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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
The Annenberg Foundation

% PAUL J MANGANIELLO

Number and street (or P O box number if mail is not delivered to street address)
101 West Elm Street Suite 640

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
Conshohocken, PA 19428

A Employer identification number
23-6257083

B Telephone number (see instructions)
(610) 341-9268

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,585,608,544

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	56,152			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	6,131	2,330		
	4	Dividends and interest from securities	10,924,202	18,415,506		
	5a	Gross rents	331,695	229,733		
	b	Net rental income or (loss) -19,592				
	6a	Net gain or (loss) from sale of assets not on line 10	42,048,963			
	b	Gross sales price for all assets on line 6a 1,915,896,069				
	7	Capital gain net income (from Part IV, line 2)		70,838,921		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances 486,476				
	b	Less Cost of goods sold 693,675				
	c	Gross profit or (loss) (attach schedule)	-207,199		-207,199	
	11	Other income (attach schedule)	1,284,378	-1,364,438	231,299	
	12	**Total.** Add lines 1 through 11	54,444,322	88,122,052	24,100	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	932,689	280,464		671,027
	14	Other employee salaries and wages	7,384,419	169,539	24,100	7,501,222
	15	Pension plans, employee benefits	3,875,590	176,294		3,877,019
	16a	Legal fees (attach schedule)	851,797	66,311	0	1,238,532
	b	Accounting fees (attach schedule)	144,771	2,664	0	103,174
	c	Other professional fees (attach schedule)	29,278,944	14,197,869	0	13,000,135
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	360,093	393,008		203,809
	19	Depreciation (attach schedule) and depletion	4,613,497	51,997		
	20	Occupancy	3,710,548	365,824		3,668,334
	21	Travel, conferences, and meetings	1,331,991	21,601		1,364,132
	22	Printing and publications	153,750	2,794		185,281
	23	Other expenses (attach schedule)	5,824,780	28,343	0	5,743,693
	24	**Total operating and administrative expenses.** Add lines 13 through 23	58,462,869	15,756,708	24,100	37,556,358
	25	Contributions, gifts, grants paid	64,355,490			61,354,178
	26	**Total expenses and disbursements.** Add lines 24 and 25	122,818,359	15,756,708	24,100	98,910,536
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-68,374,037			
	b	**Net investment income** (if negative, enter -0-)		72,365,344		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	2,500	2,400	2,400
	2	Savings and temporary cash investments	38,332,591	35,038,492	35,038,492
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use	445,355	34,243	34,243
	9	Prepaid expenses and deferred charges	205,812	870,134	870,134
	10a	Investments—U S and state government obligations (attach schedule)	45,837,698	44,335,881	44,335,881
	b	Investments—corporate stock (attach schedule)	523,463,555	461,133,268	461,133,268
	c	Investments—corporate bonds (attach schedule)	142,393,892	166,780,154	166,780,154
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	873,763,004	825,800,496	825,800,496
	14	Land, buildings, and equipment basis ▶ 61,072,912			
		Less accumulated depreciation (attach schedule) ▶ 26,933,351	35,396,524	34,139,561	34,139,561
	15	Other assets (describe ▶)	3,254,962	17,473,915	17,473,915
	16	**Total assets**(to be completed by all filers—see the instructions Also, see page 1, item I)	1,663,095,893	1,585,608,544	1,585,608,544
Liabilities	17	Accounts payable and accrued expenses	5,452,049	4,409,101	
	18	Grants payable	39,360,240	42,621,008	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)	4,529,206	26,510,105	
	23	**Total liabilities**(add lines 17 through 22)	49,341,495	73,540,214	
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	1,613,753,398	1,512,067,330	
	25	Temporarily restricted			
	26	Permanently restricted	1,000	1,000	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**(see instructions)	1,613,754,398	1,512,068,330	
	31	**Total liabilities and net assets/fund balances**(see instructions)	1,663,095,893	1,585,608,544	

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	1,613,754,398
2	Enter amount from Part I, line 27a	2	-68,374,037
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,545,380,361
5	Decreases not included in line 2 (itemize) ▶	5	33,312,031
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,512,068,330

Part IV Capital Gains and Losses for Tax on Investment Income

	List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PASSTHROUGH SHORT TERM CAPITAL	P		
c	PASSTHROUGH LONG TERM CAPITAL GAINS	P		
d	PASSTHROUGH INCOME FROM CONTRACTS & STRADDLES	P		
e	PASSTHROUGH BASIS ADJUSTMENT	P		

	(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a				32,913,886
b				699,004
c				37,621,283
d				-415,369
e				20,117

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
	(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	70,838,921
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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))
2014	125,369,363	1,627,811,349	0 077017
2013	112,646,403	1,593,070,859	0 07071
2012	107,916,036	1,516,754,924	0 071149
2011	53,065,188	1,580,098,000	0 033583
2010	103,520,989	1,644,933,708	0 062933

2	**Total** of line 1, column (d)	2	0 315392
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 063078
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	1,580,932,665
5	Multiply line 4 by line 3	5	99,722,071
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	723,653
7	Add lines 5 and 6	7	100,445,724
8	Enter qualifying distributions from Part XII, line 4	8	104,156,546

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	723,653
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	723,653
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	723,653
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 1,603,612		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 300,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,903,612
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,179,959
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,179,959 **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 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*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, DC, PA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

Part VII-A Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶ www annenberg org

14 The books are in care of ▶ PAUL J MANGANIELLO Telephone no ▶ (610) 341-9268

Located at ▶ 101 WEST ELM STREET SUITE 640 CONSHOHOCKEN PA ZIP+4 ▶ 194282016

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶ EI			

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)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015).*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(Continued)*

5a	During the year did the foundation pay or incur any amount to				
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☑ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☑ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☑ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 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	Yes
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☑ Yes	☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☑ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b	No
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☑ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

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

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

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS POLLAK 2000 AVENUE OF THE STARS LOS ANGELES,CA 90067	SR ADVISOR/EXEC PROD 37 5	228,461	53,149	0
JOHN YI 2000 AVENUE OF THE STARS LOS ANGELES,CA 90067	DIR STRATEGIC INITIA 37 5	202,684	43,299	0
ALLISON HOLMES 2000 AVENUE OF THE STARS LOS ANGELES,CA 90067	SR DIR OPS/STRATEGY 37 5	196,673	50,856	0
CAROL LAUMEN 2000 AVENUE OF THE STARS LOS ANGELES,CA 90067	GM, ANNENBERG VENTUR 37 5	187,382	49,487	0
MICHAEL MORRISON 2000 AVENUE OF THE STARS LOS ANGELES,CA 90067	DIR TECH/MEDIA OPS 37 5	187,267	44,836	0
Total number of other employees paid over $50,000 ▶				75

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
ARCLIGHT PRODUCTIONS 732 N HIGHLAND AVE HOLLYWOOD,CA 90038	MULTIMEDIA	2,502,035
J BEN BOURGEOIS PRODUCTION INC 512 N LARCHMONT BLVD LOS ANGELES,CA 90004	PRODUCTION	1,463,221
GEOSYNTEC CONSULTANTS 900 BROKEN SOUND PARKWAY NW SUITE BOCA RATON,FL 33487	PROGRAM	1,178,649
SHEPPARD MULLIN RICHTER & HAMPTON LLP 333 S HOPE STREET 43RD FLOOR LOS ANGELES,CA 90071	LEGAL	1,173,723
IP VIDEO SPECIALIST INC 334 N RIOS AVENUE POB 744 SOLANA BEACH,CA 92075	PROGRAM	1,115,935

Total number of others receiving over $50,000 for professional services. . . . . ▶

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 ANNENBERG SPACE FOR PHOTOGRAPHY (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS	9,866,963
2 METABOLIC STUDIO LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS	6,886,004
3 EXPLORE ANNENBERG LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS	6,181,090
4 ANNENBERG LEARNER PROGRAM (WASHINGTON, DC) SEE GENERAL EXPLANATION STATEMENTS	3,148,897

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 BARRED ROCK CHICKEN RUN- SUPPORTING THE FEATURE-LENGTH DOCUMENTARY MOTION PICTURE THAT EXPLORES THE REALITIES OF ANIMAL AGRICULTURE ALONGSIDE THE COMPLEXITIES OF FOOD ETHICS	250,000
2	
All other program-related investments See instructions **3**	
Total. Add lines 1 through 3 . . . . . ▶	250,000

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	1,559,728,211
b	Average of monthly cash balances	1b	45,279,571
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,605,007,782
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,605,007,782
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,075,117
5	**Net value of noncharitable-use assets.**Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,580,932,665
6	**Minimum investment return.**Enter 5% of line 5	6	79,046,633

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	79,046,633
2a	Tax on investment income for 2015 from Part VI, line 5	2a	723,653		
b	Income tax for 2015 (This does not include the tax from Part VI)	2b	0		
c	Add lines 2a and 2b			2c	723,653
3	Distributable amount before adjustments Subtract line 2c from line 1			3	78,322,980
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	78,322,980
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount**as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	78,322,980

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	98,910,536
b	Program-related investments—total from Part IX-B	1b	250,000
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	4,996,010
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.**Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	104,156,546
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	723,653
6	**Adjusted qualifying distributions.**Subtract line 5 from line 4	6	103,432,893

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				78,322,980
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0	
b Total for prior years 2013 , 2012 , 2011		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010 21,545,164				
b From 2011 14,106,809				
c From 2012				
d From 2013 33,771,570				
e From 2014 45,046,773				
f **Total** of lines 3a through e	114,470,316			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 104,156,546				
a Applied to 2014, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2015 distributable amount				78,322,980
e Remaining amount distributed out of corpus	25,833,566			
5 Excess distributions carryover applied to 2015				
(If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	140,303,882			
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				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 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)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	21,545,164			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	118,758,718			
10 Analysis of line 9				
a Excess from 2011 14,106,809				
b Excess from 2012				
c Excess from 2013 33,771,570				
d Excess from 2014 45,046,773				
e Excess from 2015 25,833,566				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

THE ANNENBERG FOUNDATION
2000 AVENUE OF THE STARS STE 1000S
LOS ANGELES, CA 90067
(213) 403-3110

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

THE ANNENBERG FOUNDATION'S BOARD OF DIRECTORS CONTINUED PLANNING STRATEGICALLY, CONCENTRATING ON EFFECTIVE MEANS TO ENSURING THE FOUNDATION'S STRENGTH FOR FUTURE GRANTMAKING THE FOUNDATION IS FOCUSED ON ITS COMMITTED GRANT PAYOUT SCHEDULE SEE WEBSITE WWW ANNENBERGFOUNDATION ORG FOR THE FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED AND INFORMATION AND MATERIALS THEY SHOULD INCLUDE GRANTS ARE MADE BASED ON GUIDELINES ADOPTED BY AND AT THE DISCRETION OF INDIVIDUAL FOUNDATION DIRECTORS SEE FEDERAL FOOTNOTE # 1 FOR MORE INFORMATION

c Any submission deadlines

THERE IS NO SUBMISSION DEADLINE - APPLICATIONS ARE ACCEPTED YEAR-ROUND WEBSITE HTTP //WWW ANNENBERG

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

SEE THE INFORMATION PROVIDED FOR PART XV, QUESTIONS 2A, 2B, & 2C

Part XV Supplementary Information(continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . . ▶ **3a**				61,354,178
b *Approved for future payment* See Additional Data Table				
Total . . . . . ▶ **3b**				42,621,008

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,131	
4 Dividends and interest from securities			14	10,924,202	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	331,695	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	42,048,963	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					-207,199
11 Other revenue a See Additional Data Table					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				54,364,070	24,100
13 **Total.** Add line 12, columns (b), (d), and (e)				13	54,388,170

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
10	Annenberg Learner uses media and telecommunications to advance excellent teaching in American schools This mandate is carried out chiefly by the funding and broad distribution of educational video programs with coordinated web and print materials for the professional development of K-12 teachers It is part of the Annenberg Foundation and advances the Foundation's goal of encouraging the development of more effective ways to share ideas and knowledge
11A	As a major supporter of the Philadelphia Orchestra Association (The Association), The Foundation worked closely with the Association through its Chapter 11 bankruptcy to ensure the organization's sustainability In an agreement dated September 15, 2003, The Foundation granted $50 million to the Association's endowment During the Chapter 11 reorganization, the Foundation and the Association collaborated on a new trust agreement to redefine the parameters and reiterate the restrictions on those endowment funds (The Trust Agreement), which provides for the transfer of certain assets to the Philadelphia Orchestra Association Grantor Trust (the Grantor Trust), with the Northern Trust Company, as Trustee for the Association's use and benefit, on terms and conditions set forth in the trust agreement

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

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

******	2016-11-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Russlee Armstrong				P00288383

Firm's name ▶ GRANT THORNTON LLP

Firm's EIN ▶

Firm's address ▶ 2001 MARKET STREET SUITE 700 PHILADELPHIA, PA 19103

Phone no (215) 561-4200

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	Contributions to employee benefit plans and deferred (d) compensation	(e) Expense account, other allowances
WALLIS ANNENBERG 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	CEO/CHAIRPERSON/PRESIDENT 20 0	0	0	0
LEONARD J AUBE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	EXECUTIVE DIRECTOR 1/15-4/15 37 5	212,040	57,918	0
PAUL J MANGANIELLO 101 West Elm Street Conshohocken, PA 19428	DIRECTOR OF FINANCE/TREASURER 37 5	262,173	57,967	0
LAUREN BON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 37 5	43,263	26,826	0
CHARLES WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 37 5	43,263	26,826	0
GREGORY WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 37 5	43,263	41,287	0
CINNY KENNARD 2000 Avenue of the Stars Los Angeles, CA 90067	EXECUTIVE DIRECTOR 5/15-12/15 37 5	310,396	31,775	0

