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EXTENDED TO NOVEMBER 16, 2015

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation COLLEGE FUTURES FOUNDATION FKA: COLLEGE ACCESS FOUNDATION OF CA		A Employer identification number 94-2618667
Number and street (or P.O. box number if mail is not delivered to street address) ONE FRONT STREET	Room/suite 1325	B Telephone number (415) 287-1800
City or town, state or province, country, and ZIP or foreign postal code SAN FRANCISCO, CA 94111		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☒ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 491,484,457.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		225,726.	225,726.		STATEMENT 2
4 Dividends and interest from securities		5,810,756.	5,837,419.		STATEMENT 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		34,481,248.			STATEMENT 1
b Gross sales price for all assets on line 6a 49,313,000.					
7 Capital gain net income (from Part IV, line 2)			33,396,054.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income OGDEN, UT		1,328,189.	12,378,954.		STATEMENT 4
12 Total. Add lines 1 through 11		41,845,919.	51,838,153.		
13 Compensation of officers, directors, trustees, etc		1,139,841.	51,841.		1,088,000.
14 Other employee salaries and wages		1,124,765.	44,078.		1,080,687.
15 Pension plans, employee benefits		894,090.	33,303.		860,787.
16a Legal fees STMT 5		34,042.	0.		34,042.
b Accounting fees STMT 6		74,078.	6,000.		68,068.
c Other professional fees STMT 7		215,209.	0.		215,209.
17 Interest					
18 Taxes STMT 8		959,581.	0.		0.
19 Depreciation and depletion		70,684.	0.		
20 Occupancy		210,720.	0.		210,720.
21 Travel, conferences, and meetings		106,174.	0.		106,174.
22 Printing and publications					
23 Other expenses STMT 9		4,116,940.	8,278,029.		901,517.
24 Total operating and administrative expenses. Add lines 13 through 23		8,946,124.	8,413,251.		4,565,204.
25 Contributions, gifts, grants paid		16,347,166.			15,786,987.
26 Total expenses and disbursements. Add lines 24 and 25		25,293,290.	8,413,251.		20,352,191.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		16,552,629.			
b Net investment income (if negative, enter -0-)			43,424,902.		
c Adjusted net income (if negative, enter -0-)				N/A	

9-63 12

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COLLEGE FUTURES FOUNDATION

Form 990-PF (2014)

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Page 2

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,873,889.	6,070,950.	6,070,950.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 21,013,074.			
	Less: allowance for doubtful accounts ▶	20,276,430.	21,013,074.	21,013,074.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 2,406,646.			
	Less: allowance for doubtful accounts ▶ 96,075.	3,068,355.	2,310,571.	2,310,571.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	57,995.	183,173.	183,173.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11		439,610,181.	460,868,388.	460,868,388.
14 Land, buildings, and equipment: basis ▶ 1,025,781.				
Less: accumulated depreciation ▶ 472,906.		143,229.	552,875.	552,875.
15 Other assets (describe ▶ STATEMENT 12)		491,673.	485,426.	485,426.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		467,521,752.	491,484,457.	491,484,457.
17 Accounts payable and accrued expenses		651,382.	761,328.	
18 Grants payable		9,382,140.	10,016,742.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	1,630,916.	1,716,061.	
	23 Total liabilities (add lines 17 through 22)	11,664,438.	12,494,131.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	455,857,314.	478,990,326.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	455,857,314.	478,990,326.		
31 Total liabilities and net assets/fund balances	467,521,752.	491,484,457.		

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	455,857,314.
2 Enter amount from Part I, line 27a	2	16,552,629.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	6,580,383.
4 Add lines 1, 2, and 3	4	478,990,326.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	478,990,326.

COLLEGE FUTURES FOUNDATION

Form 990-PF (2014)

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a CAPITAL GAIN FROM PASS-THROUGH ENTITIES -			
b SEE ATTACHMENT	P	VARIOUS	VARIOUS
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 49,313,000.		15,916,946.	33,396,054.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			33,396,054.
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	33,396,054.
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). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	22,580,252.	432,414,760.	.052219
2012	23,314,865.	413,578,747.	.056373
2011	15,884,286.	421,079,858.	.037723
2010	26,141,276.	392,814,082.	.066549
2009			

2 Total of line 1, column (d)	2	.212864
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	.053216
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	468,540,238.
5 Multiply line 4 by line 3	5	24,933,837.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	434,249.
7 Add lines 5 and 6	7	25,368,086.
8 Enter qualifying distributions from Part XII, line 4	8	20,813,948.

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.

COLLEGE FUTURES FOUNDATION

Form 990-PF (2014)

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	868,498.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	868,498.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	868,498.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	663,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	130,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	793,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	75,498.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2014)

COLLEGE FUTURES FOUNDATION

Form 990-PF (2014)

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.COLLEGEFUTURES.ORG</u>	13	X	
14	The books are in care of ► <u>PHILLIPPE WALLACE</u> Telephone no. ► <u>(415) 287-1800</u> Located at ► <u>ONE FRONT STREET, SUITE 1325, SAN FRANCISCO, CA</u> ZIP+4 ► <u>94111</u>			
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	N/A	
16	At any time during calendar year 2014, 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 the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2014?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

Form 990-PF (2014)

COLLEGE FUTURES FOUNDATION

Form 990-PF (2014)

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Page 6

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 4945(d)(4)(A)? (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

X

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

6b

X

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

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

7b

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

N/A

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		975,254.	177,346.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
MARTHA CAMPBELL - ONE FRONT STREET #1325, SAN FRANCISCO, CA 94111	CHIEF LEARNING OFFICER	166,987.	22,552.	0.
KRYSTEN CURTIS - ONE FRONT STREET #1325, SAN FRANCISCO, CA 94111	CONTROLLER	113,865.	44,518.	0.
TAMARA MOORE - ONE FRONT STREET #1325, SAN FRANCISCO, CA 94111	PROGRAM OFFICER	116,208.	27,834.	0.
AILEEN LUI - ONE FRONT STREET #1325, SAN FRANCISCO, CA 94111	SENIOR ACCOUNTANT	94,692.	47,118.	0.
DAVID GUZMAN - ONE FRONT STREET #1325, SAN FRANCISCO, CA 94111	CREDIT MANAGER & IT SUPPORT	101,301.	36,647.	0.

Total number of other employees paid over \$50,000

9

Form 990-PF (2014)

COLLEGE FUTURES FOUNDATION

Form 990-PF (2014)

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667 Page 7

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DAVIDSON ASSOCIATES - 50 CALIFORNIA ST., SUITE 1500, SAN FRANCISCO, CA 94111	RECRUITING SPECIALISTS	105,000.
BURR PILGER MAYER - 600 CALIFORNIA ST., SUITE 1300, SAN FRANCISCO, CA 94108	AUDIT & TAX CONSULTING	77,333.
Total number of others receiving over \$50,000 for professional services		0

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 FOUNDATION-ADMINISTERED PROJECT TO DEVELOP TOOLS AND CONTENT FOR AN ONLINE COLLEGE AND FINANCIAL AID GUIDANCE PLATFORM FOR GROUPS WORKING WITH LOW-INCOME STUDENTS.	135,348.
2 FOUNDATION-ADMINISTERED PROJECT TO BUILDING AND SHARE CAPACITIES AMONG GRANTEEES FOR MORE EFFECTIVE POSTSECONDARY ACCESS & COMPLETION.	69,765.
3 FOUNDATION-ADMINISTERED PROJECT TO BUILDING AND SHARE CAPACITIES AMONG GRANTEEES FOR MORE EFFECTIVE POSTSECONDARY ACCESS & COMPLETION.	68,922.
4 FOUNDATION-ADMINISTERED PROJECT TO SUPPORT THE PLANNING AND DEVELOPMENT OF AN ONLINE COLLEGE AND FINANCIAL AID GUIDANCE PLATFORM FOR GROUPS WORKING WITH LOW-INCOME STUDENTS.	59,360.

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2014)

COLLEGE FUTURES FOUNDATION

Form 990-PF (2014)

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Page 8

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	470,379,040.
b	Average of monthly cash balances	1b	5,296,329.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	475,675,369.
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	475,675,369.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,135,131.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	468,540,238.
6	Minimum investment return. Enter 5% of line 5	6	23,427,012.

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	23,427,012.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	868,498.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	868,498.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,558,514.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	22,558,514.
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	22,558,514.

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	20,352,191.
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	461,757.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,813,948.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,813,948.

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.

Form 990-PF (2014)

COLLEGE FUTURES FOUNDATION

Form 990-PF (2014)

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Page 9

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				22,558,514.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010	2,493,000.			
c From 2011				
d From 2012	2,838,508.			
e From 2013	1,526,215.			
f Total of lines 3a through e	6,857,723.			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ 20,813,948.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				20,813,948.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a))	1,744,566.			1,744,566.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,113,157.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	5,113,157.			
10 Analysis of line 9:				
a Excess from 2010	748,434.			
b Excess from 2011				
c Excess from 2012	2,838,508.			
d Excess from 2013	1,526,215.			
e Excess from 2014				

Page 10

N/A

- 4942(i)(3) or ☐ 4942(i)(5)

- (4) Gross investment income

[illegible]

SEE ATTACHMENT

COLLEGE FUTURES FOUNDATION

Form 990-PF (2014)

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667 Page 11

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104		PC	EMPLOYEE MATCHING GIFT	360.
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BLVD. OAKLAND, CA 94621		PC	SCHOLARSHIP	10,000.
EAST OAKLAND YOUTH DEVELOPMENT CENTER 8200 INTERNATIONAL BLVD. OAKLAND, CA 94621		PC	SCHOLARSHIP	50,000.
CONCERNED PARENTS ALLIANCE 9336 BLACK HILLS WAY SAN DIEGO, CA 92129		SO I	SCHOLARSHIP	9,500.
CONCERNED PARENTS ALLIANCE 9336 BLACK HILLS WAY SAN DIEGO, CA 92129		SO I	SCHOLARSHIP	53,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				15,786,987.
b Approved for future payment				
ALLAN HANCOCK COLLEGE FOUNDATION 800 SOUTH COLLEGE DRIVE SANTA MARIA, CA 93454-6399		PC	SCHOLARSHIP	132,000.
ALLAN HANCOCK COLLEGE FOUNDATION 800 SOUTH COLLEGE DRIVE SANTA MARIA, CA 93454-6399		PC	SCHOLARSHIP	28,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	39,000.
Total SEE CONTINUATION SHEET(S) ▶ 3b				8,072,007.

