on

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II).

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
Massachusetts General Hospital Palliative Care Service - Founders House 600 - Boston, MA 02114	04-2697983	501(c)(3)	225000.	0.			To improve access by getting palliative home care services covered under the National Health
Council of State Governments Justice Center - 100 Wall Street 20th Floor - New York, NY 10005	36-6000818	501(c)(3)	250000.	0.			To reform zero tolerance disciplinary policies by disseminating a set of consensus recommendations
Research Foundation of the City University of New York - 555 West 57th Street - New York, NY 10019	13-1988190	501(c)(3)	598217.	0.			To reform school discipline policies by expanding the knowledge and capacity of educators
Bend the Arc: A Jewish Partnership for Justice - 330 Seventh Avenue - New York, NY 10001	52-1332694	501(c)(3)	450000.	0.			To improve the quality of life for older adults and individuals with disabilities and to
The Law Office of the Southern Center for Human Rights - 83 Poplar Street, NW - Atlanta, GA 30303	62-1025326	501(c)(3)	50000.	0.			To reduce the number of executions and new and existing death sentences in Georgia and Alabama

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

Part I, Line 2:
 Explanation: We take all reasonable measures to fulfill our responsibilities as a tax exempt charitable organization. We want to make sure that our funds are used for the intended charitable purposes and do not support illegal activities. Because we appreciate the important work that our grantees do around the world, we strive to fulfill our oversight responsibilities without creating undue burdens for them or being unduly intrusive into their affairs. To ensure the appropriate use of our grant funds and compliance with U.S. laws, the foundation has extensive

Part IV Supplemental Information

procedures for making and monitoring grants. These include the following: a pre-grant review, legal review, counter-signed grant letters, site visits, and periodic financial and narrative reports.

Part II, line 1, Column (h):

Name of Organization or Government:

Duke University Office of Research Support

(h) Purpose of Grant or Assistance: To produce reports and case studies that record the lessons of Atlantic s final years and capture the impact of key Atlantic-funded projects and programmes.

Name of Organization or Government:

Pacific News Service/New America Media

(h) Purpose of Grant or Assistance: To promote the economic and health security, and enhance the voices, of low-income ethnic elders by increasing the coverage of targeted issues in ethnic news media.

Name of Organization or Government:

National Coalition to Abolish the Death Penalty

(h) Purpose of Grant or Assistance: To coordinate the implementation of the Abolition 2025 Campaign strategy through the National Coalition to Abolish the Death Penalty s affiliate network.

Name of Organization or Government: Tides Center

(h) Purpose of Grant or Assistance: To advance fair, racially equitable and effective criminal justice reform by creating a coordinated communications infrastructure to strengthen the sector s ability to generate public support for policy change.

Part IV Supplemental Information

Name of Organization or Government: Pathfinder International

(h) Purpose of Grant or Assistance: To complete the development of a health information and management system in Thai Nguyen Province and prepare the model for wider adoption throughout Viet Nam.

Name of Organization or Government: Services and Advocacy for GLBT Elders

(h) Purpose of Grant or Assistance: To promote the health and economic security of low-income diverse elders by strengthening the Diverse Elders Coalition and improving its capacity to advocate for protecting and improving Social Security benefits and increased access to other federally funded programmes.

Name of Organization or Government: Children's Defense Fund

(h) Purpose of Grant or Assistance: To increase children s access to health insurance coverage and accelerate adoption of better school disciplinary practices by engaging school district leaders in reform.

Name of Organization or Government:

Manatt, Phelps & Phillips, LLP -- Manatt Health Solutions

(h) Purpose of Grant or Assistance: To utilise strong analytic ability to provide technical and legal analysis to Kidswell grantees, track and monitor the KidsWell initiative and develop and maintain the KidsWell website.

Name of Organization or Government: Advocates for Children & Youth

(h) Purpose of Grant or Assistance: To advocate and inform the development of permanent systems for universal health coverage for

Part IV Supplemental Information

children in Maryland.

Name of Organization or Government: Center for Community Change

(h) Purpose of Grant or Assistance: To engage young adults in advocacy, outreach and enrolment to protect and expand health insurance coverage for at least half of the 10.3 million uninsured young adults from ages 18-26.

Name of Organization or Government:

Chapin Hall Center for Children at The University of Chicago

(h) Purpose of Grant or Assistance: To design and implement a multi-method evaluation of Chicago Elev8 to help improve the delivery and integration of school-based services, ensure students successfully transition to the ninth grade, and to advance policies and funding that support Elev8 and community schools locally and nationally.

Name of Organization or Government: Foundation Center

(h) Purpose of Grant or Assistance: To support general operations and the creation of a curated knowledge and information sharing platform to disseminate learnings from Atlantic s programme and geographic areas.