Form 990PF Part XV Line 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*				
2015 Special Olympics World Summer Games 633 West Fifth Street Suite 2000 Los Angeles, CA 90071	none	PC	General operating support	1,000,000
A Place Called Home 2830 South Central Avenue Los Angeles, CA 90011	none	PC	General operating support	100,000
AbilityFirst 1300 East Green Street Pasadena, CA 91106	none	PC	East Los Angeles Center	10,000
Abode Communities 1149 S Hill Street Suite 700 Los Angeles, CA 90015	none	PC	General operating support	100,000
Academy for Grassroots Organizations PO Box 293928 Phelan, CA 92329	none	PC	General operating support	30,000
Access OC Southern California 1505 E 17th Street Suite 209 Santa Ana, CA 92705	none	PC	General operating support	25,000
Actors Gang Inc The Ivy Substation 9070 Venice Boulevard Culver City, CA 90232	none	PC	General operating support	100,000
Advancement Project Los Angeles Office 1910 W Sunset Blvd Suite 500 Los Angeles, CA 90026	none	PC	Los Angeles office	100,000
Advancement Through Opportunity and Knowledge Inc c/o Children Youth and Family Colla 1200 W 37th Place Los Angeles, CA 90007	none	PC	General operating support	60,000
African Wildlife Foundation 1400 Sixteenth Street NW Suite 120 Washington, DC 20036	none	PC	General operating support	500
Alaska Department of Fish and Game 1255 W 8th Street Juneau, AK 99802	none	GOV	Walrus webcam of the Div of Wildlife Conservation	50,000
Alcoholics Together Inc 1773 Griffith Park Blvd Los Angeles, CA 90026	none	PC	General operating support	10,000
Altadena Library Foundation 600 E Mariposa Street Altadena, CA 91001	none	PC	Board development fund development and communications strategy	10,000
AltaSea at the Port of Los Angeles 222 West 6th Street Suite 1010 San Pedro, CA 90731	none	PC	Operations and community education and outreach	91,748
AltaSea at the Port of Los Angeles 222 West 6th Street Suite 1010 San Pedro, CA 90731	none	PC	Operations and community education and outreach	5,434,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
AltaSea at the Port of Los Angeles 222 West 6th Street Suite 1010 San Pedro, CA 90731	none	PC	General operating support	780,000
Alzheimers Association National Office 225 North Michigan Avenue Floor 17 Chicago, IL 606017633	none	PC	General operating support	10,000
Ambulante 1639 11th St Suite 180 Santa Monica, CA 90404	none	PC	General operating support	35,000
American Friends of Covent Garden PO Box 5155 Rockefeller Center New York, NY 10185	none	PC	General operating support	389,835
American Friends of Israel Philharmonic Orchestra National Office 122 East 42nd Street Suite 4507 New York, NY 10168	none	PC	United States Tour	50,000
American Friends of the Paris Opera & Ballet 972 Fifth Avenue New York, NY 10075	none	PC	General operating support	10,595
American Library in Paris Inc 10 rue du General Camou Paris 75007 FR	none	PC	Evenings with an Author and general operating support	55,875
American Museum of Natural History Central Park West at 79th St New York, NY 100245192	none	PC	To support education programs	10,000
American Youth Symphony Inc 3424 Wilshire Blvd Suite 830 Los Angeles, CA 90010	none	PC	General operating support	60,000
Animal Samaritans PO Box 513 Thousand Palms Thousand Palms, CA 922760513	none	PC	Adoption Alliance Animal Rescue Program	10,000
Annenberg Center at Eisenhower 39000 Bob Hope Drive Dinah Shore Building Rancho Mirage, CA 922703298	none	SO I	Assistance for a board retreat	10,000
Anthology Film Archives 32 Second Avenue New York, NY 10003	none	PC	Staffing and fund for the Artistic Director and Board President	250,000
Armand Hammer Museum 10899 Wilshire Boulevard 3rd Floor Los Angeles, CA 900244201	none	PC	General operating support	25,000
Armenian Missionary Assoc of Amer Inc 31 West Century Road Paramus, NJ 07652	none	PC	Capital campaign Khoren Shooshanig Avedisian School	15,000
Armenian Missionary Assoc of Amer Inc 31 West Century Road Paramus, NJ 07652	none	PC	Leslie Louise Danelian Scholarship Fund	100,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
Arroyo Seco Foundation Los Angeles River Center Gardens 570 W Avenue 26 Suite 450 Los Angeles, CA 90065	none	PC	Hahamongna Nursery	25,000
Art Students League of New York 215 W 57th St New York, NY 10019	none	PC	General operating support	10,000
Arts and Services for Disabled Incorporated 3626 E Pacific Coast Hwy Long Beach, CA 90804	none	PC	General operating support	25,000
Ascencia 1851 Tyburn Street Glendale, CA 91204	none	PC	For board development and a joint retreat	10,000
Ascencia 1851 Tyburn Street Glendale, CA 91204	none	PC	General operating support	100,000
Asian Americans Advancing Justice Los Angeles 1145 Wilshire Boulevard 2nd Floor Los Angeles, CA 90017	none	PC	Youth Visionaries Program	100,000
Asian Youth Center 100 West Clary Ave San Gabriel, CA 91776	none	PC	General operating support	60,000
Aspen Valley Ski Snowboard Club Inc 300 AVSC Drive Aspen, CO 81611	none	PC	General operating support	75,000
Associacao para Investigacao do Meio Marinho Rua Maestro Frederico de Freitas Lisbon, Lisboa 1500-399 PO	none	NC	Purchase a boat and equipment for research	57,125
Autism Inclusion Resources c/o Wendy Ross 1159 Morris Road Wynnewood, PA 19096	none	PC	General operating support	10,000
Autry National Center of the American West 4700 Western Heritage Way Los Angeles, CA 900271462	none	PC	Masters of the American West Fine Arts Exhibition and Sale	20,000
Baby Buggy Inc 306 W 37th Street8th Floor New York, NY 10018	none	PC	Baby Buggy LA	35,000
Battle of Franklin Trust Inc 1345 Eastern Flank Circle Franklin, TN 37064	none	PC	General operating support	25,000
Bayan 1325 N College Ave Claremont, CA 91711	none	PC	Fund development communications strategy and technology	10,000
Beauty Bus Foundation 2716 Ocean Park Blvd Suite 1062 Santa Monica, CA 90405	none	PC	General operating support	65,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
Beit Tshuvah 8831 Venice Blvd Los Angeles, CA 90034	none	PC	General operating support	2,500
Beit Tshuvah 8831 Venice Blvd Los Angeles, CA 90034	none	PC	Melissa Barash Scholarship Fund	25,000
Block Island Ecumenical Ministries Inc PO Box 323 Block Island, RI 02807	none	PC	Mary D Fund	25,000
BoardSource 750 9th Street NW Suite 650 Washington, DC 200014793	none	PC	General operating support	100,000
Bowery Arts & Science Ltd 310 Bowery New York, NY 10012	none	PC	General operating support	15,000
Boys & Girls Clubs of Greater Redlands Riverside 1251 Clay Street Redlands, CA 92374	none	PC	Be Great Graduate program	65,000
Boys and Girls Club of Santa Ana Inc 250 N Golden Circle Suite 104 Santa Ana, CA 92705	none	PC	General operating support	75,000
Boys and Girls Club of Whittier Inc 7905 S Greenleaf Ave Whittier, CA 90602	none	PC	BGCW Teen Center	40,000
Bright Star Schools 5800 Hannum Avenue Suite 130 Culver City, CA 90230	none	PC	Connections Program	75,000
Brown University Office of the President 1 Prospect Street Providence, RI 02912	none	PC	General operating support	75,000
Brown University Office of the President 1 Prospect Street Providence, RI 02912	none	PC	General operating support	100,000
CAFAM 5814 Wilshire Blvd Los Angeles, CA 90036	none	PC	Board development and technology upgrades	10,000
CAFAM 5814 Wilshire Blvd Los Angeles, CA 90036	none	PC	Art workshop series for veterans	10,000
California Art Club Inc 75 South Grand Avenue Pasadena, CA 91105	none	PC	General operating support	20,000
California Arts Council 1300 I Street Suite 930 Sacramento, CA 95814	none	GOV	Arts Education Programs	2,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
California Budget & Policy Center 1107 9th Street Suite 310 Sacramento, CA 95814	none	PC	General operating support	90,000
California Community Foundation 221 S Figueroa St Suite 400 Los Angeles, CA 90012	none	PC	Project Grantsmanship	100,000
California Department of Fish and Wildlife 1416 9th Street 12th Floor Sacramento, CA 95814	none	GOV	Ballona Wetlands Restoration Project	50,000
California Department of Fish and Wildlife 1416 9th Street 12th Floor Sacramento, CA 95814	none	GOV	Ballona Wetlands Restoration Project	2,581,143
California Science Center Foundation 700 Exposition Park Drive Los Angeles, CA 90037	none	PC	General operating support	10,000
California Science Center Foundation 700 Exposition Park Drive Los Angeles, CA 90037	none	PC	General operating support	15,000
California State University Northridge Fdn 18111 Nordhoff Street Mail Code 8388 Northridge, CA 913308388	none	PC	CREATE Project of the Michael D Eisner College of Education	100,000
California State University Northridge Fdn 18111 Nordhoff Street Mail Code 8388 Northridge, CA 913308388	none	PC	BUILD PODER Program	100,000
California State University Northridge Foundation 18111 Nordhoff Street Mail Code 8388 Northridge, CA 913308388	none	PC	Deans Closet program David Nazarian College	5,000
California Trout 360 Pine Street 4th Floor San Francisco, CA 94104	none	PC	General operating support	10,000
Cancer Support Community Santa Monica 1990 South Bundy Drive Suite 100 Los Angeles, CA 90025	none	PC	General operating support	10,000
Canine Support Teams Inc 26500 Scott Road Menifee, CA 92584	none	PC	General operating support	45,000
Care Harbor 18436 Hawthorne Blvd Suite 204 Torrance, CA 90504	none	PC	General operating support	40,000
Carole Kim 1983 N Los Robles Avenue Pasadena, CA 91104	none	I	Chora Council Grants to Individuals	10,000
Casa de Las Amigas 160 North El Molino Avenue Pasadena, CA 91101	none	PC	Communications strategy and technology	10,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
Casa of Los Angeles Edmund D Edelman Childrens Court 201 Centre Plaza Dr Suite 1100 Monterey Park, CA 917542142	none	PC	General operating support	75,000
Cate School 1960 Cate Mesa Road Carpinteria, CA 93013	none	PC	General operating support	20,000
Cathedral High School 1253 Bishops Road Los Angeles, CA 900121496	none	PC	Performing arts theater and visual arts center	100,000
Cathedral High School 1253 Bishops Road Los Angeles, CA 900121496	none	PC	Annual Scholarship Fund	50,000
Cause Communications 12304 Santa Monica Blvd Suite 201 Santa Monica, CA 90025	none	PC	Cause Clarity resources	50,000
CCF Community Initiatives Fund 221 S Figueroa St Suite 400 Los Angeles, CA 90012	none	SO I	LA n Sync Strategic Response Fund	500,000
CCF Community Initiatives Fund 221 S Figueroa St Suite 400 Los Angeles, CA 90012	none	SO I	LA Partnership for Early Childhood Investment	10,000
Center for Employment Opportunities Inc 50 Broadway Suite 1604 New York, NY 10004	none	PC	CEO San Bernardino	100,000
Center for Land Use Interpretation 9331 Venice Boulevard Culver City, CA 90232	none	PC	General operating support	50,000
Center for the Pacific Asian Family Inc 543 North Fairfax Avenue Room 108 Los Angeles, CA 90036	none	PC	General operating support	100,000
Center for the Study of Intl Communications Inc 406 Woodland Road Highland Park, IL 60035	none	PC	GRoW Annenberg Scholarship for International Communications	50,000
Center for Whale Research 355 Smugglers Cove Road Friday Harbor, WA 98250	none	PC	General operating support	60,000
Center for Youth Services Inc 905 Monroe Ave Rochester, NY 14620	none	PC	General operating support	50,000
Central City Neighborhood Partners 501 S Bixel St Los Angeles, CA 90017	none	PC	Academic Summer Camp Program	14,000
Central United Methodist Church 23 E Adams Avenue Detroit, MI 48226	none	NC	General operating support	10,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
Channel Islands Marine and Wildlife Inst Inc PO Box 4250 Santa Barbara, CA 93140	none	PC	Sea Lion crisis along the California coast	20,000
Channel Islands Marine and Wildlife Inst Inc PO Box 4250 Santa Barbara, CA 93140	none	PC	Sea Lion crisis along the California coast	20,000
Charities Aid Foundation America King Street Station 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	none	PC	Annenberg Foundation Fund	59,376
Charities Aid Foundation America King Street Station 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	none	PC	Annenberg Foundation Fund	1,660
Chesapeake Bay Foundation Inc Philip Merrill Environmental Center 6 Herndon Avenue Annapolis, MD 21403	none	PC	General operating support	500
Children of the Night 14530 Sylvan Street Van Nuys, CA 91411	none	PC	To support United States operations	50,000
Childrens Advocacy Center 1650 E Old Badillo St Unit C3 Covina, CA 91724	none	PC	General operating support	15,000
Childrens Bureau of Southern California Headquarters 1910 Magnolia Avenue Los Angeles, CA 90007	none	PC	Magnolia Community Initiative	100,000
Childrens Bureau of Southern California Headquarters 1910 Magnolia Avenue Los Angeles, CA 90007	none	PC	General operating support	20,000
Childrens Bureau of Southern California Headquarters 1910 Magnolia Avenue Los Angeles, CA 90007	none	PC	General operating support	5,000
Childrens Defense Fund National Headquarters 25 E Street NW Washington, DC 20001	none	PC	Childrens Defense Fund California	50,000
Childrens Dental Foundation c/o Childrens Dental Health Clinic 455 East Columbia Street Suite 32 Long Beach, CA 90806	none	PC	General operating support	75,000
Childrens Hospital of Los Angeles 4650 Sunset Boulevard Los Angeles, CA 90027	none	PC	EpiPals program	10,000
Childrens Hospital of Los Angeles 4650 Sunset Boulevard Los Angeles, CA 90027	none	PC	GOFARR Laboratory	50,000
Chinatown Service Center 767 North Hill St Suite 400 Los Angeles, CA 900122381	none	PC	Summer Program	7,000
Total . . . . . ▶ **3a**				61,354,178