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

Exempt Organizations		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see Instr.)? ☒ Yes ☐ No	
	 Signature of officer or trustee		11/16/15 Date	PRESIDENT & CEO Title		
Paid Preparer Use Only	Print preparer's name		Preparer's signature		Date	Check ☐ if self-employed PTIN
	TAMARA L. MCINERNEY		TAMARA L. MCINERNEY		11/12/15	P00011797
	Firm's name ▶ BURR PILGER MAYER, INC.					Firm's EIN ▶ 26-3839190
	Firm's address ▶ 2000 UNIVERSITY AVE #201 EAST PALO ALTO, CA 94303					Phone no. 415.421.5757

Form 990-PF (2014)

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	6,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	29,000.
SILICON VALLEY CHILDREN'S FUND 1871 THE ALAMEDA, SUITE 335 SAN JOSE, CA 95126		PC	SCHOLARSHIP	5,500.
SILICON VALLEY CHILDREN'S FUND 1871 THE ALAMEDA, SUITE 335 SAN JOSE, CA 95126		PC	SCHOLARSHIP	27,500.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012		PC	PROGRAM SUPPORT	39,000.
ALLAN HANCOCK COLLEGE FOUNDATION 800 SOUTH COLLEGE DRIVE SANTA MARIA, CA 93454-6399		PC	SCHOLARSHIP	132,000.
ALLAN HANCOCK COLLEGE FOUNDATION 800 SOUTH COLLEGE DRIVE SANTA MARIA, CA 93454-6399		PC	SCHOLARSHIP	28,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107		PC	PROGRAM SUPPORT	25,000.
FULFILLMENT FUND 6100 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048		PC	SCHOLARSHIP	35,000.
FULFILLMENT FUND 6100 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048		PC	SCHOLARSHIP	20,000.
Total from continuation sheets				15,664,127.

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE HANNAH PROJECT 170 DONAHUE STREET MARIN CITY, CA 94965		PC	SCHOLARSHIP	43,000.
THE HANNAH PROJECT 170 DONAHUE STREET MARIN CITY, CA 94965		PC	SCHOLARSHIP	8,600.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012		PC	SCHOLARSHIP	3,600.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012		PC	SCHOLARSHIP	36,000.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720-4200		PC	EMPLOYEE MATCHING GIFT	800.
STANISLAUS COUNTY OFFICE OF EDUCATION 1100 H STREET MODESTO, CA 95354		GOV	SCHOLARSHIP	13,000.
STANISLAUS COUNTY OFFICE OF EDUCATION 1100 H STREET MODESTO, CA 95354		GOV	SCHOLARSHIP	125,000.
LOS ANGELES EDUCATION PARTNERSHIP 1055 W. 7TH ST., SUITE 200 LOS ANGELES, CA 90017		PC	PROGRAM SUPPORT	175,000.
FOUNDATION FOR CALIFORNIA COMMUNITY COLLEGES 1102 Q. STREET SUITE 3500 SACRAMENTO, CA 95811		PC	PROGRAM SUPPORT	294,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012		PC	PROGRAM SUPPORT	125,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information				
3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104		PC	PROGRAM SUPPORT	200,000.
NATIONAL SCHOLARSHIP PROVIDERS ASSOCIATION (NSPA) 2222 14TH STREET BOULDER, CO 80302		PC	PROGRAM SUPPORT	60,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012		PC	PROGRAM SUPPORT	72,500.
MARCUS A. FOSTER EDUCATIONAL INSTITUTE 8301 EDGEWATER DR., SUITE 203 OAKLAND, CA 94621		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	275,000.
WEST CONTRA COSTA PUBLIC EDUCATION FUND 217C W. RICHMOND AVE. RICHMOND, CA 94801		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	160,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW, STE 404 WASHINGTON, DC 20036		PC	SECTOR SUPPORT	5,600.
MUSCULAR DYSTROPHY ASSOCIATION-USA NATIONAL OFFICE 222 S. RIVERSIDE PLAZA, SUITE 1500 CHICAGO, IL 60606		PC	EMPLOYEE MATCHING GIFT	70.
ORANGE COUNTY ASIAN AND PACIFIC ISLANDER COMMUNITY ALLIANCE 12900 GARDEN GROVE BLVD., STE 214A GARDEN GROVE, CA 92843		PC	SCHOLARSHIP	75,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	6,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	39,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
ORANGE COUNTY ASIAN AND PACIFIC ISLANDER COMMUNITY ALLIANCE 12900 GARDEN GROVE BLVD., STE 214A GARDEN GROVE, CA 92843		PC	SCHOLARSHIP	15,000.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	9,600.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	48,000.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	20,000.
PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD., SUITE 255 MISSION HILLS, CA 91345		PC	SCHOLARSHIP	6,000.
PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD., SUITE 255 MISSION HILLS, CA 91345		PC	SCHOLARSHIP	75,000.
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO, CA 94103		PC	SCHOLARSHIP	10,000.
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO, CA 94103		PC	SCHOLARSHIP	100,000.
CANAL ALLIANCE 91 LARKSPUR STREET SAN RAFAEL, CA 94901		PC	SCHOLARSHIP	35,000.
CANAL ALLIANCE 91 LARKSPUR STREET SAN RAFAEL, CA 94901		PC	SCHOLARSHIP	7,500.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129		PC	SCHOLARSHIP	6,000.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129		PC	SCHOLARSHIP	40,000.
NORTHERN CALIFORNIA GRANTMAKERS 625 MARKET ST. 3RD FLOOR SAN FRANCISCO, CA 94105		PC	SECTOR SUPPORT	12,000.
HUMBOLDT COUNTY OFFICE OF EDUCATION 901 MYRTLE AVE. EUREKA, CA 95501		PC	INNOVATION AWARDS	26,040.
CALIFORNIA STATE PARKS FOUNDATION 50 FRANCISCO ST STE 110 SAN FRANCISCO, CA 94133-2108		PC	EMPLOYEE MATCHING GIFT	500.
SIERRA AVALANCHE CENTER P.O. BOX 3725 TRUCKEE, CA 96160		PC	EMPLOYEE MATCHING GIFT	500.
DARTMOUTH COLLEGE OFFICE OF GIFT RECORDING 6066 DEVELOPMENT OFFICE HANOVER, NH 03755-4400		PC	EMPLOYEE MATCHING GIFT	500.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1600		PC	EMPLOYEE MATCHING GIFT	600.
THE NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203-1600		PC	EMPLOYEE MATCHING GIFT	100.
YOUTH SPEAKS 1663 MISSION STREET, SUITE 604 SAN FRANCISCO, CA 94103		PC	EMPLOYEE MATCHING GIFT	500.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOUTHERN UTAH WILDERNESS ALLIANCE 425 EAST 100 SOUTH SALT LAKE CITY, UT 84111		PC	EMPLOYEE MATCHING GIFT	600.
SAN MATEO COUNTY COMMUNITY COLLEGES FOUNDATION 3401 CSM DRIVE SAN MATEO, CA 94402		PC	EMPLOYEE MATCHING GIFT	1,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY - NORTHERN CA CHAPTER 1700 OWENS STREET SUITE 190 SAN FRANCISCO, CA 94158		PC	EMPLOYEE MATCHING GIFT	800.
BAY AREA OUTREACH AND RECREATION PROGRAM 3075 ADELINE STREET, SUITE 155 BERKELEY, CA 94703-2545		PC	EMPLOYEE MATCHING GIFT	300.
GRANTS MANAGERS NETWORK 1101 14TH STREET, NW, SUITE 420 WASHINGTON, DC, DC 20005		PC	SECTOR SUPPORT	1,850.
GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON ST. SUITE 605 PORTLAND, OR 97205		PC	SECTOR SUPPORT	2,500.
LONG BEACH CITY COLLEGE 4901 EAST CARSON LONG BEACH, CA 90808		PC	INNOVATION AWARDS	30,000.
SAN FRANCISCO STATE UNIVERSITY OFFICE OF UNIVERSITY DEVELOPMENT, SFSU, 1600 HOLLOWAY AVENUE, ADM 153 SAN FRANCISCO, CA 94132		PC	INNOVATION AWARDS	15,000.
YALE UNIVERSITY CONTRIBUTION PROCESSING P.O. BOX 2038 NEW HAVEN, CT 06521-2038		PC	DIRECTORS DONATION	50,000.
STANFORD UNIVERSITY/THE STANFORD FUND 326 GALVEZ STREET STANFORD, CA 94305-6105		PC	DIRECTORS DONATION	50,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FUTURE FOUNDATION OF SACRAMENTO 425 UNIVERSITY AVE., # 210 SACRAMENTO, CA 95825		PC	SCHOLARSHIP	3,300.
FUTURE FOUNDATION OF SACRAMENTO 425 UNIVERSITY AVE., # 210 SACRAMENTO, CA 95825		PC	SCHOLARSHIP	20,000.
HEART OF LOS ANGELES YOUTH 2701 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90057		PC	SCHOLARSHIP	13,000.
HEART OF LOS ANGELES YOUTH 2701 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90057		PC	SCHOLARSHIP	57,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW, STE 404 WASHINGTON, DC 20036		PC	SECTOR SUPPORT	5,000.
UNIVERSITY ENTERPRISES CORPORATION AT CSUSB 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407		PC	INNOVATION AWARDS	18,150.
BRIGHT PROSPECT 1460 E. HOLT AVE., SUITE 74 POMONA, CA 91767		PC	SCHOLARSHIP	4,000.
BRIGHT PROSPECT 1460 E. HOLT AVE., SUITE 74 POMONA, CA 91767		PC	SCHOLARSHIP	52,000.
THE UNIVERSITY OF UTAH OFFICE OF DEVELOPMENT 540 ARAPEEN DRIVE, SUITE 250 SALT LAKE CITY, UT 84108-1238		PC	DIRECTORS DONATION	25,000.
SAN DIEGO FOUNDATION 2508 HISTORIC DECATUR ROAD, SUITE 200 SAN DIEGO, CA 92106		PC	DIRECTORS DONATION	50,000.
Total from continuation sheets				

COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RUTGERS UNIVERSITY FOUNDATION 7 COLLEGE AVENUE WINANTS HALL NEW BRUNSWICK, NJ 08901-1261		PC	DIRECTORS DONATION	25,000.
UNIVERSITY FOUNDATION AT SACRAMENTO STATE SACRAMENTO HALL 162 6000 J STREET SACRAMENTO, CA 95819-6026		PC	DIRECTORS DONATION	25,000.
THE COLLEGE OF NEW JERSEY P.O. BOX 7718 EWING, NJ 08628-0718		PC	DIRECTORS DONATION	25,000.
USC ANNENBERG SCHOOL FOR COMMUNICATION AND JOURNALISM 3502 WATT WAY LOS ANGELES, CA 90089-0281		PC	DIRECTORS DONATION	25,000.
ROSELAND CHARTER SCHOOL 1934 BIWANA DRIVE SANTA ROSA, CA 95407		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	62,500.
ROSELAND CHARTER SCHOOL 1934 BIWANA DRIVE SANTA ROSA, CA 95407		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	24,000.
CALIFORNIA STATE UNIVERSITY SAN MARCOS FOUNDATION 333 S. TWIN OAKS VALLEY RD SAN MARCOS, CA 92096		PC	INNOVATION AWARDS	15,000.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720-4200		PC	DIRECTORS DONATION	40,000.
FOSTER YOUTH EDUCATION FUND 3323 WATT AVE. #253 SACRAMENTO, CA 95821		PC	DIRECTORS DONATION	10,000.
KERN HIGH SCHOOL DISTRICT EDUCATIONAL FOUNDATION 5801 SUNDALE AVENUE BAKERSFIELD, CA 93309-2924		PC	SCHOLARSHIP	12,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KERN HIGH SCHOOL DISTRICT EDUCATIONAL FOUNDATION 5801 SUNDALE AVENUE BAKERSFIELD, CA 93309-2924		PC	SCHOLARSHIP	73,000.
BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 365 LASUEN STREET STANFORD, CA 94305-2068		PC	COMMUNITY INITIATIVES	196,000.
ORANGE COUNTY ASIAN AND PACIFIC ISLANDER COMMUNITY ALLIANCE 12900 GARDEN GROVE BLVD., STE 214A GARDEN GROVE, CA 92843		PC	EXPANDING ACCESS TO FINANCIAL AID	58,250.
MARCUS A. FOSTER EDUCATIONAL INSTITUTE 8301 EDGEWATER DR., SUITE 203 OAKLAND, CA 94621		PC	COMMUNITY INITIATIVES	660,000.
HUMBOLDT COUNTY OFFICE OF EDUCATION 901 MYRTLE AVE. EUREKA, CA 95501		PC	COMMUNITY INITIATIVES	475,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107		PC	EXPANDING ACCESS TO FINANCIAL AID	88,591.
NATIONAL COLLEGE ADVISING CORPS 301 W. BARBEE CHAPEL ROAD SUITE 100 CHAPEL HILL, NC 27517		PC	EXPANDING ACCESS TO FINANCIAL AID	150,000.
SINGLE STOP USA, INC. 1825 PARK AVENUE, SUITE 503 NEW YORK, NY 10035		PC	EXPANDING ACCESS TO FINANCIAL AID	25,000.
STANISLAUS COUNTY OFFICE OF EDUCATION 1100 H STREET MODESTO, CA 95354		PC	EXPANDING ACCESS TO FINANCIAL AID	226,500.
CALIFORNIA STATE UNIVERSITY, BAKERSFIELD FOUNDATION 9001 STOCKDALE HIGHWAY BAKERSFIELD, CA 93311		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	492,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONCERNED PARENTS ALLIANCE 9336 BLACK HILLS WAY SAN DIEGO, CA 92129		SO I	SCHOLARSHIP	9,500.
CONCERNED PARENTS ALLIANCE 9336 BLACK HILLS WAY SAN DIEGO, CA 92129		SO I	SCHOLARSHIP	53,000.
CALIFORNIA STATE UNIVERSITY, STANISLAUS ONE UNIVERSITY CIRCLE TURLOCK, CA 95382		PC	INNOVATION AWARDS	16,948.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720-4200		PC	EMPLOYEE MATCHING GIFT	1,000.
REDF 221 MAIN STREET SUITE 1550 SAN FRANCISCO, CA 94105		PC	EMPLOYEE MATCHING GIFT	4,000.
REACH OUT 1126 WEST FOOTHILL BLVD., SUITE 250 UPLAND, CA 91786		PC	EXPANDING ACCESS TO FINANCIAL AID	72,000.
BOYS & GIRLS CLUBS OF THE LOS ANGELES HARBOR 1200 S CABRILLO AVE SAN PEDRO, CA 90731		PC	EXPANDING ACCESS TO FINANCIAL AID	150,000.
KQED/NORTHERN CA PUBLIC BROADCASTING INC ATTN: MEMBERSHIP DEPT 2601 MARIPOSA ST SAN FRANCISCO, CA 94110-1426		PC	EMPLOYEE MATCHING GIFT	150.
KQED/NORTHERN CA PUBLIC BROADCASTING INC ATTN: MEMBERSHIP DEPT 2601 MARIPOSA ST SAN FRANCISCO, CA 94110-1426		PC	EMPLOYEE MATCHING GIFT	70.
LOS RIOS COMMUNITY COLLEGE DISTRICT 1919 SPANOS COURT SACRAMENTO, CA 95825		PC	INNOVATION AWARDS	30,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOST N FOUND YOUTH 2585 CHANTILLY DRIVE ATLANTA, GA 30324		PC	EMPLOYEE MATCHING GIFT	200.
TUTORPEDIA FOUNDATION 365 VERMONT ST SAN FRANCISCO, CA 94103		PC	EMPLOYEE MATCHING GIFT	100.
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD M-34 LOS ANGELES, CA 90041		PC	DIRECTORS DONATION	50,000.
ORANGE COUNTY ASIAN AND PACIFIC ISLANDER COMMUNITY ALLIANCE 12900 GARDEN GROVE BLVD., STE 214A GARDEN GROVE, CA 92843		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	87,000.
ORANGE COUNTY ASIAN AND PACIFIC ISLANDER COMMUNITY ALLIANCE 12900 GARDEN GROVE BLVD., STE 214A GARDEN GROVE, CA 92843		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	9,000.
ORANGE COUNTY ASIAN AND PACIFIC ISLANDER COMMUNITY ALLIANCE 12900 GARDEN GROVE BLVD., STE 214A GARDEN GROVE, CA 92843		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	40,000.
REALITY CHANGERS 3910 UNIVERSITY AVE., SUITE 300-RC SAN DIEGO, CA 92105		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	295,000.
SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003		GOV	SCHOLARSHIP	72,500.
SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003		GOV	SCHOLARSHIP	10,000.
SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003		GOV	SCHOLARSHIP	248,500.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SACRAMENTO COUNTY OFFICE OF EDUCATION P.O. BOX 269003 SACRAMENTO, CA 95826-9003		GOV	SCHOLARSHIP	39,000.
EDUCATION AND LEADERSHIP FOUNDATION 4290 E. ASHLAN AVE. FRESNO, CA 93726		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	60,000.
EDUCATION AND LEADERSHIP FOUNDATION 4290 E. ASHLAN AVE. FRESNO, CA 93726		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	15,000.
EDUCATION AND LEADERSHIP FOUNDATION 4290 E. ASHLAN AVE. FRESNO, CA 93726		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	5,000.
EDUCATION AND LEADERSHIP FOUNDATION 4290 E. ASHLAN AVE. FRESNO, CA 93726		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	7,000.
STANISLAUS COUNTY OFFICE OF EDUCATION 1100 H STREET MODESTO, CA 95354		GOV	SCHOLARSHIPS AND PROGRAM SUPPORT	300,000.
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO, CA 94103		PC	SCHOLARSHIP	100,000.
MISSION GRADUATES 3040 16TH STREET SAN FRANCISCO, CA 94103		PC	SCHOLARSHIP	15,000.
EASTSIDE COLLEGE PREPARATORY SCHOOL 1041 MYRTLE STREET EAST PALO ALTO, CA 94303		PC	SCHOLARSHIP	6,250.
EASTSIDE COLLEGE PREPARATORY SCHOOL 1041 MYRTLE STREET EAST PALO ALTO, CA 94303		PC	SCHOLARSHIP	50,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WILLIAMS GROUP 70 IONIA AVE SW STE 200 GRAND RAPIDS, MI 49503		NC	PROGRAM SUPPORT	64,970.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	6,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	39,000.
SILICON VALLEY CHILDREN'S FUND 1871 THE ALAMEDA, SUITE 335 SAN JOSE, CA 95126		PC	SCHOLARSHIP	65,000.
FIRST GRADUATE 3130 20TH STREET, SUITE 275 SAN FRANCISCO, CA 94110		PC	SCHOLARSHIP	45,000.
FIRST GRADUATE 3130 20TH STREET, SUITE 275 SAN FRANCISCO, CA 94110		PC	SCHOLARSHIP	6,750.
FOUNDATION FOR A COLLEGE EDUCATION 2160 EUCLID AVENUE EAST PALO ALTO, CA 94303		PC	SCHOLARSHIP	40,000.
FOUNDATION FOR A COLLEGE EDUCATION 2160 EUCLID AVENUE EAST PALO ALTO, CA 94303		PC	SCHOLARSHIP	5,000.
INLAND EMPIRE ECONOMIC PARTNERSHIP 1601 EAST 3RD STREET, SUITE 102 SAN BERNARDINO, CA 92408		PC	INNOVATION AWARDS	35,000.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129		PC	SCHOLARSHIP	26,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129		PC	SCHOLARSHIP	4,500.
CHILDREN'S EMPOWERMENT, INC. 480 COLLINS AVE., SUITE J COLMA, CA 94014		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	180,000.
CHILDREN'S EMPOWERMENT, INC. 480 COLLINS AVE., SUITE J COLMA, CA 94014		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	7,700.
CHILDREN'S EMPOWERMENT, INC. 480 COLLINS AVE., SUITE J COLMA, CA 94014		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	22,300.
MARCUS A. FOSTER EDUCATIONAL INSTITUTE 8301 EDGEWATER DR., SUITE 203 OAKLAND, CA 94621		PC	SCHOLARSHIP	40,000.
MARCUS A. FOSTER EDUCATIONAL INSTITUTE 8301 EDGEWATER DR., SUITE 203 OAKLAND, CA 94621		PC	SCHOLARSHIP	7,000.
DOWNTOWN COLLEGE PREP - ACROSS THE BRIDGE FOUNDATION 1460 THE ALAMEDA SAN JOSE, CA 95126		PC	SCHOLARSHIP	35,000.
DOWNTOWN COLLEGE PREP - ACROSS THE BRIDGE FOUNDATION 1460 THE ALAMEDA SAN JOSE, CA 95126		PC	SCHOLARSHIP	5,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS OFFICE OF RESEARCH-SPONSORED PROGRAMS 1850 RESEARCH PARK DRIVE, SUITE 300 DAVIS, CA 95618		GOV	SCHOLARSHIP	55,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS OFFICE OF RESEARCH-SPONSORED PROGRAMS 1850 RESEARCH PARK DRIVE, SUITE 300 DAVIS, CA 95618		GOV	SCHOLARSHIP	6,500.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FUTURE FOUNDATION OF SACRAMENTO 425 UNIVERSITY AVE., # 210 SACRAMENTO, CA 95825		PC	SCHOLARSHIP	19,000.
FUTURE FOUNDATION OF SACRAMENTO 425 UNIVERSITY AVE., # 210 SACRAMENTO, CA 95825		PC	SCHOLARSHIP	3,500.
FUTURE FOUNDATION OF SACRAMENTO 425 UNIVERSITY AVE., # 210 SACRAMENTO, CA 95825		PC	SCHOLARSHIP	19,000.
FUTURE FOUNDATION OF SACRAMENTO 425 UNIVERSITY AVE., # 210 SACRAMENTO, CA 95825		PC	SCHOLARSHIP	3,500.
FULFILLMENT FUND 6100 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	210,000.
PASADENA CITY COLLEGE 1570 EAST COLORADO BLVD. ROOM C203 PASADENA, CA 91106		GOV	SCHOLARSHIP	18,000.
PASADENA CITY COLLEGE 1570 EAST COLORADO BLVD. ROOM C203 PASADENA, CA 91106		GOV	SCHOLARSHIP	92,000.
JACK AND JILL OF AMERICA FOUNDATION 1930 17TH STREET NW WASHINGTON, DC 20009		PC	EMPLOYEE MATCHING GIFT	400.
FIRST PRESBYTERIAN CHURCH OF BERKELEY 2407 DANA ST BERKELEY, CA 94704-2207		PC	EMPLOYEE MATCHING GIFT	2,000.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720-4200		PC	EMPLOYEE MATCHING GIFT	700.
Total from continuation sheets				

COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720-4200		PC	EMPLOYEE MATCHING GIFT	700.
AMERICAN RED CROSS BAY AREA 1663 MARKET ST. SAN FRANCISCO, CA 94103		PC	EMPLOYEE MATCHING GIFT	70.
BIG BROTHERS BIG SISTERS OF THE NORTH BAY 1618 2ND STREET SAN RAFAEL, CA 94901		PC	EMPLOYEE MATCHING GIFT	50.
SAN FRANCISCO PARKS ALLIANCE P.O. BOX 170160 SAN FRANCISCO, CA 94117-0160		PC	EMPLOYEE MATCHING GIFT	2,000.
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVE 2ND FLOOR NEW YORK, NY 10001-5126		PC	EMPLOYEE MATCHING GIFT	300.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720-4200		PC	EMPLOYEE MATCHING GIFT	500.
KQED/NORTHERN CA PUBLIC BROADCASTING INC ATTN: MEMBERSHIP DEPT 2601 MARIPOSA ST SAN FRANCISCO, CA 94110-1426		PC	EMPLOYEE MATCHING GIFT	200.
KQED/NORTHERN CA PUBLIC BROADCASTING INC ATTN: MEMBERSHIP DEPT 2601 MARIPOSA ST SAN FRANCISCO, CA 94110-1426		PC	EMPLOYEE MATCHING GIFT	2,000.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720-4200		PC	EMPLOYEE MATCHING GIFT	200.
UNITED WAY OF THE BAY AREA 550 KEARNY STREET, SUITE 1000 SAN FRANCISCO, CA 94108		PC	EMPLOYEE MATCHING GIFT	1,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HARVARD UNIVERSITY OFFICE OF RECORDING SECRETARY 124 MT AUBURN STREET CAMBRIDGE, MA 02138-3846		PC	EMPLOYEE MATCHING GIFT	100.
AMERICAN FRIENDS OF SPAFFORD CHILDREN'S CENTER FUND 2037 S. CARROLLTON AVE NEW ORLEANS, LA 70118		PC	EMPLOYEE MATCHING GIFT	3,000.
ALAMEDA COUNTY COMMUNITY FOOD BANK PO BOX 2599 OAKLAND, CA 94614		PC	EMPLOYEE MATCHING GIFT	1,000.
SHOTGUN PLAYERS 1901 ASHBY AVENUE BERKELEY, CA 94703		PC	EMPLOYEE MATCHING GIFT	100.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVENUE MONTGOMERY, AL 36104		PC	EMPLOYEE MATCHING GIFT	200.
SAN FRANCISCO AIDS FOUNDATION 1035 MARKET STREET, SUITE 400 SAN FRANCISCO, CA 94103		PC	EMPLOYEE MATCHING GIFT	70.
FULFILLMENT FUND 6100 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048		PC	EXPANDING ACCESS TO FINANCIAL AID	101,000.
LA PIANA ASSOCIATES, INC. 5858 HORTON STREET, SUITE 272 EMERYVILLE, CA 94608-2007		NC	SUPPORTING ACTIVITIES	150,000.
DELTA GAMMA FOUNDATION 3250 RIVERSIDE DRIVE COLUMBUS, OH 43221		PC	DIRECTORS DONATION	50,000.
SCRIPPS COLLEGE 1030 COLUMBIA AVE, PMB 2009 CLAREMONT, CA 91711-3905		PC	DIRECTORS DONATION	50,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FOUNDATION FOR CALIFORNIA COMMUNITY COLLEGES 1102 Q. STREET SUITE 3500 SACRAMENTO, CA 95811		PC	INNOVATION AWARDS	31,350.
HUMBOLDT COUNTY OFFICE OF EDUCATION 901 MYRTLE AVE. EUREKA, CA 95501		GOV	SCHOLARSHIPS AND PROGRAM SUPPORT	265,000.
UNIVERSITY OF SOUTHERN CALIFORNIA OFFICE OF CONTRACTS AND GRANTS 837 DOWNEY WAY, STO 315 LOS ANGELES, CA 90089-1187		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	20,000.
UNIVERSITY OF SOUTHERN CALIFORNIA OFFICE OF CONTRACTS AND GRANTS 837 DOWNEY WAY, STO 315 LOS ANGELES, CA 90089-1187		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	65,000.
UNIVERSITY OF SOUTHERN CALIFORNIA OFFICE OF CONTRACTS AND GRANTS 837 DOWNEY WAY, STO 315 LOS ANGELES, CA 90089-1187		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	30,000.
SHASTA-TEHAMA-TRINITY JOINT COMMUNITY COLLEGE DISTRICT 11555 OLD OREGON TRAIL REDDING, CA 96003		PC	INNOVATION AWARDS	5,000.
PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD., SUITE 255 MISSION HILLS, CA 91345		PC	SCHOLARSHIP	82,500.
10,000 DEGREES 1650 LOS GAMOS, SUITE 110 SAN RAFAEL, CA 94903		SO I	SCHOLARSHIP	6,250.
10,000 DEGREES 1650 LOS GAMOS, SUITE 110 SAN RAFAEL, CA 94903		SO I	SCHOLARSHIP	56,250.
BARRIO LOGAN COLLEGE INSTITUTE 1625 NEWTON AVENUE, SUITE 200 SAN DIEGO, CA 92113		PC	SCHOLARSHIP	4,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BARRIO LOGAN COLLEGE INSTITUTE 1625 NEWTON AVENUE, SUITE 200 SAN DIEGO, CA 92113		PC	SCHOLARSHIP	20,000.
BARRIO LOGAN COLLEGE INSTITUTE 1625 NEWTON AVENUE, SUITE 200 SAN DIEGO, CA 92113		PC	SCHOLARSHIP	4,000.
BARRIO LOGAN COLLEGE INSTITUTE 1625 NEWTON AVENUE, SUITE 200 SAN DIEGO, CA 92113		PC	SCHOLARSHIP	20,000.
JAPANESE COMMUNITY YOUTH COUNCIL 2012 PINE ST SAN FRANCISCO, CA 94115		PC	SCHOLARSHIP	13,000.
JAPANESE COMMUNITY YOUTH COUNCIL 2012 PINE ST SAN FRANCISCO, CA 94115		PC	SCHOLARSHIP	209,000.
BOYS & GIRLS CLUBS OF THE LOS ANGELES HARBOR 1200 S CABRILLO AVE SAN PEDRO, CA 90731		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	120,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN DIEGO 6735 GIFFORD WAY, ROOM 14 SAN DIEGO, CA 92111		GOV	SCHOLARSHIP	213,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, SAN DIEGO 6735 GIFFORD WAY, ROOM 14 SAN DIEGO, CA 92111		GOV	SCHOLARSHIP	24,000.
UNIVERSITY ENTERPRISES, INC. 6000 J STREET SACRAMENTO, CA 95819		SO III FI	INNOVATION AWARDS	15,000.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 555 FRANKLIN STREET SAN FRANCISCO, CA 94102		PC	INNOVATION AWARDS	20,600.
Total from continuation sheets				

COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CALIFORNIA STATE UNIVERSITY FRESNO FOUNDATION 4910 N. CHESTNUT FRESNO, CA 93726-1852		PC	INNOVATION AWARDS	27,183.
YUBA COMMUNITY COLLEGE DISTRICT 2088 NORTH BEALE RD. MARYSVILLE, CA 95901		PC	SCHOLARSHIP	181,000.
LONG BEACH CITY COLLEGE FOUNDATION 4901 E. CARSON STREET, B12 LONG BEACH, CA 90808-1780		PC	DIRECTORS DONATION	50,000.
HEART OF LOS ANGELES YOUTH 2701 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90057		PC	SCHOLARSHIP	75,500.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129		PC	SCHOLARSHIP	41,500.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS OFFICE OF RESEARCH-SPONSORED PROGRAMS 1850 RESEARCH PARK DRIVE, SUITE 300 DAVIS, CA 95618		GOV	SCHOLARSHIPS AND PROGRAM SUPPORT	169,500.
DIABLO VALLEY COLLEGE 321 GOLF CLUB ROAD PLEASANT HILL, CA 94523		GOV	SCHOLARSHIPS AND PROGRAM SUPPORT	8,750.
DIABLO VALLEY COLLEGE 321 GOLF CLUB ROAD PLEASANT HILL, CA 94523		GOV	SCHOLARSHIPS AND PROGRAM SUPPORT	90,000.
DIABLO VALLEY COLLEGE 321 GOLF CLUB ROAD PLEASANT HILL, CA 94523		GOV	SCHOLARSHIPS AND PROGRAM SUPPORT	90,000.
DIABLO VALLEY COLLEGE 321 GOLF CLUB ROAD PLEASANT HILL, CA 94523		GOV	SCHOLARSHIPS AND PROGRAM SUPPORT	13,500.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DIABLO VALLEY COLLEGE 321 GOLF CLUB ROAD PLEASANT HILL, CA 94523		GOV	SCHOLARSHIPS AND PROGRAM SUPPORT	8,750.
WALKING SHIELD, INC. 22541 ASPAN ST., SUITE E LAKE FOREST, CA 92630		PC	SCHOLARSHIP	255,000.
WALKING SHIELD, INC. 22541 ASPAN ST., SUITE E LAKE FOREST, CA 92630		PC	SCHOLARSHIP	45,000.
HISPANICS IN PHILANTHROPY 414 13TH STREET, SUITE 200 OAKLAND, CA 94162		PC	EMPLOYEE MATCHING GIFT	1,000.
YOUTH COUNCIL FOR POSITIVE DEVELOPMENT P.O. BOX 5277 ST LOUIS, MO 63155		PC	EMPLOYEE MATCHING GIFT	400.
KQED/NORTHERN CA PUBLIC BROADCASTING INC ATTN: MEMBERSHIP DEPT 2601 MARIPOSA ST SAN FRANCISCO, CA 94110-1426		PC	EMPLOYEE MATCHING GIFT	50.
LA PIANA ASSOCIATES, INC. 5858 HORTON STREET, SUITE 272 EMERYVILLE, CA 94608-2007		NC	PROGRAM SUPPORT	35,000.
LA PIANA ASSOCIATES, INC. 5858 HORTON STREET, SUITE 272 EMERYVILLE, CA 94608-2007		NC	PROGRAM SUPPORT	140,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	9,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	45,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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)				
SALVADORAN AMERICAN LEADERSHIP & EDUC. FUND 1625 W. OLYMPIC BLVD., SUITE 718 LOS ANGELES, CA 90015		PC	SCHOLARSHIP	10,500.
SALVADORAN AMERICAN LEADERSHIP & EDUC. FUND 1625 W. OLYMPIC BLVD., SUITE 718 LOS ANGELES, CA 90015		PC	SCHOLARSHIP	59,500.
REACH OUT 1126 WEST FOOTHILL BLVD., SUITE 250 UPLAND, CA 91786		PC	SCHOLARSHIP	6,000.
REACH OUT 1126 WEST FOOTHILL BLVD., SUITE 250 UPLAND, CA 91786		PC	SCHOLARSHIP	37,000.
PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD., SUITE 255 MISSION HILLS, CA 91345		PC	SCHOLARSHIP	4,000.
PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD., SUITE 255 MISSION HILLS, CA 91345		PC	SCHOLARSHIP	50,000.
HEART OF LOS ANGELES YOUTH 2701 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90057		PC	SCHOLARSHIP	15,000.
HEART OF LOS ANGELES YOUTH 2701 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90057		PC	SCHOLARSHIP	75,000.
HISPANIC SCHOLARSHIP FUND 1411 W. 190TH STREET, SUITE 325 GARDENA, CA 90248		PC	SCHOLARSHIP	17,500.
HISPANIC SCHOLARSHIP FUND 1411 W. 190TH STREET, SUITE 325 GARDENA, CA 90248		PC	SCHOLARSHIP	80,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY BUILD, INC. 4305 DEGNAN BLVD, SUITE 102 LOS ANGELES, CA 90008		PC	SCHOLARSHIP	55,000.
COMMUNITY BUILD, INC. 4305 DEGNAN BLVD, SUITE 102 LOS ANGELES, CA 90008		PC	SCHOLARSHIP	11,000.
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVE. LOS ANGELES, CA 90011		PC	SCHOLARSHIP	7,900.
EASTSIDE COLLEGE PREPARATORY SCHOOL 1041 MYRTLE STREET EAST PALO ALTO, CA 94303		PC	SCHOLARSHIP	6,250.
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVE. LOS ANGELES, CA 90011		PC	SCHOLARSHIP	54,600.
BRIGHT PROSPECT 1460 E. HOLT AVE., SUITE 74 POMONA, CA 91767		PC	SCHOLARSHIP	67,500.
EASTSIDE COLLEGE PREPARATORY SCHOOL 1041 MYRTLE STREET EAST PALO ALTO, CA 94303		PC	SCHOLARSHIP	50,000.
BAY AREA LEADERSHIP FOUNDATION PO BOX 3883 OAKLAND, CA 94609		PC	SCHOLARSHIP	20,000.
HISPANIC SCHOLARSHIP FUND 1411 W. 190TH STREET, SUITE 325 GARDENA, CA 90248		PC	SCHOLARSHIP	17,500.
HISPANIC SCHOLARSHIP FUND 1411 W. 190TH STREET, SUITE 325 GARDENA, CA 90248		PC	SCHOLARSHIP	80,000.
Total from continuation sheets				