Name of Organization or Government: Global Links

(h) Purpose of Grant or Assistance: To promote Global Links' sustainability by contributing to the purchase and renovation of a new headquarters, to support graduates of the Latin American Medical School and to provide medical aid to the Cuban public health system for recovery from Hurricane Sandy.

Part IV Supplemental Information

Name of Organization or Government: Gulf Region Advocacy Center

(h) Purpose of Grant or Assistance: To reduce death sentences and executions in states with high use of the death penalty through training of capital defence teams, consulting on cases and direct representation.

Name of Organization or Government: Economic Policy Institute

(h) Purpose of Grant or Assistance: To conduct economic analyses of key Social Security reform proposals for their impact on low-wage workers, older women and people of colour.

Name of Organization or Government:

Massachusetts General Hospital Palliative Care Service

(h) Purpose of Grant or Assistance: To improve access by getting palliative home care services covered under the National Health Insurance, expanding the home care model for patients with serious chronic illnesses, and providing training of palliative care trainers and leaders.

Name of Organization or Government:

Council of State Governments Justice Center

(h) Purpose of Grant or Assistance: To reform zero tolerance disciplinary policies by disseminating a set of consensus recommendations on school discipline to federal, state and local policymakers and judicial and educational leaders.

Name of Organization or Government:

Research Foundation of the City University of New York

(h) Purpose of Grant or Assistance: To reform school discipline policies

Part IV Supplemental Information

by expanding the knowledge and capacity of educators and judges to implement positive disciplinary practices through convenings, tool development, writing, research and an embedded fellow at the U.S. Department of Justice.

Name of Organization or Government:

Bend the Arc: A Jewish Partnership for Justice

(h) Purpose of Grant or Assistance: To improve the quality of life for older adults and individuals with disabilities and to improve the working conditions of direct-care immigrant workers through policy changes that are supported by a new public narrative that links immigration reform issues with older adults' care needs.

Name of Organization or Government:

The Law Office of the Southern Center for Human Rights

(h) Purpose of Grant or Assistance: To reduce the number of executions and new and existing death sentences in Georgia and Alabama through litigation.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

2013

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.
▶ Attach to Form 990. ▶ See separate instructions.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

The Mangrove Foundation

Employer identification number

98-0216844

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p>										
<p>a Receive a severance payment or change-of-control payment?</p>	4a	X								
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	X								
<p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p>										
<p>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p>										
<p>a The organization?</p>	5a	X								
<p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5b	X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p>										
<p>a The organization?</p>	6a	X								
<p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6b	X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	X								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	9									

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Part I, Line 4b:

Explanation: David Walsh and Cyntia Richards - participate in non-qualified deferred compensation plans - \$23,061 and \$6,660 respectively.

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
Atlantic Philanthropies (U	Brother/Sister	380107.	Service Fee		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

Sch L, Part IV, Business Transactions Involving Interested Persons:

(a) Name of Person: Atlantic Philanthropies (USA), Inc.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public
Inspection

Name of the organization

The Mangrove Foundation

Employer identification number

98-0216844

Form 990, Part III, Line 1, Description of Organization Mission:

(continued) those which promote human rights and reconciliation. The Mangrove Foundation works in conjunction with the other nonprofit organizations that comprise The Atlantic Philanthropies.

Form 990, Part III, Line 4d, Other Program Services:

Grants to promote social welfare throughout the world.

Expenses \$ 15267268. including grants of \$ 15267268. Revenue \$ 0.

Form 990, Part VI, Section A, line 7a:

Explanation: The company has 3 members who elect the directors of the organization.

Form 990, Part VI, Section B, line 11:

Explanation: The tax return is prepared by an accountant and reviewed by the President. Significant issues are discussed with the board.

Form 990, Part VI, Section B, Line 12c:

Explanation: Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a member, director, officer or key employee must be disclosed in good faith or known to the Board of Directors or committee authorizing a contract or other transaction. The interested individual may participate in the information-gathering stage of the Board of Director's or committee's discussion but will retire from the room in which the Board of Directors or a committee thereof is meeting and will not participate in the final

Name of the organization

The Mangrove Foundation

Employer identification number

98-0216844

deliberation or decision regarding such contract of other transation. Such interested individual may not vote on such contract or other transaction. Compliance is updated and re-certified by each officer and director annually.

Form 990, Part VI, Section C, Line 19:

Explanation: upon request

Form 990, Part XI, line 9, Changes in Net Assets:

Investment taxable income in excess of book	-4463689.
Dividend from AFC	-982345.
Total to Form 990, Part XI, Line 9	-5446034.

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)	X	
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)	X	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) Atlantic Philanthropies (USA), Inc	L	380107	Based on Activity
(2)			
(3)			
(4)			
(5)			
(6)			