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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*				
Church of Our Saviour in San Gabriel CA 535 West Roses Road San Gabriel, CA 91775	none	PC	Kids Campus Youth Center	10,000
City of Los Angeles Office of the Mayor 200 N Spring Street Room 303 Los Angeles, CA 90012	none	GOV	North Spring Street Viaduct Pier Wall Redesign	125,000
City Year Inc Headquarters 287 Columbus Avenue Boston, MA 02116	none	PC	City Year Los Angeles	100,000
Clarity Educational Productions Inc 2600 Tenth Street Suite 412 Berkeley, CA 94710	none	PC	General operating support	10,000
Clay Studio 137-139 North Second Street Philadelphia, PA 19106	none	PC	General operating support	10,000
Cleveland High School Booster Club c/o Cleveland Humanities Magnet Par PO Box 6061 247 Sherman Oaks, CA 91413	none	PC	General operating support	1,000
Climate Resolve 1000 N Alameda St Suite 240 Los Angeles, CA 90012	none	PC	General operating support	75,000
Coalition to Abolish Slavery & Trafficking 5042 Wilshire Boulevard Suite 586 Los Angeles, CA 90036	none	PC	General operating support	50,000
Collage Dance Theatre c/o Heidi Duckler Dance Theatre 2934 1/2 Beverly Glen Circle Suite Los Angeles, CA 90077	none	PC	Joint retreat staff development and technology	10,000
Collective Heritage Institute c/o Bioneers 1607 Paseo de Peralta Suite 3 Santa Fe, NM 87501	none	PC	Youth Leadership Program	75,000
College Access Plan 871 E Washington Blvd Ste 207 Pasadena, CA 91104	none	PC	General operating support	25,000
College Settlement of Philadelphia 600 Witmer Rd Horsham, PA 19044	none	PC	General operating support	1,000
College Track 117 Broadway Suite 101 Oakland, CA 94607	none	PC	Boyle Heights Center	75,000
Communication Network 1717 North Naper Blvd Suite 102 Naperville, IL 60563	none	PC	General operating support	1,000
Communication Network 1717 North Naper Blvd Suite 102 Naperville, IL 60563	none	PC	To support the annual conference	10,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
Community Action Southold Town Inc PO Box 159 Greenport, NY 11944	none	PC	Gerts Greens program	5,000
Community Health Councils Inc 3731 Stocker Street Suite 201 Los Angeles, CA 90008	none	PC	Lark Eloise Galloway Gilliam Legacy Memorial Fund	15,000
Community Partners 1000 North Alameda Street Suite 240 Los Angeles, CA 90012	none	PC	LA n Sync administrative office	250,000
Community Partners 1000 North Alameda Street Suite 240 Los Angeles, CA 90012	none	PC	African American Board Leadership Institute	500
Community Partners 1000 North Alameda Street Suite 240 Los Angeles, CA 90012	none	PC	Move LA	100,000
Community Partners 1000 North Alameda Street Suite 240 Los Angeles, CA 90012	none	PC	College Match	50,000
Community Partners 1000 North Alameda Street Suite 240 Los Angeles, CA 90012	none	PC	WriteGirl	50,000
Community Partners 1000 North Alameda Street Suite 240 Los Angeles, CA 90012	none	PC	Wildwoods Foundation	35,000
Computers for Youth Foundation Inc New York City Office 520 8th Avenue Floor 10 New York, NY 10018	none	PC	CFY Los Angeles	50,000
Covenant House 5 Penn Plaza 3rd Floor New York, NY 10001	none	PC	General operating support	5,000
Crane School 1795 San Leandro Lane Santa Barbara, CA 93108	none	PC	General operating support	20,000
Creative Visions Foundation 18820 Pacific Coast Highway Suite 2 Malibu, CA 90265	none	PC	General operating support	275,000
Crossroads School for Arts and Sciences 1714 21st Street Santa Monica, CA 90404	none	PC	Annual Fund to support student scholarships	30,000
Csula Auxiliary Services Inc CSU Los Angeles 5151 State University Drive Los Angeles, CA 90032	none	SO III FI	Pat Brown Institute for Public Affairs	10,000
CSUSB Philanthropic Foundation 5500 University Parkway AD 104 San Bernardino, CA 92407	none	PC	Inland Empire and Coachella Valley Women's Business Centers	50,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
CureCervicalCancer 468 N Camden Drive Suite 200 Beverly Hills, CA 90210	none	PC	Salary support for a traveling nurse administrator	50,000
Debbie Allen Dance Inc 3791 Santa Rosalia Drive Los Angeles, CA 90008	none	PC	General operating support	500,000
Debbie Allen Dance Inc 3791 Santa Rosalia Drive Los Angeles, CA 90008	none	PC	General operating support	333,334
Del Amo Action Committee 4542 Irone Ave Rosamond, CA 93560	none	PC	Joint retreat board dev and knowledge mgt	10,000
Democracy Now Productions Inc 207 W 25th S 11th Floor New York, NY 10001	none	PC	General operating support	100,000
Desert Mtn Resource Conservation and Dev Council 1259 E Ridgecrest Blvd Suite 7 Ridgecrest, CA 93555	none	PC	General operating support	30,000
Desert Mtn Resource Conservation and Dev Council 1259 E Ridgecrest Blvd Suite 7 Ridgecrest, CA 93555	none	PC	General operating support	50,000
Desert Mtn Resource Conservation and Dev Council 1259 E Ridgecrest Blvd Suite 7 Ridgecrest, CA 93555	none	PC	General operating support	31,500
Desert Sanctuary Inc 703 E Main Street Barstow, CA 92311	none	PC	General operating support	15,000
Detroit Sound Conservancy 6200 2nd Avenue Unit 201 Detroit, MI 48202	none	PC	General operating support	5,000
Diamond in the RAW 10736 Jefferson Blvd Suite 464 Culver City, CA 90230	none	PC	Board and fund development and a communication strategy	8,000
Doctors Without Borders USA Inc 333 7th Avenue 2nd Floor New York, NY 100015004	none	PC	General operating support	100,000
DreamYard Project Inc 1085 Washington Avenue Bronx, NY 10456	none	PC	General operating support	250,000
Dynamic Teen Company Making a Difference Inc 188 J Miranda St Cavite City 4100 RP	none	NC	Charitable mission and programs	10,000
Earth Island Institute Inc 2150 Allston Way Suite 460 Berkeley, CA 94704	none	PC	General operating support	30,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
East Coast Assistance Dogs Inc PO Box 251 Dobbs Ferry, NY 10522	none	PC	General operating support	50,000
East Michigan Environmental Action Council Inc 4605 Cass Avenue Detroit, MI 48201	none	PC	General operating support	10,000
Ebony Horsewomen Inc 337 Vine Street Hartford, CT 06112	none	PC	General operating support	10,000
Echo Park Film Center 1200 N Alvarado St Los Angeles, CA 90026	none	PC	General operating support	25,000
Eco Center Inc c/o The Ecology Center 32701 Alipaz Street San Juan Capistrano, CA 92675	none	PC	Model of The Ecology Center for expansion	25,000
Edgewood High School 1301 Trojan Way West Covina, CA 91790	none	GOV	General operating support	10,000
El Centrito Family Learning Centers PO Box 1613 Oxnard, CA 930321613	none	PC	General operating support	50,000
Engage Inc 240 East Verdugo Avenue Suite 100 Burbank, CA 91502	none	PC	General operating support	50,000
Ensemble Les Talens Lyriques 49 rue de Maubeuge Paris 75009 FR	none	NC	To support the 2015 season	163,125
Environmental Charter Schools 812 West 165th Place Los Angeles, CA 90247	none	PC	General operating support	60,000
ETM LA Inc c/o Education Through Music-Los Ang 847 N Hollywood Way Suite 206 Burbank, CA 91505	none	PC	General operating support	10,000
Eve Ensler C/O Lotus Productions 11 East 22nd Street Unit 5 New York, NY 10010	none	I	Chora Council Grants to Individuals	10,000
Everytown for Gun Safety Support Fund Inc PO Box 4184 New York, NY 10163	none	PC	General operating support	500,000
Exceptional Childrens Foundation A Corp 8740 Washington Boulevard Culver City, CA 90232	none	PC	General operating support	100,000
Families In Schools 1545 Wilshire Boulevard Suite 700 Los Angeles, CA 90017	none	PC	General operating support	100,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
Family Promise of Orange County Inc 161 S Orange St Orange, CA 92866	none	PC	General operating support	20,000
Festival Lyrique Intl de Belle Ile En Mer 6 rue Arletty Bangor 56360 FR	none	NC	Festival Lyrique International de Belle Ile En Mer	22,220
Film Foundation Inc 7920 Sunset Boulevard 6th Floor Los Angeles, CA 90046	none	PC	General operating support	166,666
Five Acres The Boys & Girls Aid Society Ketch Administration Building 760 W Mountain View Street Altadena, CA 91001	none	PC	Residential Treatment programs	100,000
Fondation Notre Dame du Perpetuel Secours Delmas 71 Port-au-Prince HA	none	NC	Charitable mission and programs	10,000
Fondazione Palazzo Strozzi Piazza Strozzi Florence 50123 IT	none	NC	Educational programmes at the Palazzo Strozzi	5,471
Food Finders Inc 2301 E 28th Street Suite 303 Signal Hill, CA 90755	none	PC	General operating support	20,000
Foothill AIDS Project 233 W Harrison Ave Claremont, CA 91711	none	PC	General operating support	75,000
Foothill Family Service 2500 E Foothill Boulevard Suite 300 Pasadena, CA 91107	none	PC	General operating support	100,000
Foundation Center 79 Fifth Ave New York, NY 100033076	none	PC	General operating support	10,000
Foundation For Living Beauty 3579 East Foothill Blvd Suite 132 Pasadena, CA 91107	none	PC	Board and fund dev org evaluations	10,000
Foundation for Pierce College 6201 Winnetka Avenue Woodland Hills, CA 91371	none	PC	Agriculture Endowment Fund	25,000
Fractured Atlas Inc 248 W 35th Street Tenth Floor New York, NY 100012505	none	PC	General operating support	26,750
Free Arts for Abused Children 11099 South La Cienega Blvd Suite 2 Los Angeles, CA 90045	none	PC	General operating support	20,000
Friendly Hand Foundation 347 South Normandie Avenue Los Angeles, CA 900203167	none	PC	General operating support	10,000
Total . . . . . ▶ **3a**				61,354,178

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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*				
Friends of Fondation de France Inc c/o GHS Philanthropy Management 275 Madison Avenue 6th Floor New York, NY 10016	none	PC	General operating support	11,947
Friends of Navdanya 56 Dorcar Road Chestnut Hill, MA 02467	none	PC	United States operations	10,000
Friends of Navdanya 56 Dorcar Road Chestnut Hill, MA 02467	none	PC	Seeds of Hope for Nepal	26,050
Friends of Robinson Gardens Inc 1008 Elden Drive Beverly Hills, CA 90210	none	PC	Childrens Programs at Virginia Robinson Gardens	15,000
Friends of the Children's Museum at La Habra Inc 301 S Euclid Street La Habra, CA 90631	none	PC	General operating support	20,000
Friends of the High Line Inc The Diller - von Furstenberg Buildi 820 Washington Street New York, NY 10014	none	PC	General operating support	5,000
Friends of the Los Angeles River Los Angeles River Center and Garden 570 West Avenue 26 Ste 250 Los Angeles, CA 900651047	none	PC	General operating support	25,000
Friends of the Musees des Arts Decoratifs 40 East 78th Street New York, NY 10021	none	PC	To support United States operations	25,000
Friends of the Sea Lion Inc c/o Pacific Marine Mammal Center 20612 Laguna Canyon Road Laguna Beach, CA 92651	none	PC	Sea lion crisis on the California coast	20,000
Friends of the Sea Lion Inc c/o Pacific Marine Mammal Center 20612 Laguna Canyon Road Laguna Beach, CA 92651	none	PC	Sea lion crisis on the California coast	20,000
Friendship Luxembourg a s b l 58 rue de Limpach L-3932 Mondercange, R C S Luxembourg F1387 LU	none	NC	Lifebuoy Friendship Hospital	75,000
Fulfillment Fund 6100 Wilshire Boulevard Ste 600 Los Angeles, CA 90048	none	PC	General operating support	10,000
Get Up 8 Foundation 19135 Poseidon Ave Cerritos, CA 90703	none	PC	General operating support	800
Girl Scouts of San Gorgonio Council 1751 Plum Lane Redlands, CA 92374	none	PC	General operating support	60,000
Girls Incorporated of Orange County 150 Paularino Avenue Suite D290 Costa Mesa, CA 92626	none	PC	Board development and strategic planning	10,000
Total . . . . . ▶ **3a**				61,354,178

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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*				
Girls on the Run of Los Angeles County 556 South Fair Oaks Avenue Suite 10 Pasadena, CA 91105	none	PC	General operating support	25,000
Global Fund for Women Inc 800 Market Street Seventh Floor San Francisco, CA 94102	none	PC	Nepal Crisis Fund	87,500
Global Genes 28 Argonaut Suite 150 Aliso Viejo, CA 92656	none	PC	For a staff retreat and strategic planning	8,000
Global Health Committee Inc c/o Immune Disease Institute Inc Warren Alpert Building Boston, MA 02115	none	PC	General operating support	100,000
Go Campaign 2461 Santa Monica Blvd Suite 437 Santa Monica, CA 90404	none	PC	To support United States operations	10,000
Grace Lee Boggs 3061 Field Street Detroit, MI 48214	none	I	Chora Prize	100,000
GRAMMY Museum Foundation Inc 800 W Olympic Blvd Ste A245 Los Angeles, CA 90015	none	PC	For the Education Program	5,000
Grand Aspirations 2801 21st Avenue South Minneapolis, MN 55407	none	PC	General operating support	10,000
Grand Performances 350 South Grand Avenue Suite A4 Los Angeles, CA 90071	none	PC	General operating support	30,000
Grandma's House of Hope 1505 E 17th St Suite 116 Santa Ana, CA 92705	none	PC	General operating support	50,000
Grandparents As Parents Inc 22048 Sherman Way Suite 217 Canoga Park, CA 91303	none	PC	General operating support	60,000
Grantmakers in the Arts 4055 21ST Ave W Ste 100 Seattle, WA 981191247	none	PC	For the Annual Conference	25,000
Grants Managers Network Inc 1666 K Street NW Suite 440 Washington, DC 20006	none	PC	General operating support	3,000
Griffin Education Solutions 1227 Flanders Road La Canada, CA 91011	none	PC	Development of a communications strategy	10,000
GRYD Foundation 6080 Center Drive 6th Floor Los Angeles, CA 90045	none	PC	Summer Night Lights	100,000
Total . . . . . ▶ **3a**				61,354,178

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Guidestar USA Inc 4801 Courthouse Street Suite 220 Williamsburg, VA 23188	none	PC	Membership Program	25,000
Gulf Restoration Network PO Box 2245 New Orleans, LA 70176	none	PC	General operating support	10,000
Gusta Booker 3204 Hutchins Street Houston, TX 77004	none	I	Chora Council Grants to Individuals	10,000
Habitat for Humanity International Inc c/o Habitat for Humanity of Greater 8739 Artesia Blvd Bellflower, CA 90706	none	PC	Critical Home Repair for Veterans Program	75,000
Hamburger Home c/o Aviva Family and Childrens Serv 7120 Franklin Avenue Los Angeles, CA 90046	none	PC	General operating support	100,000
Harlem Children's Zone Inc 35 East 125th Street New York, NY 10035	none	PC	General operating support	333,333
Harold Pump Foundation 13636 Ventura Blvd Suite 416 Sherman Oaks, CA 91423	none	PC	General operating support	25,000
Harvest Home Inc 2118 Wilshire Blvd PMB 358 Santa Monica, CA 90403	none	PC	General operating support	35,000
Hazelden Betty Ford Foundation 15251 Pleasant Valley Road PO Box 176 Center City, MN 550121065	none	PC	Children's Program at the Betty Ford Center	25,000
Headington Institute 402 S Marengo Ave Pasadena, CA 91101	none	PC	Resilient Responders program in LA County	50,000
Heal the Bay 1444 9th Street Santa Monica, CA 90401	none	PC	Public education programs	75,000
Heart of Los Angeles Youth Inc 2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057	none	PC	General operating support	45,000
Heart of Los Angeles Youth Inc 2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057	none	PC	General operating support	100,000
Heart of Los Angeles Youth Inc 2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057	none	PC	General operating support	25,000
Hearts & Lives 24028 Lake Drive Crestline, CA 92325	none	PC	General operating support	30,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
Hillel The Foundation For Jewish Campus Life 3300 South Hoover St Los Angeles, CA 90007	none	PC	General operating support	10,000
Homeless Health Care Los Angeles 2330 Beverly Boulevard Los Angeles, CA 900572220	none	PC	General operating support	100,000
Humane Society of the United States 2100 L Street NW Washington, DC 20037	none	PC	Pets for Life Los Angeles	50,000
Hunger Action Los Angeles 961 S Mariposa Suite 205 Los Angeles, CA 90006	none	PC	General operating support	30,000
iCivics Inc 2001 S Street NW Suite 400 Washington, DC 20009	none	PC	Sandra Day OConnor Legacy Fund	100,000
Independent Sector 1602 L Street NW Suite 900 Washington, DC 20036	none	PC	General operating support	15,000
Independent Shakespeare Company Inc 3191 Casitas Ave Suite 168 Los Angeles, CA 90039	none	PC	General operating support	7,500
Indigenous Education Foundation of Tanzania PO Box 300067 Jamaica Plain, MA 02130	none	PC	Scholarship support for the Orkeeswa School	20,000
Infinite Family 475 Riverside Dr Suite 1372 New York, NY 10115	none	PC	General operating support	10,000
Inland Empire United Way 9644 Hermosa Avenue Rancho Cucamonga, CA 91730	none	PC	AmeriCorps Academic Success Program	70,435
Inner City Arts 720 Kohler Street Los Angeles, CA 90021	none	PC	General operating support	50,000
Inquilinos Unidos 1930 Wilshire Blvd Suite 801 Los Angeles, CA 90057	none	PC	General operating support	25,000
Institut Curie 26 rue d Ulm Paris 75005 FR	none	NC	Translational research in pediatric oncology	339,390
Institute for Educational Advancement 569 South Marengo Avenue Pasadena, CA 91101	none	PC	General operating support	25,000
Institute For Figuring PO Box 50346 Los Angeles, CA 90050	none	PC	General operating support	50,000
Total . . . . . ▶ **3a**				61,354,178