COLLEGE FUTURES FOUNDATION

FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PENINSULA COLLEGE FUND SOBRATO CENTER FOR NONPROFITS -- REDWOOD SHORES 330 TWIN DOLPHIN DRIVE, SUIT REDWOOD CITY, CA 94065		PC	SCHOLARSHIP	3,000.
PENINSULA COLLEGE FUND SOBRATO CENTER FOR NONPROFITS -- REDWOOD SHORES 330 TWIN DOLPHIN DRIVE, SUIT REDWOOD CITY, CA 94065		PC	SCHOLARSHIP	29,500.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012		PC	SCHOLARSHIP	2,700.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012		PC	SCHOLARSHIP	27,300.
LEADERSHIP HIGH SCHOOL 241 ONEIDA AVENUE, SUITE 301 SAN FRANCISCO, CA 94112		PC	SCHOLARSHIP	7,500.
LEADERSHIP HIGH SCHOOL 241 ONEIDA AVENUE, SUITE 301 SAN FRANCISCO, CA 94112		PC	SCHOLARSHIP	35,000.
YOUTH SPEAK COLLECTIVE 444 S. BRAND BOULEVARD, STE. #201 SAN FERNANDO, CA 91340		PC	EXPANDING ACCESS TO FINANCIAL AID	30,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	29,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	6,000.
SCHOLARSHIP FOUNDATION OF SANTA BARBARA 2253 LAS POSITAS RD. SANTA BARBARA, CA 93105		PC	SCHOLARSHIP	200,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
REACH OUT 1126 WEST FOOTHILL BLVD., SUITE 250 UPLAND, CA 91786		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	103,000.
KQED/NORTHERN CA PUBLIC BROADCASTING INC ATTN: MEMBERSHIP DEPT 2601 MARIPOSA ST SAN FRANCISCO, CA 94110-1426		PC	EMPLOYEE MATCHING GIFT	2,500.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720-4200		PC	EMPLOYEE MATCHING GIFT	2,000.
CALIFORNIA STATE UNIVERSITY, BAKERSFIELD FOUNDATION 9001 STOCKDALE HIGHWAY BAKERSFIELD, CA 93311		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	260,000.
GILROY UNIFIED SCHOOL DISTRICT 7810 ARROYO CIRCLE GILROY, CA 95020		GOV	SCHOLARSHIP	132,500.
GILROY UNIFIED SCHOOL DISTRICT 7810 ARROYO CIRCLE GILROY, CA 95020		GOV	SCHOLARSHIP	26,500.
BRIGHT PROSPECT 1460 E. HOLT AVE., SUITE 74 POMONA, CA 91767		PC	SCHOLARSHIP	211,000.
BRIGHT PROSPECT 1460 E. HOLT AVE., SUITE 74 POMONA, CA 91767		PC	SCHOLARSHIP	10,000.
CALIFORNIA STATE UNIVERSITY LOS ANGELES FOUNDATION 5151 STATE UNIVERSITY DR., RM 210 LOS ANGELES, CA 90032		PC	SCHOLARSHIP	164,500.
CALIFORNIA STATE UNIVERSITY LOS ANGELES FOUNDATION 5151 STATE UNIVERSITY DR., RM 210 LOS ANGELES, CA 90032		PC	SCHOLARSHIP	21,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 365 LASUEN STREET STANFORD, CA 94305-2068		PC	PROGRAM SUPPORT	61,555.
AMERICAN MODELING TEACHERS ASSOCIATION 2164 E ELLIS DR. TEMPE, AZ 85282		PC	EMPLOYEE MATCHING GIFT	200.
YOUTH 2 LEADERS EDUCATION FOUNDATION P.O. BOX 9051 BAKERSFIELD, CA 93389		PC	SCHOLARSHIP	30,000.
YOUTH 2 LEADERS EDUCATION FOUNDATION P.O. BOX 9051 BAKERSFIELD, CA 93389		PC	SCHOLARSHIP	120,000.
DOWNTOWN COLLEGE PREP - ACROSS THE BRIDGE FOUNDATION 1460 THE ALAMEDA SAN JOSE, CA 95126		PC	SCHOLARSHIP	5,000.
DOWNTOWN COLLEGE PREP - ACROSS THE BRIDGE FOUNDATION 1460 THE ALAMEDA SAN JOSE, CA 95126		PC	SCHOLARSHIP	35,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104		PC	PROGRAM SUPPORT	184,000.
TCC GROUP 1 SANSOME, 35TH FLOOR SAN FRANCISCO, CA 94104		NC	PROGRAM SUPPORT	30,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	39,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	6,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 365 LASUEN STREET STANFORD, CA 94305-2068		PC	PROGRAM SUPPORT	87,000.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	95,000.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	52,550.
PASADENA CITY COLLEGE 1570 EAST COLORADO BLVD. ROOM C203 PASADENA, CA 91106		PC	SCHOLARSHIP	92,000.
PASADENA CITY COLLEGE 1570 EAST COLORADO BLVD. ROOM C203 PASADENA, CA 91106		PC	SCHOLARSHIP	18,000.
KERN COMMUNITY FOUNDATION 3300 TRUXTUN AVENUE, SUITE 220 BAKERSFIELD, CA 93301		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	530,000.
EAST BAY CONSORTIUM OF EDUCATIONAL INSTITUTIONS 314 E. 10TH STREET, SUITE C-223 OAKLAND, CA 94606		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	350,900.
THE EDUCATION TRUST--WEST 1814 FRANKLIN ST., SUITE 220 OAKLAND, CA 94612		PC	PROGRAM SUPPORT	350,000.
OCEANSIDE UNIFIED SCHOOL DISTRICT 2111 MISSION AVE OCEANSIDE, CA 92058		PC	SCHOLARSHIP	50,000.
OCEANSIDE UNIFIED SCHOOL DISTRICT 2111 MISSION AVE OCEANSIDE, CA 92058		PC	SCHOLARSHIP	10,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LEAGUE TO SAVE LAKE TAHOE 2608 LAKE TAHOE BLVD SOUTH LAKE TAHOE, CA 96150-7709		PC	EMPLOYEE MATCHING GIFT	100.
ASSOCIATED PARENT CLUBS OF PIEDMONT PO BOX 11139 PIEDMONT, CA 94611		PC	EMPLOYEE MATCHING GIFT	800.
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVE 2ND FLOOR NEW YORK, NY 10001-5126		PC	EMPLOYEE MATCHING GIFT	800.
CALIFORNIA POLICE ACTIVITIES LEAGUE 2000 E. 14TH STREET SAN LEANDRO, CA 94577		PC	EMPLOYEE MATCHING GIFT	50.
CORO NORTHERN CALIFORNIA 601 MONTGOMERY STREET, SUITE 800 SAN FRANCISCO, CA 94111		PC	EMPLOYEE MATCHING GIFT	100.
PIEDMONT COUNCIL, BOY SCOUTS OF AMERICA 10 HIGHLAND WAY PIEDMONT, CA 94611		PC	EMPLOYEE MATCHING GIFT	100.
BAY AREA BLACK UNITED FUND 1212 BROADWAY, SUITE 640 OAKLAND, CA 94612		PC	EMPLOYEE MATCHING GIFT	2,000.
PACIFIC INSTITUTE 654 13TH ST. PRESERVATION PARK OAKLAND, CA 94612		PC	EMPLOYEE MATCHING GIFT	500.
LA CASA DE LAS MADRES 1663 MISSION STREET, SUITE 225 SAN FRANCISCO, CA 94103		PC	EMPLOYEE MATCHING GIFT	500.
SAN FRANCISCO UNIFIED SCHOOL DISTRICT 555 FRANKLIN STREET SAN FRANCISCO, CA 94102		PC	EMPLOYEE MATCHING GIFT	250.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SOCIETY OF THE SACRED HEART U.S. PROVINCE 4120 FOREST PARK AVE SAINT LOUIS, MO 63108-2809		PC	EMPLOYEE MATCHING GIFT	250.
DOCTORS WITHOUT BORDERS USA INC 333 SEVENTH AVE 2ND FLOOR NEW YORK, NY 10001-5126		PC	EMPLOYEE MATCHING GIFT	300.
SF-MARIN FOOD BANK 900 PENNSYLVANIA AVENUE SAN FRANCISCO, CA 94107		PC	EMPLOYEE MATCHING GIFT	500.
PIEDMONT ASIAN AMERICAN CLUB 120 EL CERRITO AVENUE PIEDMONT, CA 94611		PC	EMPLOYEE MATCHING GIFT	60.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIP	8,000.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIP	48,000.
FOUNDATION FOR A COLLEGE EDUCATION 2160 EUCLID AVENUE EAST PALO ALTO, CA 94303		PC	SCHOLARSHIP	45,000.
FOUNDATION FOR A COLLEGE EDUCATION 2160 EUCLID AVENUE EAST PALO ALTO, CA 94303		PC	SCHOLARSHIP	5,000.
FUTURE FOUNDATION OF SACRAMENTO 425 UNIVERSITY AVE., # 210 SACRAMENTO, CA 95825		PC	SCHOLARSHIP	25,000.
FUTURE FOUNDATION OF SACRAMENTO 425 UNIVERSITY AVE., # 210 SACRAMENTO, CA 95825		PC	SCHOLARSHIP	3,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LOS ALTOS COMMUNITY FOUNDATION 183 HILLVIEW AVE LOS ALTOS, CA 94022		PC	SCHOLARSHIP	15,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY - PACIFIC SOUTH COAST CHAPTER 12121 SCRIPPS SUMMIT DRIVE, SUITE 190 SAN DIEGO, CA 92131		PC	EMPLOYEE MATCHING GIFT	200.
SILICON VALLEY CHILDREN'S FUND 1871 THE ALAMEDA, SUITE 335 SAN JOSE, CA 95126		PC	SCHOLARSHIP	25,000.
SAN FRANCISCO AIDS FOUNDATION 1035 MARKET STREET, SUITE 400 SAN FRANCISCO, CA 94103		PC	EMPLOYEE MATCHING GIFT	2,000.
CALIFORNIA FORWARD 1107 9TH STREET, SUITE 650 SACRAMENTO, CA 95814		PC	INNOVATION AWARDS	40,000.
THE CHILDREN ARE OUR FUTURE 1840 41ST AVE # 102-101 CAPITOLA, CA 95010		PC	EMPLOYEE MATCHING GIFT	50.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012		PC	EMPLOYEE MATCHING GIFT	200.
NETROOTS FOUNDATION 1559B SLOAT BLVD #316 SAN FRANCISCO, CA 94132		PC	EMPLOYEE MATCHING GIFT	200.
TONY LA RUSSA'S ANIMAL RESCUE FOUNDATION 2890 MITCHELL DRIVE WALNUT CREEK, CA 94598-1635		PC	EMPLOYEE MATCHING GIFT	50.
TIDES CENTER P.O. BOX 29198 SAN FRANCISCO, CA 94129-0198		PC	EMPLOYEE MATCHING GIFT	100.
Total from continuation sheets				

94-2618667

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	6,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	39,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	6,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	39,000.
ORANGE COUNTY BAR FOUNDATION 313 N. BIRCH STREET, 2ND FLOOR SANTA ANA, CA 92701		PC	SCHOLARSHIP	6,000.
PASADENA CITY COLLEGE 1570 EAST COLORADO BLVD. ROOM C203 PASADENA, CA 91106		PC	SCHOLARSHIP	92,000.
PASADENA CITY COLLEGE 1570 EAST COLORADO BLVD. ROOM C203 PASADENA, CA 91106		PC	SCHOLARSHIP	18,000.
FULFILLMENT FUND 6100 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048		PC	SCHOLARSHIP	50,000.
FULFILLMENT FUND 6100 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048		PC	SCHOLARSHIP	5,000.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	52,050.
Total from continuation sheets				7,873,007.