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Institute for Strategic Dialogue 48 Charles Street London W1J 5EN UK	none	NC	Weidenfeld Scholarships and Leadership Programme	73,296
Instituto Augusto Carneiro AV Ipiranga 607 302 Porto Alegre, Rio Grande do Sul 90160-092 BR	none	NC	Full-time marine conservation activist	40,000
Intermed International Inc c/o Dooley Intermed International 125 to 28 Queens Blvd Ste 538 Kew Gardens, NY 11415	none	PC	For emergency relief efforts in Nepal	35,000
International Center of Photography 1114 Avenue of the Americas at 43rd New York, NY 10036	none	PC	General operating support	10,000
Intl Friends of the Natural History Museum London 5614 Connecticut Avenue NW Suite 20 Washington, DC 20015	none	PC	Natural History Museum in London	3,123
Iraq and Afghanistan Veterans of America Inc 114 West 41st Street 19th Floor New York, NY 10036	none	PC	The Los Angeles Rapid Response Referral Program	100,000
ISSUE Project Room Incorporated 22 Boerum Place Brooklyn, NY 11201	none	PC	General operating support	25,000
Jericho Road Pasadena Inc 301 E Colorado Blvd Suite 802 Pasadena, CA 91101	none	PC	General operating support	15,000
Jewish Family Service of the Desert 490 S Farrell Drive Suite C 208 Palm Springs, CA 92262	none	PC	Kids First Counseling and Healthy Life Program	50,000
Jewish Federation Council of Greater Los Angeles Goldsmith Center 6505 Wilshire Blvd Los Angeles, CA 90048	none	PC	Los Angeles operations	50,000
Jewish Jumpstart 2801 Ocean Park Blvd Suite 348 Santa Monica, CA 904052905	none	PC	Strategic planning, succession planning, and knowledge management	8,000
Jewish Vocational Service 6505 Wilshire Boulevard Suite 700 Los Angeles, CA 90048	none	PC	General operating support	75,000
Jonsson Cancer Center Foundation UCLA 10833 LeConte Avenue 8 950 Factor Building Los Angeles, CA 900951780	none	PC	Simms Mann UCLA Center for Integrated Oncology	50,000
Jonsson Cancer Center Foundation UCLA 10833 LeConte Avenue 8 950 Factor Building Los Angeles, CA 900951780	none	PC	Jonsson Comprehensive Cancer Center	20,000
Jonsson Cancer Center Foundation UCLA 10833 LeConte Avenue 8 950 Factor Building Los Angeles, CA 900951780	none	PC	Jonsson Comprehensive Cancer Center	50,000
Total . . . . . ▶ **3a**				61,354,178

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Jovenes Inc 1208 Pleasant Avenue Los Angeles, CA 90033	none	PC	General operating support	75,000
JustWorld International Inc 11924 W Forest Hill Boulevard Suite Wellington, FL 33414	none	PC	General operating support	10,000
Juvenile Diabetes Research Foundation Intl 26 Broadway New York, NY 10004	none	PC	Orange County Chapter	10,000
K9s for Warriors 260 S Roscoe Blvd Ponte Vedra Beach, FL 32082	none	PC	General operating support	250,000
Kansas University Endowment Association PO Box 928 Lawrence, KS 660440928	none	PC	General operating support	10,000
Karma Rescue Inc 1158 26th St Suite 155 Santa Monica, CA 90403	none	PC	General operating support	10,000
KCRW Foundation Inc 1900 Pico Boulevard Santa Monica, CA 90405	none	PC	KCRW Campaign	1,000,000
KCRW Foundation Inc 1900 Pico Boulevard Santa Monica, CA 90405	none	PC	Sound in Focus Summer Concert Series	698,000
Kids Kicking Cancer Inc 27600 Northwestern Highway Suite 22 Southfield, MI 48034	none	PC	To support United States operations	10,000
Kidsingers 3947 E La Palma Avenue Anaheim, CA 92807	none	PC	General operating support	15,000
King Baudouin Foundation United States Inc 10 Rockefeller Plaza 16th Floor New York, NY 10020	none	PC	General operating support	5,250
KIPP LA Schools 3601 E First St Los Angeles, CA 90022	none	PC	General operating support	100,000
Kitten Rescue 914 Westwood Blvd Suite 583 Los Angeles, CA 90024	none	PC	General operating support	50,000
Koreatown Youth and Community Center Inc 3727 West Sixth Street Suite 300 Los Angeles, CA 900205105	none	PC	General operating support	50,000
L A Family Housing Corporation 7843 Lankershim Boulevard North Hollywood, CA 91605	none	PC	General operating support	100,000
Total . . . . . ▶ **3a**				61,354,178

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LA s Best Office of the Mayor 200 North Spring Street Suite M120 Los Angeles, CA 90012	none	PC	General operating support	10,000
LA Theatre Works 681 Venice Boulevard Venice, CA 90291	none	PC	General operating support	25,000
LA Voice 760 S Westmoreland Ave Suite 336 Los Angeles, CA 90005	none	PC	General operating support	40,000
Lamp Inc c/o Lamp Community 526 San Pedro Street Los Angeles, CA 90013	none	PC	General operating support	75,000
Las Familias Del Pueblo 307 E Seventh Street Los Angeles, CA 90014	none	PC	General operating support	2,500
LA s Promise 202 W 1st Street Suite 160 Los Angeles, CA 90012	none	PC	General operating support	100,000
L Association pour la Recherche sur Alzheimer 7 rue Versonnex 1207 Geneve SZ	none	NC	Geneva Memory and Brain Resilience Center	11,034
Lauras House 999 Corporate Drive Suite 225 Ladera Ranch, CA 92694	none	PC	DV Shelter and Services and Courthouse Advocacy Project	50,000
Learning and Leadership in Families Inc 2500 Virginia Avenue NW 212S Washington, DC 20037	none	PC	General operating support	25,000
Learning Rights Law Center 205 South Broadway Suite 808 Los Angeles, CA 90012	none	PC	Training Individuals for Grassroots Education Reform Program	25,000
Les Figues Press PO Box 7736 Los Angeles, CA 90007	none	PC	General operating support	25,000
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	none	PC	General operating support	100,000
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	none	PC	To support educational programs	25,000
LIFT Inc 1620 I Street NW Washington, DC 20006	none	PC	LIFT-Los Angeles	25,000
Lincoln Heights Tutorial Program 2618 Workman St Rm 13 Los Angeles, CA 90031	none	PC	Summer Session	27,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
Linwood E Howe Boosters PO Box 190 Culver City, CA 90232	none	PC	General operating support	250
Lionsraw Inc 677 Granite Circle Argyle, TX 76226	none	PC	To support United States operations	10,000
Lisa Dwan 43A Heath Street flat 3 London NW3 6UA UK	none	I	Chora Council Grants to Individuals	10,209
Livingston Memorial Visiting Nurse Association 1996 Eastman Avenue Suite 101 Ventura, CA 93003	none	PC	General operating support	50,000
Long Beach Opera 507 Pacific Ave Long Beach, CA 90802	none	PC	To support the opera Fallujah	297,100
Los Angeles Area Chamber of Commerce Foundation 350 S Bixel Street Los Angeles, CA 90017	none	PC	General operating support	10,000
Los Angeles Ballet Inc 11755 Exposition Boulevard Los Angeles, CA 90064	none	PC	General operating support	50,000
Los Angeles Community Garden Council 4470 W Sunset Blvd Suite 381 Los Angeles, CA 90027	none	PC	Board development board retreat technology	10,000
Los Angeles Conservation Corps PO Box 15868 Los Angeles, CA 90015	none	PC	Financial consultations board development and strategic planning	10,000
Los Angeles Conservation Corps PO Box 15868 Los Angeles, CA 90015	none	PC	General operating support	50,000
Los Angeles Contemporary Exhibitions Inc 6522 Hollywood Blvd Los Angeles, CA 90028	none	PC	Discretionary fund for the Executive Director	10,000
Los Angeles County Museum of Natural History Fdn 900 Exposition Boulevard Los Angeles, CA 90007	none	PC	General operating support	10,000
Los Angeles County Museum of Natural History Fdn 900 Exposition Boulevard Los Angeles, CA 90007	none	PC	To support education and public programs	10,000
Los Angeles County Museum of Natural History Fdn 900 Exposition Boulevard Los Angeles, CA 90007	none	PC	General operating support	100,000
Los Angeles Fire Department Foundation 1875 Century Park East Suite 200 Los Angeles, CA 90067	none	PC	General operating support	10,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
Los Angeles Fire Department Foundation 1875 Century Park East Suite 200 Los Angeles, CA 90067	none	PC	General operating support	25,000
Los Angeles Jewish Home for the Aging 7150 Tampa Avenue Reseda, CA 91335	none	PC	General operating support	1,000,000
Los Angeles Jewish Home for the Aging 7150 Tampa Avenue Reseda, CA 91335	none	PC	General operating support	15,000
Los Angeles LGBT Center McDonald/Wright Building 1625 North Schrader Boulevard Los Angeles, CA 900286213	none	PC	To support Womens Services	25,000
Los Angeles Neighborhood Land Trust 315 West Ninth Street Suite 950 Los Angeles, CA 90015	none	PC	General operating support	100,000
Los Angeles Opera Company 135 North Grand Avenue Los Angeles, CA 90012	none	PC	General operating support	250,000
Los Angeles Opera Company 135 North Grand Avenue Los Angeles, CA 90012	none	PC	General operating support	250,000
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 900123034	none	PC	General operating support	50,000
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 900123034	none	PC	Centennial Campaign Fund	2,500,000
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 900123034	none	PC	Music education and community outreach programs	50,000
Los Angeles Police Foundation 515 South Flower Street Suite 1680 Los Angeles, CA 90071	none	PC	General operating support	10,000
Los Angeles Police Foundation 515 South Flower Street Suite 1680 Los Angeles, CA 90071	none	PC	General operating support	10,000
Los Angeles Police Memorial 1880 North Academy Drive Los Angeles, CA 90012	none	PC	General operating support	10,000
Los Angeles Residential Community Foundation 29890 North Bouquet Canyon Road Santa Clarita, CA 91390	none	PC	General operating support and potable water	250,000
Los Angeles S P C A c/o spcaLA 5026 W Jefferson Boulevard Los Angeles, CA 90016	none	PC	Food Program	50,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
Los Angeles Trade Technical College Foundation 400 West Washington Blvd Suite ST 5 Los Angeles, CA 90015	none	PC	To support scholarship programs	10,000
Los Angeles Trade Technical College Foundation 400 West Washington Blvd Suite ST 5 Los Angeles, CA 90015	none	PC	To support scholarship programs	10,000
Los Angeles Urban League 3450 Mount Vernon Drive Los Angeles, CA 900084936	none	PC	General operating support	90,000
Loyola Marymount University 1 LMU Drive Los Angeles, CA 90045	none	PC	African American Alumni Association Scholarship Fund	10,000
M F Place Inc c/o My Friends Place PO Box 3867 Hollywood, CA 90078	none	PC	General operating support	60,000
Make It Right Foundation 912 Magazine Street New Orleans, LA 70130	none	PC	General operating support	50,000
Malibu Foundation for Environmental Education 1471 S Bedford St Apt 3 Los Angeles, CA 90035	none	PC	General operating support	40,000
Manhattan Beach Education Foundation PO Box 1110 Manhattan Beach, CA 90267	none	PC	General operating support	1,000
Manhattan Theatre Club Inc 311 West 43rd Street 8th Floor New York, NY 10036	none	PC	To support the Core Education Program	10,000
Mar Vista Family Center 5075 S Slauson Avenue Culver City, CA 90230	none	PC	General operating support	40,000
Marine Animal Rescue Rehab & Release Into the Natr 1536 West 25th Street Suite 427 San Pedro, CA 90732	none	PC	Sea lion crisis on the California coast	20,000
Marine Animal Rescue Rehab & Release Into the Natr 1536 West 25th Street Suite 427 San Pedro, CA 90732	none	PC	Sea lion crisis on the California coast	20,000
Marine Mammal Center 2000 Bunker Road Fort Cronkhite Sausalito, CA 94965	none	PC	Sea lion crisis on the California coast	20,000
Martin Luther King Jr Community Health Foundation 555 S Flower Street Ste 2710 Los Angeles, CA 90071	none	PC	General operating support	10,000
Marys Meals USA Inc 590 Bloomfield Avenue Unit 280 Bloomfield Hills, NJ 07003	none	PC	General operating support	10,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
Mason Schools Foundation 211 North East Street Mason, OH 45040	none	PC	Saturday in the City program	5,000
Mayors Fund for Los Angeles 200 N Spring Street Ste 305b Los Angeles, CA 90012	none	PC	Mayors Fund for Los Angeles	333,000
MEND Meet Each Need With Dignity 10641 N San Fernando Road Pacoima, CA 91331	none	PC	General operating support	100,000
Michael and Maurita Patcha Foundation Inc 2901 Cabin Creek Drive Burtonsville, MD 20866	none	PC	General operating support	10,000
Michigan Legal Services 2727 Second Ave Suite 333 Detroit, MI 48201	none	PC	Property Tax Foreclosure Project	50,000
Mobile Film Classroom 239 1/2 South Hoover Street Los Angeles, CA 90004	none	PC	Strategic planning communications strategy and organizational evaluations	10,000
Monte Vista Twelfth Man Inc PO Box 472 Alamo, CA 94507	none	PC	General operating support	10,000
Mountain and Sea Educational Adventures PO Box 950 San Pedro, CA 90733	none	PC	General operating support	10,000
Mujeres De La Tierra LA River Center 570 West Avenue 26 Suite 300 Los Angeles, CA 90065	none	PC	La Paletera de Los Angeles	25,000
Museum Associates c/o Los Angeles County Museum of Ar 5905 Wilshire Boulevard Los Angeles, CA 90036	none	PC	General operating support	100,000
Museum Associates c/o Los Angeles County Museum of Ar 5905 Wilshire Boulevard Los Angeles, CA 90036	none	PC	For programming and acquisitions initiatives	50,000
Museum Associates c/o Los Angeles County Museum of Ar 5905 Wilshire Boulevard Los Angeles, CA 90036	none	PC	Momentum Fund	333,334
Museum Associates c/o Los Angeles County Museum of Ar 5905 Wilshire Boulevard Los Angeles, CA 90036	none	PC	General operating support	50,000
Museum of Contemporary Art 250 South Grand Avenue Los Angeles, CA 90012	none	PC	Discretionary fund for the Director	500,000
Museum of Contemporary Art 250 South Grand Avenue Los Angeles, CA 90012	none	PC	General operating support	100,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
Museum of Jurassic Technology 9341 Venice Boulevard Culver City, CA 902322621	none	PC	Collaboration with Goran Djordjevic and general operating support	150,000
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	none	PC	General operating support	75,000
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	none	PC	New Photography exhibition series	30,000
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	none	PC	Wallis Annenberg Fund for Innovation in contemporary ARt	1,000,000
Museum of Science 1 Science Park Boston, MA 02114	none	PC	General operating support	1,000
National Audubon Society Inc Main Office 225 Varick Street 7th Floor New York, NY 10014	none	PC	Seabird Restoration Program activities in Maine	100,000
National Audubon Society Inc Main Office 225 Varick Street 7th Floor New York, NY 10014	none	PC	Native Plant Nursery Audubon Center at Debs Park	31,000
National Disaster Search Dog Foundation Inc 501 E Ojai Ave Ojai, CA 93023	none	PC	General operating support	100,000
National Football Fdn and College Hall of Fame Inc 433 E Las Colinas Blvd Suite 1130 Irving, TX 75039	none	PC	General operating support	15,000
National Health Foundation 515 South Figueroa Street Suite 130 Los Angeles, CA 900713322	none	PC	General operating support	50,000
National Museum of Women in the Arts Inc 1250 New York Avenue NW Washington, DC 200053970	none	PC	Francoise Petrovitchs participation in Organic Matters Womaen to Watch 2015	12,023
National Park Foundation 1110 Vermont Ave NW Suite 200 Washington, DC 20005	none	PC	Every Kid in a Park initiative in Southern CA	100,000
National Urban Fellows Inc 1120 Avenue of the Americas 4th Flo New York, NY 10036	none	PC	General operating support	200
Nature Connection Mentoring Foundation 849 Almar Ave Suite C Santa Cruz, CA 95060	none	PC	Mac Stewart Memorial Fund	10,000
Navy Seal Foundation Inc 1619 D Street Bldg 5326 Virginia Beach, VA 23459	none	PC	General operating support	50,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
New Center for Arts and Culture Inc 1320 Centre Street Suite 201 Newton Center, MA 02459	none	PC	Honey and Thorns A Tribute to Israeli Song	10,000
New Directions for People with Disabilities Inc 5276 Hollister Avenue Suite 207 Santa Barbara, CA 93111	none	PC	Devereux Santa Barbara tours	50,000
New Earth Organization 3131 Olympic Blvd Suite 301 Santa Monica, CA 90404	none	PC	General operating support	25,000
New Hope Village Inc 203 W Fredricks Apt 3 Barstow, CA 92311	none	PC	General operating support	15,000
New Horizons 15725 Parthenia Street North Hills, CA 913434999	none	PC	General operating support	100,000
New Venture Fund 1201 Connecticut Ave NW Washington, DC 20036	none	PC	General operating support	250,000
Newton Harrison c/o The Harrison Studio 335 Linden St Santa Cruz, CA 95062	none	I	Chora Council Grants to Individuals	55,000
Northridge Hospital Foundation 18300 Roscoe Blvd Northridge, CA 91328	none	SO I	Chronic Disease Transitional Care Program	75,000
Nowzad Dogs Nfp 100 Walnut Unit 415 Peoria, IL 61602	none	PC	General operating support	50,000
Nowzad Dogs Nfp 100 Walnut Unit 415 Peoria, IL 61602	none	PC	General operating support	10,000
Oak Grove Institute Foundation Inc 24275 Jefferson Ave Murrieta, CA 92562	none	PC	General operating support	75,000
Ocean Alliance Inc 32 Horton Street Gloucester, MA 01930	none	PC	General operating support	200,000
One Heart World Wide 1818 Pacheco St San Francisco, CA 94116	none	PC	Network of Safety program in Nepal	20,000
Oral Health America 180 North Michigan Ave Suite 1150 Chicago, IL 60601	none	PC	Smiles Across America CA Learning Lab in SoCal	50,000
Orange County Coastkeeper 3151 Airway Avenue Ste F 110 Costa Mesa, CA 92626	none	PC	W H A L E S	30,000
Total . . . . . ▶ **3a**				61,354,178

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Orange County Human Relations Council 1300 S Grand Bldg B Santa Ana, CA 92705	none	PC	Strategic planning board development retreat	10,000
Otis College of Art and Design 9045 Lincoln Boulevard Los Angeles, CA 90045	none	PC	Metabolic Studio Fellow	10,000
Our House Inc 1663 Sawtelle Blvd Suite 300 Los Angeles, CA 90025	none	PC	School Based Grief Support Program	85,000
Owl Research Institute Inc PO Box 39 Charlo, MT 59824	none	PC	General operating support	25,000
Pacific Clinics 800 S Santa Anita Avenue Arcadia, CA 91006	none	PC	General operating support	80,000
Pacific Historic Parks 94 1187 Ka Uka Blvd Waipahu, HI 96797	none	PC	USS Arizona Memorial	100,000
Palm Springs Art Museum 101 Museum Drive Palm Springs, CA 92262	none	PC	General operating support	50,000
Parent Institute for Quality Education Inc Corporate Office 22 West 35th Street Suite 201 National City, CA 91950	none	PC	Parent Engagement in Education Program	75,000
Partnership for Los Angeles Schools 1541 Wilshire Blvd Suite 200 Los Angeles, CA 90017	none	PC	General operating support	500,000
Patriot Paws Service Dogs 254 Ranch Trail Rockwall, TX 75032	none	PC	General operating support	172,000
Peace 4 Kids PO Box 5347 Compton, CA 90224	none	PC	General operating support	50,000
Peace by Tourism Inc c/o Coblence Associates 200 Park Avenue South Suite 511 New York, NY 10003	none	PC	Scholarship support to two students attending the Institue Paul Bocuse	60,065
Pediatric Therapy Network 1815 West 213th St Suite 100 Torrance, CA 90501	none	PC	General operating support	60,000
PEF Israel Endowment Funds Inc 630 Third Ave Ste 1501 New York, NY 10017	none	PC	General operating support	35,200
People for the American Way Foundation 1101 15th St NW Suite 600 Washington, DC 20005	none	PC	Front Line Leaders Academy Los Angeles	50,000
Total . . . . . ▶ **3a**				61,354,178

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Pepperdine University 24255 Pacific Coast Highway Malibu, CA 90263	none	PC	For the Fred Sands Institute of Real Estate	25,000
Performing Arts Center of Los Angeles County 135 North Grand Avenue Los Angeles, CA 90012	none	PC	Glorya Kaufman Presents Dance at the Music Center	100,000
Performing Arts Center of Los Angeles County 135 North Grand Avenue Los Angeles, CA 90012	none	PC	General operating support	30,000
Performing Arts Center of Los Angeles County 135 North Grand Avenue Los Angeles, CA 90012	none	PC	Discretionary Fund for the Music Center Chairman of the Board	250,000
Philadelphia Foundation 1234 Market Street Suite 1800 Philadelphia, PA 191073794	none	PC	PA High School Instructional Coaching Institute	1,640,582
Philadelphia Orchestra Association 260 South Broad Street 16th Floor Philadelphia, PA 191024297	none	PC	Annenberg Fund for Artistic Endeavors Touring Education and Technology	2,590,602
Phoenix Houses of Los Angeles Inc 11600 Eldridge Avenue Lake View Terrace, CA 91342	none	PC	Phoenix House Academy in Los Angeles	100,000
Plan International USA Inc 155 Plan Way Warwick, RI 02886	none	PC	General operating support	288
Planned Parenthood Federation of 434 West 33rd St NY, NY 10001	none	PC	General operating support	500
Planned Parenthood Los Angeles Administrative Headquarters 400 W 30th Street Los Angeles, CA 90007	none	PC	General operating support	10,000
Polar Bears International PO Box 3008 Bozeman, MT 59772	none	PC	To support multimedia initiatives	200,000
Polynesian Voyaging Society 10 Sand Island Parkway Honolulu, HI 96819	none	PC	General operating support	250,000
Port of Los Angeles High School 250 West Fifth Street San Pedro, CA 90731	none	PC	General operating support	75,000
Prevention Institute 221 Oak Street Oakland, CA 94607	none	PC	Healthy Equitable Active Land Use Network	50,000
Principles Inc c/o Impact Drug and Alcohol Treatme 1680 N Fair Oaks Ave Pasadena, CA 91109	none	PC	General operating support	10,000
Total . . . . . ▶ **3a**				61,354,178

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Printed Matter Inc 195 Tenth Avenue New York, NY 10011	none	PC	General operating support	25,000
Project Independence 3505 Cadillac Suite O 103 Costa Mesa, CA 92626	none	PC	Joint retreat and staff and board development	10,000
Project Tomorrow 15707 Rockfield Boulevard Suite 250 Irvine, CA 92618	none	PC	Environmental Science component YouthTEACH2Learn Program	10,000
Public Radio International Inc 401 2nd Avenue North Suite 500 Minneapolis, MN 55401	none	PC	The Worlds Global Reporting Initiative	100,000
Rancho Los Amigos Foundation Inc 7601 E Imperial Highway Building SS Downey, CA 90242	none	PC	General operating support	10,000
Reef Check Foundation 13723 Fiji Way Suite B2 Marina Del Rey, CA 90292	none	PC	General operating support	60,000
Regents of the University of California 1111 Franklin Street 12th Floor Oakland, CA 946075200	none	PC	Eemian Garden Center for Study of Force Majeure UC Santa Cruz	25,000
Renovation in Music Education c/o MusiCorps 1324 R Street NW Apt 3 Washington, DC 20009	none	PC	General operating support	10,000
Representation Project PO Box 1750 Ross, CA 94957	none	PC	General operating support	100,000
Restore the Delta 10100 Trinity Pkwy Ste 120 Stockton, CA 95212	none	PC	Development production and editing of six videos	40,000
Reunion Center PO Box 1327 Jasper, FL 32052	none	PC	Florida Kitchen and Garden Educational Program	250,000
Rhode Island School of Design Two College Street Providence, RI 029032784	none	PC	General operating support	25,000
Robertas House Inc 1900 N Broadway Suite 101 Baltimore, MD 21213	none	PC	General operating support	10,000
Ryman Carroll Foundation c/o Ryman Arts 1933 S Broadway 11th Floor Suite 11 Los Angeles, CA 900074522	none	PC	General operating support	60,000
Saddle Up 1549 Old Hillsboro Rd Franklin, TN 370699136	none	PC	General operating support	25,000
Total . . . . . ▶ **3a**				61,354,178

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Saint Francis Service Dogs 8232 Enon Drive Roanoke, VA 24019	none	PC	General operating support	50,000
San Gabriel Valley Consortium on Homelessness 1760 W Cameron Avenue Suite 103 West Covina, CA 91790	none	PC	General operating support	20,000
Santa Barbara Neighborhood Clinics Administrative Office 915 North Milpas 2nd Floor Santa Barbara, CA 93103	none	PC	General operating support	20,000
Santa Catalina Island Conservancy Long Beach Office 330 Golden Shore Ste 170 Long Beach, CA 90802	none	PC	General operating support	100,000
Santa Monica Bay Foundation 1 LMU Drive Pereira Annex MS 8160 Los Angeles, CA 90045	none	PC	Santa Monica Dunes Beach Pilot Project	25,000
School of American Ballet Inc 70 Lincoln Center Plaza New York, NY 100236592	none	PC	Advisory Council Scholarship Fund	5,000
School of American Ballet Inc 70 Lincoln Center Plaza New York, NY 100236592	none	PC	General operating support	10,000
School on Wheels Inc PO Box 23371 Ventura, CA 93002	none	PC	General operating support	75,000
Sean Starowitz 4024 Holly Street Kansas City, MO 64111	none	I	Chora Council Grants to Individuals	10,000
Secret City Inc 483 Upper Byrdcliffe Road Woodstock, NY 12498	none	PC	General operating support	10,000
Service Dog Project Inc 37 Boxford Road Ipswich, MA 01938	none	PC	General operating support	150,000
Seva Foundation 1786 Fifth Street Berkeley, CA 94710	none	PC	Delivery of eye care in Nepal	50,000
Sheriffs Youth Foundation of LA County 211 West Temple Street 8th Floor Los Angeles, CA 90012	none	PC	New Life Parenting Project	100,000
Sheriffs Youth Foundation of LA County 211 West Temple Street 8th Floor Los Angeles, CA 90012	none	PC	General operating support	15,000
Shoes That Fit 1420 North Claremont Boulevard Suit Claremont, CA 91711	none	PC	Expansion of the emergency warehouse	50,000
Total . . . . . ▶ **3a**				61,354,178

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Shreveport Opera 212 Texas Street Suite 101 Shreveport, LA 71101	none	PC	General operating support	10,000
Simon Wiesenthal Center 1399 South Roxbury Drive Los Angeles, CA 900354709	none	PC	Era of Appeasement exhibit at Museum of Tolerance	50,000
Skid Row Housing Trust 1317 E Seventh Street Los Angeles, CA 90021	none	PC	General operating support	10,000
Skirball Cultural Center 2701 North Sepulveda Boulevard Los Angeles, CA 900496833	none	PC	General operating support	10,000
Small Business Majority Foundation Inc 4000 Bridgeway Suite 305 Sausalito, CA 94965	none	PC	Access to Capital program in Greater LA	100,000
Social & Environmental Entrepreneurs SEE Inc 23532 Calabasas Road Ste A Calabasas, CA 91302	none	PC	General operating support	10,000
Social and Public Art Resource Center 685 Venice Boulevard Venice, CA 90291	none	PC	Great Wall of Los Angeles Mural Project	100,000
Social and Public Art Resource Center 685 Venice Boulevard Venice, CA 90291	none	PC	Great Wall of Los Angeles Mural Project	100,000
Sound Art 2118 Wilshire Blvd Suite 1170 Los Angeles, CA 90403	none	PC	General operating support	10,000
South Asian Helpline and Referral Agency 17100 Pioneer Blvd Suite 260 Artesia, CA 90701	none	PC	General operating support	50,000
Southeast Area Animal Control Authority 9777 Seaaca Street Downey, CA 90241	none	GOV	General operating support	10,000
Southern California Center for Nonprofit Mgt c/o Center for Nonprofit Management 1000 North Alameda Street Suite 250 Los Angeles, CA 90012	none	PC	General operating support	75,000
Southern California Foster Family Agency c/o ExtraordinaryFamilies 155 North Occidental Blvd Los Angeles, CA 90026	none	PC	Foster homes for children 0 to 6 and policy reform	50,000
Southern California Golden Retriever Rescue PO Box 25698 Los Angeles, CA 90025	none	PC	General operating support	5,000
Southern California Grantmakers 1000 North Alameda St Suite 230 Los Angeles, CA 90012	none	PC	General operating support	15,600
Total . . . . . ▶ **3a**				61,354,178

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Southern California Grantmakers 1000 North Alameda St Suite 230 Los Angeles, CA 90012	none	PC	For the Annual Conference	25,000
Southern California Grantmakers 1000 North Alameda St Suite 230 Los Angeles, CA 90012	none	PC	General operating support	75,000
Southern California Public Radio 474 S Raymond Ave Pasadena, CA 91105	none	PC	General operating support	30,000
Spring of Evolution Inc dba Wolf Connection PO Box 504 Acton, CA 93510	none	PC	For staff development	10,000
St Annes Maternity Home 155 North Occidental Boulevard Los Angeles, CA 900264641	none	PC	General operating support	100,000
St Barnabas Senior Center of Los Angeles c/o St Barnabas Senior Services 675 South Carondelet Street Los Angeles, CA 900573309	none	PC	General operating support	75,000
St Francis Center 1835 South Hope Street Los Angeles, CA 90015	none	PC	General operating support	80,000
St Jude Children' Research Hospital Inc 501 St Jude Place Memphis, TN 381051942	none	PC	General operating support	50
Starting Over Inc 114 E 6th Street Corona, CA 92879	none	PC	Fund dev strategic planning org evaluations	10,000
State Humane Association of California PO Box 2098 El Cerrito, CA 94530	none	PC	SHAC Member CEO Forum	15,000
Step Up on Second Street Inc 1328 Second Street Santa Monica, CA 904011122	none	PC	General operating support	100,000
Street Poets Inc 2116 Arlington Avenue Suite 310 Los Angeles, CA 900181300	none	PC	General operating support	250,000
Strive Foundation 9124 South Main Street Los Angeles, CA 90003	none	PC	General operating support	50,000
Sucede Inc 360 Glenridge Road Key Biscayne, FL 33149	none	PC	General operating support	26,000
Sucede Inc 360 Glenridge Road Key Biscayne, FL 33149	none	PC	General operating support	52,500
Total . . . . . ▶ **3a**				61,354,178

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Sundance Institute 5900 Wilshire Blvd Suite 800 Beverly Hills, CA 90036	none	PC	General operating support	375,000
Sustainable Conservation 98 Battery Street Suite 302 San Francisco, CA 94111	none	PC	PlantRight Campaign	100,000
Sustainable Preservation Initiative 40 West 22nd Street 11th Floor New York, NY 10010	none	PC	Projects in Peru and partnership with Peruvian Ministry of Culture	150,000
Team Rubicon 300 N Continental Boulevard Suite 1 El Segundo, CA 90245	none	PC	General operating support	75,000
The CA Conference for Equality and Justice Inc 3711 Long Beach Blvd Suite 1017 Long Beach, CA 90807	none	PC	General operating support	60,000
The CA for the Economy and Jobs in Los Angeles 555 South Flower Street 9th Floor Los Angeles, CA 90071	none	PC	General operating support	5,000
The California Wildlife Center PO Box 2022 Malibu, CA 90265	none	PC	Sea lion crisis on the California coast	20,000
The California Wildlife Center PO Box 2022 Malibu, CA 90265	none	PC	Sea lion crisis on the California coast	20,000
The Center at Blessed Sacrament 6636 Selma Avenue Los Angeles, CA 90028	none	PC	General operating support	25,000
The Chance Theater PO Box 3309 Orange, CA 92857	none	PC	Strategic planning and financial consultations	10,000
The Colburn School 200 South Grand Avenue Los Angeles, CA 90012	none	PC	General operating support	50,000
The Colburn School 200 South Grand Avenue Los Angeles, CA 90012	none	PC	Connected Campus Project	50,000
The Farrah Fawcett Foundation 501 South Beverly Drive 3rd Floor Beverly Hills, CA 90212	none	POF	Charitable mission and programs	100,000
The Gabriella Foundation 639 S Commonwealth Avenue Suite B Los Angeles, CA 90005	none	PC	General operating support	65,000
The Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 100280198	none	PC	General operating support	10,000
Total . . . . . ▶ **3a**				61,354,178