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	95,000.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	82,700.
EAST BAY COLLEGE FUND 2030 FRANKLIN ST SUITE 210 OAKLAND, CA 94612		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	82,700.
EAST BAY CONSORTIUM OF EDUCATIONAL INSTITUTIONS 314 E. 10TH STREET, SUITE C-223 OAKLAND, CA 94606		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	302,650.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129		PC	SCHOLARSHIP	53,000.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129		PC	SCHOLARSHIP	53,000.
STUDENTS RISING ABOVE P.O. BOX 29174 SAN FRANCISCO, CA 94129		PC	SCHOLARSHIP	52,500.
PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD., SUITE 255 MISSION HILLS, CA 91345		PC	SCHOLARSHIP	82,500.
PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD., SUITE 255 MISSION HILLS, CA 91345		PC	SCHOLARSHIP	82,500.
PROJECT GRAD LOS ANGELES 10200 SEPULVEDA BLVD., SUITE 255 MISSION HILLS, CA 91345		PC	SCHOLARSHIP	82,500.
Total from continuation sheets				

COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HEART OF LOS ANGELES YOUTH 2701 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90057		PC	SCHOLARSHIP	75,500.
HEART OF LOS ANGELES YOUTH 2701 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90057		PC	SCHOLARSHIP	75,500.
HEART OF LOS ANGELES YOUTH 2701 WILSHIRE BLVD., SUITE 100 LOS ANGELES, CA 90057		PC	SCHOLARSHIP	75,500.
YUBA COMMUNITY COLLEGE DISTRICT 2088 NORTH BEALE RD. MARYSVILLE, CA 95901		PC	SCHOLARSHIP	181,000.
SILICON VALLEY CHILDREN'S FUND 1871 THE ALAMEDA, SUITE 335 SAN JOSE, CA 95126		PC	SCHOLARSHIP	25,000.
SILICON VALLEY CHILDREN'S FUND 1871 THE ALAMEDA, SUITE 335 SAN JOSE, CA 95126		PC	SCHOLARSHIP	25,000.
SILICON VALLEY CHILDREN'S FUND 1871 THE ALAMEDA, SUITE 335 SAN JOSE, CA 95126		PC	SCHOLARSHIP	25,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	29,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	6,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	29,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	6,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	29,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BLVD., SUITE 1955 LOS ANGELES, CA 90017		PC	SCHOLARSHIP	6,000.
MARCUS A. FOSTER EDUCATIONAL INSTITUTE 8301 EDGEWATER DR., SUITE 203 OAKLAND, CA 94621		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	125,000.
MARCUS A. FOSTER EDUCATIONAL INSTITUTE 8301 EDGEWATER DR., SUITE 203 OAKLAND, CA 94621		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	400,000.
WEST CONTRA COSTA PUBLIC EDUCATION FUND 217C W. RICHMOND AVE. RICHMOND, CA 94801		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	280,000.
WEST CONTRA COSTA PUBLIC EDUCATION FUND 217C W. RICHMOND AVE. RICHMOND, CA 94801		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	120,000.
ORANGE COUNTY ASIAN AND PACIFIC ISLANDER COMMUNITY ALLIANCE 12900 GARDEN GROVE BLVD., STE 214A GARDEN GROVE, CA 92843		PC	EXPANDING ACCESS TO FINANCIAL AID	161,750.
MARCUS A. FOSTER EDUCATIONAL INSTITUTE 8301 EDGEWATER DR., SUITE 203 OAKLAND, CA 94621		PC	COMMUNITY INITIATIVES	450,000.
SINGLE STOP USA, INC. 1825 PARK AVENUE, SUITE 503 NEW YORK, NY 10035		PC	EXPANDING ACCESS TO FINANCIAL AID	25,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STANISLAUS COUNTY OFFICE OF EDUCATION 1100 H STREET MODESTO, CA 95354		PC	EXPANDING ACCESS TO FINANCIAL AID	300,000.
CALIFORNIA STATE UNIVERSITY, BAKERSFIELD FOUNDATION 9001 STOCKDALE HIGHWAY BAKERSFIELD, CA 93311		PC	SCHOLARSHIPS AND PROGRAM SUPPORT	350,000.
BOYS & GIRLS CLUBS OF THE LOS ANGELES HARBOR 1200 S CABRILLO AVE SAN PEDRO, CA 90731		PC	EXPANDING ACCESS TO FINANCIAL AID	60,000.
FULFILLMENT FUND 6100 WILSHIRE BLVD., SUITE 600 LOS ANGELES, CA 90048		PC	EXPANDING ACCESS TO FINANCIAL AID	310,000.
LA PIANA ASSOCIATES, INC. 5858 HORTON STREET, SUITE 272 EMERYVILLE, CA 94608-2007		NC	SUPPORTING ACTIVITIES	50,000.
LA PIANA ASSOCIATES, INC. 5858 HORTON STREET, SUITE 272 EMERYVILLE, CA 94608-2007		NC	SUPPORTING ACTIVITIES	50,000.
NATIONAL COLLEGE ADVISING CORPS 301 W. BARBEE CHAPEL ROAD SUITE 100 CHAPEL HILL, NC 27517		PC	EXPANDING ACCESS TO FINANCIAL AID	100,000.
REACH OUT 1126 WEST FOOTHILL BLVD., SUITE 250 UPLAND, CA 91786		PC	EXPANDING ACCESS TO FINANCIAL AID	72,000.
REACH OUT 1126 WEST FOOTHILL BLVD., SUITE 250 UPLAND, CA 91786		PC	EXPANDING ACCESS TO FINANCIAL AID	91,000.
REACH OUT 1126 WEST FOOTHILL BLVD., SUITE 250 UPLAND, CA 91786		PC	EXPANDING ACCESS TO FINANCIAL AID	91,000.
Total from continuation sheets				

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CA**

94-2618667

Part XV Supplementary Information				
3 Grants and Contributions Approved for Future Payment (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104		PC	SUPPORTING ACTIVITIES	250,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104		PC	SUPPORTING ACTIVITIES	250,000.
COACHELLA VALLEY ECONOMIC PARTNERSHIP 3111 EAST TAHQUITZ CANYON WAY PALM SPRINGS, CA 92262		PC	COMMUNITY INITIATIVES	1,350,000.
THE INSTITUTE FOR COLLEGE ACCESS & SUCCESS 405 14TH STREET, SUITE 1100 OAKLAND, CA 94612		PC	SUPPORTING ACTIVITIES	300,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS OFFICE OF RESEARCH-SPONSORED PROGRAMS 1850 RESEARCH PARK DRIVE, SUITE 300 DAVIS, CA 95618		PC	EXPANDING ACCESS TO FINANCIAL AID	169,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS OFFICE OF RESEARCH-SPONSORED PROGRAMS 1850 RESEARCH PARK DRIVE, SUITE 300 DAVIS, CA 95618		PC	EXPANDING ACCESS TO FINANCIAL AID	267,000.
DIABLO VALLEY COLLEGE 321 GOLF CLUB ROAD PLEASANT HILL, CA 94523		PC	EXPANDING ACCESS TO FINANCIAL AID	90,000.
DIABLO VALLEY COLLEGE 321 GOLF CLUB ROAD PLEASANT HILL, CA 94523		PC	EXPANDING ACCESS TO FINANCIAL AID	36,657.
DIABLO VALLEY COLLEGE 321 GOLF CLUB ROAD PLEASANT HILL, CA 94523		PC	EXPANDING ACCESS TO FINANCIAL AID	90,000.
OCEANSIDE UNIFIED SCHOOL DISTRICT 2111 MISSION AVE OCEANSIDE, CA 92058		PC	EXPANDING ACCESS TO FINANCIAL AID	100,000.
Total from continuation sheets				

FORM 990-PF	GAIN OR (LOSS) FROM SALE OF ASSETS	STATEMENT	1
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(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	DATE SOLD VARIOUS
CAPITAL GAIN FROM PASS-THROUGH ENTITIES - SEE ATTACHMENT	49,313,000.	14,831,752.	0.	0.		
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						34,481,248.

FORM 990-PF	INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	STATEMENT	2
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SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
STUDENT LOAN INTEREST	225,726.	225,726.	
TOTAL TO PART I, LINE 3	225,726.	225,726.	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	3
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST & DIVIDENDS VANGUARD	5,810,756. 0.	0. 0.	5,810,756. 0.	5,808,433. 28,986.	
TO PART I, LINE 4	5,810,756.	0.	5,810,756.	5,837,419.	

FORM 990-PF	OTHER INCOME	STATEMENT	4
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	23,386.	22,761.	
METROPOLITAN REAL ESTATE PARTNERS V, LP	34,609.	-25,046.	
METROPOLITAN REAL ESTATE PARTNERS GLOBAL II, LP	-142,917.	26,290.	
PARK STREET CAPITAL NATURAL RESOURCE FUND IV LP	-29,107.	142,113.	
PARK STREET CAPITAL NATURAL RESOURCE FUND III, L.P.	-11,436.	167,024.	
PARK STREET CAPITAL NATURAL RESOURCE FUND III AIV, L.P.	-8,200.	1,176.	
LEGACY VENTURE V (QP), LLC	-178,773.	-21,110.	
GLOBAL ENDOWMENT MANAGEMENT FUND II	1,779,453.	12,140,121.	
GEM LIQUID MARKETS FUND A, LP	17,345.	34,644.	
GEM STL FUND	-3,790.	528.	
GEM STL OPERATING FUND	-22,973.	2,351.	
COMMONFUND CAPITAL PRIVATE EQUITY PARTNERS VII L.P.	-17,711.	-596.	
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VI, LP	3,505.	3,702.	
COMMONFUND CAPITAL VENTURE PARTNERS VIII, L.P.	-51,628.	-50,995.	
COMMONFUND CAPITAL INTERNATIONAL PARTNERS VII, L.P.	-27,526.	-27,526.	
COMMONFUND CAPITAL VENTURE PARTNERS IX, L.P.	-36,048.	-36,483.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,328,189.	12,378,954.	

FORM 990-PF	LEGAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	34,042.	0.		34,042.
TO FM 990-PF, PG 1, LN 16A	34,042.	0.		34,042.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	74,078.	6,000.		68,068.
TO FORM 990-PF, PG 1, LN 16B	74,078.	6,000.		68,068.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RECRUITING EXPENSE	106,140.	0.		106,140.
OTHER PROJECT CONSULTING	109,069.	0.		109,069.
TO FORM 990-PF, PG 1, LN 16C	215,209.	0.		215,209.