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a *Paid during the year*				
The Odyssey Conservation Trust Haddon Hall Bakewell, Derbyshire DE45 1LA UK	none	NC	Tacana Women project	25,000
The Rape Foundation 1223 Wilshire Boulevard No 410 Santa Monica, CA 90403	none	PC	Stuart House	100,000
The Rape Foundation 1223 Wilshire Boulevard No 410 Santa Monica, CA 90403	none	PC	General operating support	10,000
The Relational Center 2717 S Robertson Blvd Los Angeles, CA 90034	none	PC	General operating support	50,000
The Shakespeare Center of Los Angeles Inc 1238 West First Street Los Angeles, CA 90026	none	PC	General operating support	50,000
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	none	PC	Leadership Fellowship program UCLA Luskin School of Public Affairs	31,950
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	none	PC	UCLA Dept of Neurosurgery David Geffen School of Medicine	10,000
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	none	PC	Fund for Co Chief of Div of Digestive Diseases	100,000
The Wallis Annenberg Legacy Foundation 2000 Avenue of the Stars Suite 1000 Los Angeles, CA 90067	none	POF	Charitable mission and programs	500,000
The Wallis Annenberg Legacy Foundation 2000 Avenue of the Stars Suite 1000 Los Angeles, CA 90067	none	POF	Charitable mission and programs	4,000,000
Theatre at Boston Court PO Box 60187 Pasadena, CA 91116	none	PC	General operating support	20,000
Therapeutic Living Centers for the Blind Inc 7915 Lindley Avenue Reseda, CA 91335	none	PC	Children's Program	50,000
Thurgood Marshall College Fund Inc 901 F Street NW Suite 300 Washington, DC 20004	none	PC	LA Thurgood Marshall College Fund Scholars	100,000
Tides Foundation 1014 Torney Ave San Francisco, CA 941291755	none	PC	General operating support	52,540
Topanga Film Institute 120 N Topanga Canyon Blvd Suite 215 Topanga, CA 90290	none	PC	General operating support	5,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
Town and Gown of the USC 620 W McCarthy Way Suite 10 Los Angeles, CA 90089	none	PC	General operating support	25,000
Trash for Teaching 12815 S Western Ave Gardena, CA 90249	none	PC	Strategic planning a joint retreat and board development	10,000
TreePeople Inc 12601 Mulholland Drive Beverly Hills, CA 90210	none	PC	General operating support	100,000
Trevor Project Inc 8704 Santa Monica Blvd Suite 200 West Hollywood, CA 90069	none	PC	General operating support	50,000
Trustees of the University of Pennsylvania 100 College Hall Philadelphia, PA 191046380	none	PC	University of Pennsylvania Museum of Archaeology and Anthropology	25,000
TRUST South La 4331 South Main Street Los Angeles, CA 90037	none	PC	General operating support	30,000
Union Rescue Mission 545 S San Pedro St Los Angeles, CA 90013	none	PC	Single Mothers and Childrens program	100,000
United Community Housing Coalition 220 Bagley St Suite 224 Detroit, MI 48226	none	PC	Property Tax Foreclosure Project	50,000
United States Fund for UNICEF 125 Maiden Lane New York, NY 10038	none	PC	General operating support	50,000
United States Veterans Initiative 800 West Sixth Street Suite 1505 Los Angeles, CA 90017	none	PC	General operating support	5,000
United Way Inc c/o United Way of Greater Los Angel 1150 S Olive Street Suite T500 Los Angeles, CA 90015	none	PC	Home For Good Funders Collaborative	100,000
United Way Inc c/o United Way of Greater Los Angel 1150 S Olive Street Suite T500 Los Angeles, CA 90015	none	PC	General operating support	2,500
University of Maryland Foundation Inc c/o University System of Maryland F 3300 Metzerott Road Adelphi, MD 20783	none	PC	DeVos Institute of Arts Management	308,572
University of Southern California Bovard Administration Building Room Los Angeles, CA 900894019	none	PC	LA Foundation Leadership Group of the USC Center on Philanthropy and Public Policy at USC	10,000
University of Southern California Bovard Administration Building Room Los Angeles, CA 900894019	none	PC	Discretionary fund for the Dean Annenberg School for Communication Journalism	100,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
University of Southern California Bovard Administration Building Room Los Angeles, CA 900894019	none	PC	Physically Challenged Athletes Scholarship Fund	12,500
University of Southern California Bovard Administration Building Room Los Angeles, CA 900894019	none	PC	USC Davis School of Gerontology	25,000
University of Southern California Bovard Administration Building Room Los Angeles, CA 900894019	none	PC	Annenberg Leadership Initiative	1,000,000
Unusual Suspects Theatre Co 3719 Verdugo Road Los Angeles, CA 90065	none	PC	General operating support	50,000
Valley Beth Shalom 15739 Ventura Blvd Encino, CA 91436	none	NC	General operating support	30,000
Valley Family Center 302 S Brand Blvd San Fernando, CA 91340	none	PC	General operating support	40,000
Vanderbilt University 2301 Vanderbilt Place Nashville, TN 37240	none	PC	Monroe Carrell Jr Childrens Hospital	25,000
Venice Community Housing Corporation 720 Rose Avenue Venice, CA 902912710	none	PC	Westminster TLC and Discretionary Fund	30,000
Versailles Foundation Inc 420 Lexington Ave Suite 1706 New York, NY 10170	none	PC	General operating support	1,000
Villa Esperanza Services 2060 East Villa Street Pasadena, CA 91107	none	PC	General operating support	100,000
Village School Inc 780 Swarthmore Avenue Pacific Palisades, CA 90272	none	PC	To support the Annual Fund	25,000
Visionworkshops Inc 801 Chase Street Annapolis, MD 21401	none	PC	Photography camp for refugee youth	83,480
Visual Studies Workshop Inc 31 Prince Street Rochester, NY 14607	none	PC	General operating support	10,000
Wallis Annenberg Center for the Performing Arts 9390 North Santa Monica Blvd Beverly Hills, CA 90210	none	PC	To repay some or all of the principal of the Term A-2 loans between WACPA and City National Bank to provide support for the capital campaign and to support the Theater School Programs	1,250,000
Wallis Annenberg Center for the Performing Arts 9390 North Santa Monica Blvd Beverly Hills, CA 90210	none	PC	Zina Bethune Dance Fund	25,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
Wallis Annenberg Center for the Performing Arts 9390 North Santa Monica Blvd Beverly Hills, CA 90210	none	PC	General operating support	75,000
Wallis Annenberg Center for the Performing Arts 9390 North Santa Monica Blvd Beverly Hills, CA 90210	none	PC	General operating support	5,000
Wallis Annenberg Center for the Performing Arts 9390 North Santa Monica Blvd Beverly Hills, CA 90210	none	PC	Artist fees advertising and marketing executive salary support and to cover operating expenses	1,000,000
Wallis Annenberg Center for the Performing Arts 9390 North Santa Monica Blvd Beverly Hills, CA 90210	none	PC	Accounts payable programming reserve fund	2,750,000
Wallis Annenberg Center for the Performing Arts 9390 North Santa Monica Blvd Beverly Hills, CA 90210	none	PC	General operating support	6,000
Wallis Annenberg Center for the Performing Arts 9390 North Santa Monica Blvd Beverly Hills, CA 90210	none	PC	General operating support	50,000
Warriors on Wheels Inc 32 Marwood St Albany, NY 12209	none	PC	General operating support	10,000
WaterAid America Inc 315 Madison Avenue Suite 2301 New York, NY 10017	none	PC	WASH services in Nepal	100,000
Watts of Love 900 Warren Ave Suite 3 Downers Grove, IL 60515	none	PC	General operating support	25,000
Wildlife Guardians c/o Lion Guardians US PO Box 9641 Washington, DC 20016	none	PC	Lions Guardians	10,000
Will Geer Theatricum Botanicum 1419 N Topanga Canyon Blvd Topanga, CA 90290	none	PC	General operating support	50,000
Wilshire Boulevard Temple 3663 Wilshire Blvd Los Angeles, CA 90010	none	NC	Karsh Family Social Service Center	250,000
Windward School 11350 Palms Boulevard Los Angeles, CA 90066	none	PC	To support the Financial Aid Program	80,000
Women Helping Women 1800 E McFadden Ave Suite 1A Santa Ana, CA 92705	none	PC	Employment Success Program	25,000
Women in Photography International 569 N Rossmore Ave Suite 606 Los Angeles, CA 90004	none	PC	General operating support	5,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
Womens Guild Cedars Sinai Medical Center 8700 Beverly Blvd Suite 2416 Los Angeles, CA 90048	none	PC	General operating support	25,000
Woodrow Wilson International Center for Scholars One Woodrow Wilson Plaza 1300 Pennsylvania Avenue NW Washington, DC 200043027	none	PC	General operating support	25,000
World Monuments Fund Inc 350 Fifth Avenue Suite 2412 New York, NY 10118	none	PC	Niculoso Pisano Portal at the Santa Paula Church and Convent in Serville Spain	113,552
World Monuments Fund Inc 350 Fifth Avenue Suite 2412 New York, NY 10118	none	PC	Restoration work at Mosteiro dos Jeronimos in Lisbon Portugal	100,000
World Monuments Fund Inc 350 Fifth Avenue Suite 2412 New York, NY 10118	none	PC	General operating support	10,000
Writers Guild Foundation 7000 West Third St Los Angeles, CA 900484329	none	PC	Veterans Writing Project	25,000
Xeroderma Pigmentosum Society Inc 437 Snydertown Road Craryville, NY 12521	none	PC	Repairs and upgrades at Camp Sundown	5,000
Young & Healthy PO Box 93397 Pasadena, CA 91109	none	PC	General operating support	50,000
Young Musicians Foundation 244 South San Pedro Street 5th Floo Los Angeles, CA 90012	none	PC	Teaching Artist Program and Debut Orchestra	25,000
Young Musicians Foundation 244 South San Pedro Street 5th Floo Los Angeles, CA 90012	none	PC	General operating support	5,000
Young Musicians Foundation 244 South San Pedro Street 5th Floo Los Angeles, CA 90012	none	PC	David Weiss Memorial Scholarship Fund	10,000
Youth Policy Institute Inc 634 S Spring Street 10th Floor Los Angeles, CA 90014	none	PC	General operating support	50,000
Youth Policy Institute Inc 634 S Spring Street 10th Floor Los Angeles, CA 90014	none	PC	General operating support	15,000
Youth Radio Headquarters 1701 Broadway Berkeley, CA 94612	none	PC	Youth News Network in Los Angeles California	100,000
Youth Speak Collective 444 South Brand Blvd Suite 201 San Fernando, CA 91340	none	PC	General operating support	75,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XV Line 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*				
YWCA of Santa Monica Westside 2019 Fourteenth St Santa Monica, CA 90405	none	PC	General operating support	25,000
Z Space Studio 499 Alabama Street Box 450 San Francisco, CA 94110	none	PC	Word for Word program activities in France	30,000
Zimmer Childrens Museum 6505 Wilshire Blvd Suite 100 Los Angeles, CA 90048	none	PC	General operating support	50,000
Zocalo Public Square 725 Arizona Avenue Suite 204 Santa Monica, CA 90401	none	PC	Water as a 21st Century Human Right	50,000
Zooligical Society of San Diego C/o San Diego Zoo Global PO Box 120551 San Diego, CA 921120551	none	PC	Childrens programming on the Northern White Rhino	200,000
Total . . . . . ▶ **3a**				61,354,178

Form 990PF Part XVI-A Line 11 - Other revenue:

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions)
11 Other revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a ROYALTIES					84,106
b LICENSES					20,250
c EVENT INCOME					85,805
d TRAVELING PHOTOG EXHIBITS					41,138
e MISCELLANEOUS				18,645	
f DEFERRED FED EXCISE TAX BENEFIT				1,034,434	

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TY 2015 Accounting Fees Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT THORNTON LLP	144,771	2,664		103,174

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

TY 2015 Depreciation Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

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

TY 2015 Expenditure Responsibility Statement

Name: The Annenberg Foundation

EIN: 23-6257083

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Aboitiz Foundation Inc	NAC Tower 32nd Street Manila RP	2014-10-02	20,000	To support the Disaster Relief Fund		NO	02/28/2015	2015-02-04	The Foundation was notified that the grant funds were not expend, since there has not been a disaster
Aegis Trust	38 Water Lane Newark, Nottinghamshire NG24 1HA UK	2014-02-19	500,000	To support the operations of the Kigali Genocide Memorial Centre	500,000	NO	02/28/2015	2015-10-08	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Annenberg Foundation Trust at Sunnylands	70177 Highway 111 Suite 202 Rancho Mirage, CA 92270	2001-05-14	250,000,000	establishment and Initial funding of the trust as a spinoff of the foundation	14,132,416	NO	09/30/2015	2015-10-06	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Annenberg Foundation Trust at Sunnylands	70177 Highway 111 Suite 202 Rancho Mirage, CA 92270	2004-09-17	125,000,000	To engage in programming activities in the area of civics and civics education	125,000,000	NO	09/30/2015	2015-10-06	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Associacao para Investigacao do Meio Mar	Rua Maestro Frederico de Freitas Lisbon, Lisboa 1500-399 PO	2014-11-26	57,125	To purchase a boat and equipment to support ongoing research projects		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
CARE France	71 rue Archereau Paris 75019 FR	2014-07-15	40,956	On the occasion of the 30th anniversary	32,776	NO	08/31/2015	2016-02-01	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Centro Golfinho Rotador	5 - Vila do Boldro Fernando de Noroha, Pernambuco 53990-000 BR	2012-10-24	200,000	For research and educational programming	200,000	NO	02/28/2015	2015-09-08	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Centro Golfinho Rotador	5 - Vila do Boldr Fernando de Noroha, Pernambuco 53990-000 BR	2013-12-10	50,000	For research and educational programming	50,000	NO	02/28/2015	2015-09-08	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Dockery Farms Foundation	229 Highway 8 Cleveland, MS 38732	2013-09-06	100,000	To support blues and jazz educational programming at Dockery Farms		NO	02/28/2015	2015-02-28	The Foundation was notified that the grant funds were not expended on grant activites, due to shortage of staff
Dynamic Teen Company-Making a Difference	188 J Miranda St Cavite City 4100 RP	2015-04-22	10,000	To support the charitable mission and programs of Dynamic Teen Company - Making a Difference		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Ensemble Les Talens Lyriques	49 rue de Maubeuge Paris 75009 FR	2014-05-29	203,475	To support the 2014 season	163,881	NO	08/31/2015	2015-08-31	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Ensemble Les Talens Lyriques	49 rue de Maubeuge Paris 75009 FR	2015-10-26	163,125	To support the 2015 season		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Escuela de Agricultura de la Region Trop	PO Box 442-100 San Jose CS	2006-05-10	600,000	To establish two Charles Annenberg Weingarten Endowed Scholarships	17,455	NO	05/31/2015	2015-05-31	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Festival Lyrique International de Belle-	6 rue Arletty Bangor 56360 FR	2015-07-02	22,220	Festival Lyrique International de Belle-Ile-En-Mer		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Fondation Notre Dame du Perpetuel Secour	Rue Fougere Port-au-Prince HA	2015-04-28	10,000	To support the charitable mission and programs of Fondation Notre Dame du Perpetuel Secours	10,000	NO	11/30/2015	2015-11-30	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Fondazione Palazzo Strozzi	Piazza Strozzi Florence 50123 IT	2015-03-24	11,780	Educational programmes at the Palazzo Strozzi		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Friendship Luxembourg asbl	58 rue de Limpach L-3932 Mondercange, R C S Luxembourg F1387 LU	2014-09-11	335,000	Lifebuoy Friendship Hospital	185,000	NO	8/31/2015	2015-08-31	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Fundacao Centro Brasileiro	Ed Empresarial Itaigara sala 307 Rio Vermelho, Salvador Bahia 41815-135 BR	2013-12-23	25,000	To support the Tamarzinhos Program	5,393	NO	02/28/2015	2015-09-10	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Homebaked Community Land Trust CIC	197 - 199 Oakfield Road Liverpool L4 0UF UK	2014-07-09	100,000	To provide salary support for a project manager and an architecture and design consultant	25,774	NO	06/30/2015	2015-09-22	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Institut Curie	26 rue dUlm Paris 75005 FR	2011-06-22	1,975,484	For the creation of a laboratory of translational research in pediatric oncology	278,988	NO	02/28/2015	2016-03-11	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Institute for Strategic Dialogue	48 Charles Street London W1J 5EN UK	2013-04-15	288,878	To support the Weidenfeld Scholarships and Leadership Programme	146,264	NO	02/15/2015	2015-04-09	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Instituto Augusto Carneiro	AV Ipiranga 607/302 Porto Alegre, Rio Grande do Sul 90160-092 BR	2014-01-16	40,000	To support the work of a full-time marine conservation activist	22,791	NO	01/15/2015	2015-01-21	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Instituto Augusto Carneiro	AV Ipiranga 607/302 Porto Alegre, Rio Grande do Sul 90160-092 BR	2014-01-16	40,000	To support the work of a full-time marine conservation activist	22,791	NO	01/15/2015	2015-01-21	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Instituto Baleia Jubarte	Caixa Postal 92 Praia do Forte, Mata de Sao Joao , Bahia 48280-000 BR	2013-12-16	25,000	To support the Praia do Forte Visitor Center and whale watching activities	3,545	NO	10/31/2015	2016-02-04	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
International Centre for the Study of	Via Di San Michele 13 Rome I-00153 IT	2014-05-29	13,796	To support the RE-ORG pilot project	10,925	NO	02/28/2015	2015-04-23	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Laboratorio de Aquicultura Marinha	Mailbox 224 Porto de Galinhas, Ipojuca , Pernambuco 55590-000 BR	2014-01-24	15,000	Projeto Hippocampus	8,436	NO	02/28/2015	2016-01-19	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
L Academie Americaine de Danse a Paris	100 rue du Cherche Midi Paris 75006 FR	2012-02-16	1,747,845		1,344,109	NO	10/31/2015	2015-10-21	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
L Association pour la Recherche sur Alzh	7 rue Versonnex Genve 1207 SZ	2015-06-11	11,034	For research and development of the Geneva Memory and Brain Resilience Center of the Geneva		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
L Envol pour les enfants europeens	11 rue Marbeuf Paris 75008 FR	2014-11-07	15,970	To support camp activities	13,810	NO	09/30/2015	2016-01-22	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Mpala Research Trust	PO Box 555 Nanyuki 10400 KE	2013-07-12	450,000	Mpala Livel project	124,780	NO	06/20/2014	2015-06-12	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
Northern Visions Independent Video&Film	448-401 Richmond Street West Toronto, Ontario M5V 3A8 CA	2012-05-16	10,000	To support the Independent Imaging Retreat		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
Pacific Orca Society	34 Cottonwood Road Box 510 Alert Bay, British Columbia V0N 1A0 CA	2014-11-04	16,000	To support the charitable mission and programs of the Pacific Orca Society	16,000	NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
RMN-GP	254/256 rue de Bercy Paris 75577 FR	2014-02-18	137,920	To support the exhibition "Niki de Saint Phalle"	109,254	NO	02/28/2015	2015-04-02	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
The Farrah Fawcett Foundation	501 South Beverly Drive 3rd Floor Beverly Hills, CA 90212	2015-07-30	100,000	To support the charitable mission and programs of The Farrah Fawcett Foundation		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
The Iqaluit Community Greenhouse Society	PO Box 2469 Iqaluit, Nunavut X0A 0H0 CA	2008-03-25	50,000	Iqaluit Community Greenhouse Expansion Project	20,118	NO		2016-03-29	The Foundation was informed that there is a balance due to the account being reserved for special projects and for greenhouse expansions as per decision by the board
The Odyssey Conservation Trust	Haddon Hall Bakewell, Derbyshire DE45 1LA UK	2015-03-23	25,000	Tacana Women project		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
The Society for the Protection of Animal	14 John Street London WC1N 2EB UK	2014-02-07	42,513	To support charitable programming	37,059	NO	02/28/2015	2015-06-09	
The Wallis Annenberg Legacy Foundation	2000 Avenue of the Stars Suite 100 Los Angeles, CA 90067	2013-12-12	1,764,000	To support the charitable mission and programs	1,764,000	NO	07/8/2015	2015-07-17	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
The Wallis Annenberg Legacy Foundation	2000 Avenue of the Stars Suite 100 Los Angeles, CA 90067	2014-09-16	1,000,000	To support the charitable mission and programs	1,000,000	NO	10/21/2014	2015-03-25	The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made
The Wallis Annenberg Legacy Foundation	2000 Avenue of the Stars Suite 100 Los Angeles, CA 90067	2015-07-17	7,000,000	To support the charitable mission and programs		NO			The Foundation has no reason to doubt the accuracy or reliability of the report from the grantee so no independent verification of the report was required or made

TY 2015 General Explanation Attachment

Name: The Annenberg Foundation

EIN: 23-6257083

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	Form 990-PF, Part IX-A Line 1 The Annenberg Space for Photography (Los Angeles, CA) The Annenberg Space for Photography is a cultural destination dedicated to exhibiting compelling photography It is the first solely photographic cultural destination in Los Angeles Annenberg Space for Photography conveys a range of human experiences and serves as an expression of the philanthropic work of the Annenberg Foundation and its Directors The intimate environment features state-of-the-art, high-definition digital technology as well as traditional and digital prints by some of the worlds most renowned and emerging photographers The exhibits change multiple times per year to attract new audiences, and, the common thread throughout is one of rich emotion The Photography Space informs and inspires the public by connecting photographers, philanthropy and the human experience through powerful imagery and stories Admission is free In addition, The Annenberg Foundation has a second location called Skylight Studios that serves as an extension of The Photography Space Skylight Studios serves as the venue for multi-media content and events, including lectures, installations that are extensions of the Photography Spaces exhibits, Meet & Greets and workshops These deepen the connection and accessibility between photographers and public guests In addition, for a donation to cover operational costs, entities with a similar mission and vision that are holding their own events may utilize Skylight Studios as the venue for their events and meetings www annenbergspaceforphotography org Fiscal Year 2015 (January 1, 2015 December 31, 2015) Photography Space - Public Walk-In Attendance at the Photo Space 55,323 - Attendance at Opening-Week Events & Special Events 23,269 (1,271 Exhibit Opening Events) and (21,999 Emerging Summer Concerts) - Number of Exhibits 3 Sink or Swim Designing for a Sea Change (12/13/14-5/3/15), Emerging (6/6/15-9/20/15), LIFE A Journey Through Time (10/24/15-3/20/16) - Number of Weekly Thursday Night Lectures 43 - Number of People Attending Lectures 5,055 (average of 117 people per lecture) - Number of Public Programming and Workshop Events 20 - Public Programming Attendance 1,837 Skylight Studios - Public Walk-In Attendance at Skylight Studios 16,462 - Number of Exhibits 3 Tracks (10/4/14-5/3/15), Emerging Experience (6/6/15-9/20/15), Pearls of the Planet (10/25/15-3/20/16) Since Opening March 27, 2009 to December 31, 2015 - Public Walk-In Attendance 534,745 - Attendance at Opening-Week Events & Special Events 22,014 - Number of Exhibits 17 Exhibits 1 L8S ANG3LES (3/27/09-6/30/09) 2 POYi (7/11/09-11/1/09) 3 Sport (11/14/09-3/14/10) 4 Water (3/27/10-6/13/10) 5 POYi #2 (6/26/2010-10/10/2010) 6 Extreme (10/23/2010-4/17/2011) 7 Beauty CULTure (5/28/2011 -11/27/2011) 8 Digital Darkroom (12/17/2011-5/28/2012) 9 Who Shot Rock n' Roll (6/23/2012-10/7/2012) 10 No Strangers Ancient Wisdom in a Modern World (11/17/2012-2/24/2013) 11 WAR/PHOTOGRAPHY (3/23/2013-6/2/2013) 12 Helmut Newton (6/29/2013-9/9/2013) 13 National Geographic 125th Anniversary (10/26/2013-4/27/2014) 14 Country (5/31/14-9/28/14) 15 Sink or Swim Designing for a Sea Change (12/13/14-5/3/15) 16 Emerging (6/6/15-9/20/15) 17 LIFE A Journey Through Time (10/24/15-3/20/16) - Number of Weekly Thursday Night Lectures 277 - Number of People Attending Lectures 44,865 (Average of 162 people per lecture) - Number of People Receiving our eNewsletter 31,508 - Number of Website Visitors 382,081 visitors in 2015 totaling 2,372,990 visitors since March 2009 - Number of Page Views 1,176,870 page views in 2015 totaling 6,243,977 views since March 2009

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	Form 990-PF, Part IX-A Line 2 Metabolic Studio LLC (Los Angeles, CA) In 2015 the Metabolic Studio awarded a total of $3,902,999 in grants to 82 unique non-profit organizations Of that amount, $1,385,209 was given to the arts, $900,000 was given to civic and community, $575,000 was given to health and human services, $924,790 was given to animal services and environment, and $118,000 was given to education and youth development The Metabolic Studio, a direct charitable activity of the Annenberg Foundation, is an organization focused on paradigm shifts, producing devices of wonder to create the potential for transforming social, political, and physical brownfields into healthy and productive living systems The Studio concentrates on areas within the arts, civics and community, agriculture and environment, disaster relief, and veterans issues In fiscal year 2015 the Metabolic Studio continued working in Los Angeles and Owens Valley to support free public programming that explores, among other subjects, water, seed, soil-building, remediation, sustainability, and community process Metabolic Studio continued developing their website at www metabolicstudio org in addition to its social media outlets The Metabolic Studio is now in its seventh year of operating from the VA West Los Angeles Medical Center property (VA-WLA) Here, among many other actions, the Metabolic Studio continued to maintain a therapeutic vegetable garden for the enjoyment and participation of veterans Participants in therapy programs on the campus and the broader veteran community are invited to learn and participate in organic juicing workshops that promote healthy growing and eating The Metabolic Studio also hosted several events in 2015 celebrating veterans including 'Respect and a BBQ', an annual free barbecue lunch on Veterans Day open to all veterans and their families and a Veterans Ice Cream Picnic on Independence Eve, July 3rd In the Owens Valley, the Metabolic Studio continues to work to connect the city of Los Angeles with its watershed and the communities that live there As a component of its consideration of a century of water use, the Studio created the DWP IOU Garden on Main Street in Lone Pine, California In fiscal year 2015, the IOU Garden continued to produce and distribute free organic soil to the Owens Valley community and provided both a food-growing site for local food banks and a locus for community education and discussion The IOU Garden taught free weekly public workshops on sustainable growing practices during the summer growing season and hosted regular open community conversations In 2015, the Studio continued to produce the IOU Theatre, a summer stock radio play series that featured Owens Valley community members The IOU Theatre gave live performances at the Double L Bar and local schools in Lone Pine, CA and broadcast those performances online and on the radio In downtown Los Angeles, the Metabolic Studio continued to plan and design Bending the River Back into the City With the assistance of over 25 governmental permitting agencies (city, county, state, and federal), this project will consist of an aqueduct diverting water from the Los Angeles River, a 70-foot water wheel to lift and deliver the water, and a storage and treatment center for distribution and beneficial use at various community locations along the Los Angeles River corridor The Metabolic Studio aims to raise public consciousness throughout the city regarding the source of its water and to create an awareness to appreciate and conserve this precious and limited resource especially in a time of a long, crippling drought