FORM 990-PF	TAXES	STATEMENT	8
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INCOME/EXCISE TAX EXPENSE	959,581.	0.		0.
TO FORM 990-PF, PG 1, LN 18	959,581.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	9
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	33,650.	0.		33,650.
SYSTEMS EXPENSE	157,508.	0.		157,508.
INSURANCE	46,258.	0.		46,258.
BANK FEES	-25.	0.		-25.
COMMUNICATION & OUTREACH	145,523.	0.		145,523.
WEBSITE	2,521.	0.		2,521.

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94-2618667

INVESTMENT ADVISORY FEES	3,203,920.	8,235,577.	0.
SERVICING FEE	21,042.	21,042.	0.
COMMON EXPENSE ALLOCATION	-6,937.	21,410.	-28,347.
BOARD EXPENSES	57,732.	0.	57,732.
DIRECT CHARITABLE ACTIVITIES	486,697.	0.	486,697.
OTHER INVESTMENT EXPENSE	-30,949.	0.	0.
TO FORM 990-PF, PG 1, LN 23	4,116,940.	8,278,029.	901,517.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
MARK-TO-MARKET ADJUSTMENT	6,145,383.
DIVIDENDS FROM SUBSIDIARY	435,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,580,383.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - PARTNERSHIPS	FMV	460,868,388.	460,868,388.
TOTAL TO FORM 990-PF, PART II, LINE 13		460,868,388.	460,868,388.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DEPOSITS	54,507.	54,707.	54,707.
DEFERRED COMPENSATION	150,786.	219,553.	219,553.
DUE FROM SUBSIDIARY	23,004.	24,166.	24,166.
PREPAID TAXES	263,376.	187,000.	187,000.
TO FORM 990-PF, PART II, LINE 15	491,673.	485,426.	485,426.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 13
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX PAYABLE	1,435,354.	1,511,960.
EXCISE TAX PAYABLE - CURRENT	195,562.	204,101.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,630,916.	1,716,061.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 14
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CARLENE M. ELLIS ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 2.00	0.	0.	0.
RUSSELL GOULD ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 1.50	16,000.	0.	0.
WILLA SELDON ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 0.00	0.	0.	0.
DONNA LUCAS ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 1.50	16,000.	0.	0.
N. ROSS MATTHEWS ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 1.50	16,000.	0.	0.
GRETCHEN H. MILLIGAN ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 1.50	16,000.	0.	0.
ELOY O. OAKLEY ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 1.50	16,000.	0.	0.
TOBY ROSENBLATT ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER, CHAIR 3.00	30,000.	0.	0.

COLLEGE FUTURES FOUNDATION FKA: COLLEGE

94-2618667

LINDA DAVIS TAYLOR ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 1.50	16,000.	0.	0.
JOSEPH W. WATSON ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 1.50	16,000.	0.	0.
RICHARD WHITMORE ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 1.50	16,000.	0.	0.
LENNY MENDONCA ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	BOARD MEMBER 0.00	0.	0.	0.
PHILLIPPE WALLACE ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	CFO & TREASURER 40.00	235,681.	41,081.	0.
JULIA I. LOPEZ ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	PRESIDENT/CEO 40.00	373,392.	65,514.	0.
JACKIE KHOR ONE FRONT STREET #1325 SAN FRANCISCO, CA 94111	VICE PRESIDENT FOR PROGRAMS 40.00	208,181.	70,751.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		975,254.	177,346.	0.

For Year Ending 12/31/14

[illegible]

COLLEGE ACCESS FOUNDATION OF CALIFORNIA
FEIN 94-2618667
ATTACHMENT TO FORM 990PF Part VII-B, Line 5c

Expenditure Responsibility Statement

(1) Unless otherwise noted, to the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made

(2) Unless otherwise noted, the grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made

Grantee Name and Address	Date of Grant	Grant Amount	Purpose of Grant	Amount Expended	Dates of Reports Received	Any Diversion by Grantee? (1)	Date of Verification (2)	Results of Verification
La Piana Associates, Inc 5858 Horton Street, Suite 272 Emeryville, CA 94608-2007	8/26/2014	250000	To support La Piana in building organizational capacities for a cohort of seven grantees to deliver quality college access and success programs across the state	109000	1/26/2015	Note (1)	Note (2)	
La Piana Associates, Inc 5858 Horton Street, Suite 272 Emeryville, CA 94608-2007	2/25/2014	175000	To support increased understanding among participating grantees about their strengths and weaknesses and how College Futures can prioritize capacity building within the cohort and larger college access field	175000	9/28/2014	Note (1)	Note (2)	
TCC Group 1 Sansome, 35th Floor San Francisco, CA 94104	2/25/2014	30000	To conduct online assessments and training for grantees that are part of the Los Angeles Scholars Investment Fund	30000	12/22/2014	Note (1)	Note (2)	
Williams Group 70 Ionia Ave SW Ste 200 Grand Rapids, MI 49503	6/3/2014	64970	To support the production of infographics for grantees and other audiences as well as related communications tools for grantees	64970	10/31/2014	Note (1)	Note (2)	

College Access Foundation of California

FEIN: 94-2618667

Schedule of Distributions within the Start-up Period

ATTACHMENT TO FORM 990-PF, PART XII, LINE 3B

1. The nature and purposes of the project for which the amounts are to be set-aside is a post-secondary school, multi-year scholarship program. The majority of the multi-year commitments are for four-year scholarship funding for students participating in grantee programs.

2. The foundation is in its fourth year of start-up period. The amount set aside for the project described in item #1 will actually be paid within the 60 month period that ends no more than 60 months after December 31, 2010 the date of the set-aside.

3. See below for distributions within the start-up period (2010-2014).

Pursuant to Regulations Section 53.4942(a)-3(b)(7)(ii), the above Foundation meets the requirement for cash set-aside under cash distribution test

Start-up Period	% of		Minimum start-up Period Distributions	Amounts Paid	Amounts Set-aside	Set Aside	
	Distributable Amount	Distributable Amount				Amounts Paid	Set Aside Balance
2010	19,037,407	-	N/A	16,056,626	10,084,650	-	10,084,650
2011	20,495,155	20%	4,099,031	15,884,286	-	6,517,400	3,567,250
2012	20,577,647	40%	8,231,059	23,416,155	-	2,603,750	963,500
2013	21,054,037	60%	12,632,422	22,580,252	-	870,500	93,000
2014	22,715,926	80%	18,172,741	20,069,379	-	93,000	-
				98,006,698	10,084,650	10,084,650	-

* 2011 Set Aside Amounts Paid restated due to clerical error

**COLLEGE FUTURES FOUNDATION
FKA: COLLEGE ACCESS FOUNDATION OF CALIFORNIA
FEIN: 94-2618667
ATTACHMENT TO FORM 990-PF, PART XV**

Form 990PF, Part XV — Name, Address and Phone for applications

Grants Administrator, support@collegefutures.org
1 Front Street, Suite 1325
San Francisco, CA 94111
415-287-1800

Form 990PF, Part XV — Restrictions or Limitations on Awards

Who Can Apply

College Futures Foundation welcomes grant applications from community-based, school-based and campus-based programs and organizations in California that help high school students with financial need reach college, persist and graduate. Our grants support college scholarships (and modest scholarship-related program expenses) and organizations that develop and implement strategies to expand access to public financial aid for low-income students and/or increase their likelihood of completing postsecondary education. Most Foundation grants are for one year, but we will consider multi-year grant requests (up to four years) from highly qualified applicants with a demonstrated capacity to maintain ongoing relationships with students and to track student progress through college.

College Futures does NOT award scholarships directly to individual students.

Grant applications will be accepted from:

- California-based non-profit organizations that are classified as tax-exempt under section 501(c)(3) of the Internal Revenue Code, or have a fiscal sponsor with tax-exempt status; or
- California state, county or local public agencies or government entities

To be eligible for consideration, a grant applicant must:

- Primarily serve low-income students and/or students who are among the first in their families to attend college;
- Provide college preparation services, financial aid application assistance and college persistence support to low-income students who attend or graduated from California high schools;
- Serve low-income students who plan to pursue or are currently pursuing two- and four-year degrees full-time at accredited, degree-granting postsecondary institutions in the United States;
- Demonstrate the ability to work with significant numbers of low-income students to provide financial aid advising, provide assistance completing the FAFSA, and provide services that ensure students meet all application deadlines;

- Organizations interested in applying for support to expand financial aid services or ensure FAFSA completion and Cal Grant applications are institutionalized in high schools must be able to demonstrate strong working relationships with high schools, school districts or county offices of education with large numbers of low-income students;
- Organizations interested in applying for grant support to implement persistence and completion strategies for students once they are enrolled in college must be able to demonstrate appropriate working relationships or partnerships with relevant departments at one or more postsecondary institutions;
- Demonstrate the capacity to effectively collect student-level data and use it to inform and improve program practices. We require grantees to collect and submit student-level data for all students who receive scholarships and financial aid services funded by the Foundation, including scholarship amounts, high schools and postsecondary institutions attended, and other demographic and financial aid data. For FAFSA completion and financial aid work supported at the high school level, we expect grantees to work with high schools to collect key aggregate high school class –level data annually; and
- Demonstrate financial stability.

In addition, the Foundation requires all grant applicants applying for grants that include scholarships to agree in advance to a set of Scholarship Grant Award Policies. This information can be accessed through the College Futures website, <http://collegefutures.org/our-grantees/for-grantees/grant-reporting/>.

The Foundation does NOT award grants for the following:

- Scholarships for graduate students.
- Scholarships for students attending vocational or trade schools.
- Scholarships awarded to students before their senior year of high school.
- Scholarship endowments or scholarship programs at individual colleges and universities that support students attending just that institution.

Form 990PF, Part XV — Submission Deadlines

Please check our website for deadlines.

2014 Grant Proposal Submission Deadlines: December 2, 2013, March 14, 2014, May 15, 2014, and August 22, 2014.

Form 990PF, Part XV — Form in which applications should be submitted and information and materials they should include.

The form in which applications should be submitted is dependent on the type of grant. Grant applications are accepted on an invitation-only basis. Please check our website for more information, or email support@collegefutures.org.