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	Form 990-PF, Part IX-A Line 3 Explore Annenberg LLC (Los Angeles, CA) Explore Annenberg LLC ('Explore') is a philanthropic multimedia project of the Annenberg Foundation whose mission is to champion the selfless acts of others, create a portal into the soul of humanity and inspire lifelong learning Explore showcases the selfless acts of individuals and non-profit organizations around the world through documentaries, short films, photographs, live cams, web content and social media Explore uses the explore org portal as well as non-profit partner sites, film festivals, online distribution, such as hulu and youtube, educational programming accessible on cable and satellite television, library distribution, and social media such as Facebook and Twitter, as platforms to reach an audience to connect people, ideas, communities and cultures In 2015, $3,266,100 was awarded to 27 non-profit organizations The grantees were identified during fact-finding missions, meetings, and specials projects Several projects are highlighted below - Long Beach Opera, to support the opera "Fallujah," a production based on the life of United States Marine Corps Sergeant Christian Ellis, performed at the Long Beach Opera Grant $297,100 - National Audubon Society, to provide support for the Seabird Restoration Program activities in Maine, which works to protect critical nesting habitats for threatened colonies of puffins and terns, as well as ospreys and bald eagles Grant $300,000 - East Coast Assistance Dogs, to support the organization's mission to enable people with disabilities to gain greater independence and mobility through the use of specially educated dogs Grant $100,000 - Service Dog Project, to support the organization's mission to train Great Danes for people with balance and mobility limitations, with priority being given to veterans and their families Grant $300,000 - K9s for Warriors, to provide support the organization's mission to provide service canines to warriors suffering from post-traumatic stress disorder (PTSD) or traumatic brain injury as a result of military service post 9/11 Grant $250,000 Dog Bless You The Dog Bless You community grew to 900,000 supporters in the year 2015, expanding the reach of the project by several hundred thousand Facebook fans DBY highlights the value of the human and animal bond as a resource for companionship and psychological support DBY challenges individuals on Facebook to create awareness and grow the community Explore views the DBY community as an ongoing asset for philanthropic giving We continued to grow our network of community leaders and moderators The Dog Bless You community has continued to watch and promote Explores Dog Live Cams During 2015, Explore maintained partnerships with Service Dog Project, East Coast Assistance Dogs, and Warrior Canine Connection through the Explore Live Dog Cams, which drive a large portion of traffic to explore org Live Cams (Pearls of the Planet) In 2015, Explore continued to grow the live cam mission to bring people closer to nature using live cameras on places and animals around the world Dubbed Pearls of the Planet, the initiative continues to be a vehicle for philanthropic giving, NGO partnerships and widespread inspiration Explore continues to position its live cam network as a global media brand - to date, live cams viewership has exceeded 430 million streams since its inception, representing tens of millions of hours of content watched by people around the world By the end of 2015, Explore hosted or featured over 100 live cams Explore hosted over 100 live chats with our non-profit partners, including Katmai National Park and Preserve, Audubon Society, and Polar Bears International, offering our global audience the opportunity to interact with non-profit leaders and experts in the field Explore has partnered with New Earth, a Los Angeles-based nonprofit that works with young adults, in a collaborative effort to give kids recently out of the juvenile justice system real jobs and marketable skills New Earth works with young men and women from 15 detention centers in Southern California during and after incarceration For teens with a history of incarceration, finding employment - especially jobs that lead to successful careers - proves to be an insurmountable challenge Many fall into unemployment, poverty, and crime Working with Explore, New Earth has employed more than 30 camera operators that assist on the explore webcams, giving them technical training and teaching them film editing, production and multimedia skills More than a million people watch the feeds online every month to get a glimpse of the most remote regions of the world, but few know that behind those cameras are former incarcerated juveniles in Los Angeles To provide viewers with tools for capturing moments on the cams and enhancing user experiences, explore org developed and implemented snapshot functionality Viewers took more than 1 1 million photos, some of which are being used by scientists to unlock secrets of species and expand upon a body of data previously unavailable In some cases, viewers have contributed to science by noting unusual wildlife behavior (such as a grizzly bear adopting an orphaned cub) or alerted authorities to suspicious activity at the National Parks Teachers have used the cams to interest inner city kids in nature, to help autistic children focus, and to educate underprivileged children about nature that they would not otherwise experience In 2015, Explore continued to support Polar Bears Internationals mission to create awareness about global warming by showing how temperature affects the polar bear migration from the Hudson Bay until they depart to their icy hunting grounds In 2015, Explore ran a social media awareness campaign on Twitter/Instagram in partnership with BBC Earth, ABC, USA Today and CBC for Polar Bear Week Explore featured and supported the Brown Bear Cams in 2015 through the ongoing partnership with Katmai National Park and Preserve in Alaska The Brown Bear Cams capture over a hundred Brown Bears that descend on a mile long stretch of Brooks River to feast on the largest Sockeye Salmon run in the world The Brown Bear cams have continued to inspire a dedicated community of faithful viewers at explore org/bears Press & Distribution As part of Explores continuing mission to communicate with the public and spread the message of its mission to as many people as possible, Explore further increased its press and distribution during 2015 Explore continued its mission of providing inspirational content to people everywhere including thousands of placements from numerous stories in partnership with the Associated Press, Animal Planet, Discovery Education, National Geographic Kids, New York Times, Reuters, Mother Nature Network, CCTV, and AFP, USA Today, Disney, ABC, CNN, CBC, BBC and the Guardian Additionally, Explore provided commercial free content to hundreds of newspapers, websites and radio stations Coverage spanned the globe, with explore org generating media coverage and traffic from 36 countries including Japan, India, UAE, Germany, China, Brazil, the European Union and more In 2015 Explore continued to cultivate our existing highly engaged communities on social channels and on explore org This is demonstrated by the increase of traffic on explore org, the increased amount of time people spend on the website, and the conversations and interactions people are having online regarding Explores content Explore utilizes the power of social media by activating and inspiring communities on Facebook, Twitter, Instagram, Pinterest and Tumblr Across more than 20 accounts on social networks, explore org content has generated millions of impressions In 2015, Explore streamed approximately 89,237,684 live views of content to its viewers on and off the explore org domain The website attracted 5,084,312 unique users, and generated 53,002,963 page views explore org Analytics for 2015 Website 11,446,989 Visits 5,084,312 Unique Visitors 53,002,963 Pageviews 0 46 30 Avg Session Duration Streaming - Ustream 96 Cameras 24,000,573 Live Views 12,501,590 Unique Views 3,716,088 Viewer Hours Streaming - YouTube (Live and VOD) 65,803,729 Views 15,076,814 Estimated Hours Watched Mobile Apps 63,496 Users 713,679 Sessions 6,109,343 Screen Views 0 32 18 Avg Session Duration

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	Form 990-PF, Part IX-A Line 4 Annenberg Learner (Washington, DC) Annenberg Learner, a program of the Annenberg Foundation, advances excellent teaching in American schools by creating and distributing multimedia educational resources for teachers and students These resources provide current information on learning research and content updates in many disciplines Thousands of teachers use the materials for continuing education to earn graduate credit, while updating their subject area knowledge and refining their teaching practice Annenberg Learner contracts with award-winning multimedia producers who work with academic and professional development experts in each discipline to create the video, print, and web resources Annenberg Learner distributes these resources in hard copy format (print guides and DVDs) as well as in electronic form through its website www learner org All resources, including video, audio, text materials, and interactive exhibits can be accessed at no cost through learner org The site is one of the most used for teacher professional development Teachers and other visitors are referred to Learner org by educational websites and blogs including Weebly, Open Culture, Science Spot, All in One Homeschool , Facebook, Google Classroom, and scores of others The most frequently accessed courses on learner org in 2015 were The Habitable Planet, Destinos, Discovering Psychology, Learning Math Geometry, and Art Through Time The top courses taken by teachers for graduate education credit were Neuroscience and the Classroom, Teaching Reading K-2 Workshop, Insights into Algebra 1 Teaching for Learning, The Learning Classroom, and Learning Science Through Inquiry Additionally, 45 colleges and universities licensed the courses as offerings for undergraduate credit, both on campus and at a distance Among the most frequently licensed courses were American Cinema, Destinos, Against All Odds, Art of the Western World, and Discovering Psychology Learning interactives for students accounted for more than half of the site visits on Learner org The top five most used titles in this category in 2015 were Dynamic Earth, Rock Cycle, Amusement Park Physics, and Elements of a Story Two new resources premiered in FY 2015 The first, titled Essential Lens Analyzing Photographs across the Curriculum, inspires teachers to use photographs with their teaching, and provides practical methods to facilitate the use of these materials in classroom settings across disciplines The course website includes 13 rights-cleared photograph collections with accompanying lessons for teachers to use in science, mathematics, history, and English language arts The second course was Reading & Writing in the Disciplines Like Essential Lens, it was developed for teachers in four discipline areas in middle and high schools The resource helps teachers understand how to instill the literacy skills of their discipline in students History teachers guide students to read from a historical stance, mathematics teachers help students interpret a problem before solving it, and science teachers organize students into collaborative teams Both of these resources are aligned with Common Core State Standards and the Next Generation Science Standards Annenberg Learner continued to work with three credit-granting institutions to give teachers across the country the option to acquire either graduate credit or continuing education units for Annenberg Learner courses These are University of San Diego, which offered 10 Learner courses through its Professional and Continuing Education division, long-time partner Colorado State University, which offered 15 titles for continuing education units, and 63 titles for graduate credit PBS Teacherline offered five Annenberg Learner courses as moderated online professional development experience with optional graduate credit and another 19 titles as self-paced short courses Extending its outreach to teachers, Annenberg Learner for the second year held two summer professional development institutes with the Newseum, which featured the resources of both organizations Participants used materials from the Newseums collection and Learner to incorporate media into their lessons Annenberg Learner also contributed resources to The Civics Renewal Networks website The Network is an alliance of 26 organizations working together to raise the visibility of civics education, improve the quality of classroom resources, and strengthen civic life in the United States Annenberg Learner also sponsored an event at the Smithsonian Institution for the National Teachers of the Year The group of top teachers during their visit to the nations capital spent the day touring the Smithsonian collections and also learned about new resources from Annenberg Learner The teachers were able to share the resources with their colleagues in their respective schools, districts, and states Annenberg Learner continued its outreach to the wider education community working with national organizations in materials production and distribution Staff attended national education conferences hosted by National Science Teachers Association, National Council for the Teachers of Mathematics, International Literacy Association, and the National Council on Social Studies Social media campaigns continued through Facebook, Twitter, YouTube, Google+, and Pinterest Learner also created a group page on LinkedIn that focuses on promoting professional development The Annenberg Learner Blog, LearnerLog, provides teachers with in-depth discussions of content and teaching issues Journey North, a popular citizen science program for grades 5-12 that engages students in a global study of wildlife migration and seasonal change, reached its 22st year with Annenberg Learner Number of semester-long teacher workshops and courses provided to schools and teachers 105 Number of Annenberg Learner educational Web pages viewed 12 million per month, on average Number of individual visits to Annenberg Learner 1 2 million per month, on average Number of visitors to the LearnerLog blog 18,098 Number of series distributed on DVD in the U S 1,383 Number of countries outside the U S using Annenberg Learner educational videos 195

TY 2015 Investments Corporate Bonds Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERICAN HOMES 4 RENT SER 3.7%	148,045	148,045
FOREST LABS INC SR NT 5%	130,392	130,392
NVITATION HOMES TRUST SER 201	590,865	590,865
SLM PRIVATE ED LN TR 2012 2.95	646,899	646,899
1211 AVE OF THE AMERS TR 3.900	372,370	372,370
ABBVIE INC 2.5%	188,090	188,090
ABBVIE INC 2.9%	299,906	299,906
ABBVIE INC 3.6%	59,216	59,216
ABBVIE INC FIXED 1.8%	164,240	164,240
ACE INA HLDGS INC 2.3%	59,569	59,569
ACE INA HLDGS INC 3.35%	19,939	19,939
ACTAVIS FDG SCS 2.45%	168,162	168,162
ACTAVIS FDG SCS FIXED 2.35%	265,276	265,276
ACTAVIS INC 3.25%	196,630	196,630
AETNA INC 2.75%	68,001	68,001
ALIBABA GROUP HLDG 2.5%	195,392	195,392
ALTRIA GROUP INC 2.85%	136,483	136,483
AMERICAN AIRLS 2015-1 3.375%	122,913	122,913
AMERICAN HOMES 4 RENT 3.678%	509,960	509,960
AMERICAN INTERNATIONAL 3.75%	84,240	84,240

Name of Bond	End of Year Book Value	End of Year Fair Market Value
AMERN INTL GROUP 4.875%	188,990	188,990
AMERN TOWER CORP FIXED 4%	40,301	40,301
AMGEN INC 2.125%	153,873	153,873
AMGEN INC 3.625%	53,980	53,980
AMGEN INC FIXED 3.125%	61,748	61,748
ANADARKO PETE CORP 6.375%	482,366	482,366
ANALOG DEVICES INC 3.9%	25,239	25,239
AON CORP 5%	289,629	289,629
APPLE INC 2%	124,871	124,871
APPLE INC 2.1%	354,093	354,093
APPLIED MATERIALS INC 3.9%	35,188	35,188
APPLIED MATLS INC 2.625%	44,948	44,948
AT&T INC 2.375%	60,409	60,409
AT&T INC 2.45%	39,393	39,393
AT&T INC 3%	224,484	224,484
AVALONBAY CMNTYS 2.85%	178,589	178,589
AVALONBAY COMMUNITIES 3.5%	14,855	14,855
AVIATION CAP GROUP 2.875%	159,082	159,082
B2R MTG TR 2015-2 3.335999965%	363,200	363,200
B2R MTG TR SER 2015-1 2.524%	593,161	593,161

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BAE SYS HLDGS INC 2.85%	29,924	29,924
BAE SYS HLDGS INC 3.85%	9,900	9,900
BANC AMER MTG TR 2007 4 MTG PA	645,952	645,952
BANK AMER CORP 3.875%	197,950	197,950
BANK AMER CORP 3.95%	291,157	291,157
BANK AMER CORP 4%	107,682	107,682
BANK OF AMERICA CORP 2.25%	19,517	19,517
BANK OF AMERICA CORP 2.6%	33,108	33,108
BANK OF AMERICA CORP BNDS 4.2%	54,570	54,570
BARCLAYS PLC 2.75%	313,849	313,849
BARCLAYS PLC 3.65%	192,205	192,205
BARCLAYS PLC 4.375%	195,564	195,564
BAXALTA INC SR NT 4%	44,532	44,532
BAYER US FIN LLC NT 144A 3%	201,688	201,688
BBCMS TR 2015-SRCH 3.31200003%	368,813	368,813
BB-UBS TR 2012-TFT COML 2.892%	543,841	543,841
BEAR STEARNS COML MTG 5.317%	578,833	578,833
BEAR STEARNS COML MTG SECURIT	596,111	596,111
BECTON DICKINSON & 1.8%	59,913	59,913
BIOGEN INC 2.9%	104,724	104,724

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BIOGEN INC 4.05%	40,182	40,182
BK NEW YORK INC FIXED 3%	39,336	39,336
BOEING CO 2.5%	38,544	38,544
BP CAP MKTS P L C 2.521%	189,382	189,382
BP CAP MKTS P L C 3.062%	142,083	142,083
BSTN SCIENTIFIC 2.85%	69,635	69,635
BSTN SCIENTIFIC 3.85%	182,030	182,030
BURL NORTHN SANTA FIXED 3%	91,340	91,340
BXHTL 2015-JWRZ CL A FLTG RT	222,955	222,955
CABELAS CR CARD 2.25%	657,593	657,593
CAIXA ECONOMICA FEDERAL 2.375%	262,200	262,200
CAP 1 FINL CORP 4.2%	90,836	90,836
CAPITAL ONE NATL ASSN 1.65%	247,527	247,527
CARMAX AUTO OWNER 2.44%	628,651	628,651
CC HLDGS GS V LLC 2.381%	350,385	350,385
CCO SAFARI II LLC BNDS 4.464%	518,185	518,185
CCO SAFARI II LLC SR SECD NT 1	244,762	244,762
CDGJ COML MTG TR FLTG RT 1.833	526,675	526,675
CDN NAT RES LTD 5.7%	291,087	291,087
CDN PAC RY CO NEW 3.7%	29,521	29,521

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CDP FINL INC 4.4%	1,572,331	1,572,331
CELGENE CORP 2.125%	175,039	175,039
CELGENE CORP 2.875%	79,397	79,397
CELGENE CORP 3.25%	69,445	69,445
CF INDS INC 3.45%	121,001	121,001
CFCRE MTG TR 2015-RUM CL A COM	473,202	473,202
CHARTER 3.579%	506,945	506,945
CHRYSLER CAP 2013-B AUTO 1.91%	288,019	288,019
CHRYSLER CAP AUTO 2.24%	569,492	569,492
CIGNA CORP 3.25%	73,595	73,595
CITIBANK CR CARD ISSUANCE 2.8	602,474	602,474
CITIGROUP INC 1.8%	532,952	532,952
COCA COLA CO 2.875%	133,090	133,090
COLOMBIA REP GLOBAL BD 4%	190,500	190,500
COLOMBIA REP GLOBAL BD 4.5%	267,400	267,400
COLOMBIA REP NT 7.375%	269,160	269,160
COMM 2014-CCRE14 FLTG 4.752%	455,590	455,590
COMM 2014-CCRE20 3.59%	141,846	141,846
COMM 2014-CCRE21 3.528%	267,117	267,117
COMM 2014-UBS3 MTG VAR 3.819%	205,837	205,837

Name of Bond	End of Year Book Value	End of Year Fair Market Value
COMM 2015-CCRE23 MTG TR MTG V	564,235	564,235
COMM 2015-DC1 MTG TR COM 3.35%	143,687	143,687
COMM 2015-LC21 MTG TR MTG	324,625	324,625
COMM MORTGAGE TR SER 2013-LC6	371,584	371,584
COMMERCIAL MORTGAGE TRUST MTG	245,367	245,367
COMMERCIAL MTG LN TR 2008-LS1	661,019	661,019
COMMERCIAL MTG TR 2006-GG7 CL	404,404	404,404
CONTL RES INC FIXED 3.8%	91,576	91,576
COOPERATIEVE 4.375%	254,263	254,263
CORPORACION FINANCIERA DE 4.75	197,000	197,000
CR ACCEP AUTO LN 1.55%	736,885	736,885
CR ACCEP AUTO LN 2%	639,649	639,649
CR ACCEP AUTO LN 3.04%	467,722	467,722
CR SUISSE ABS 2.5%	291,689	291,689
CR SUISSE COML MTG TR SER 2007	62,830	62,830
CREDIT SUISSE GROUP FDG GUERNS	247,630	247,630
CSAIL 2015-C3 COML 3.7182%	374,831	374,831
CSAIL 2015-C3 COML MTG TR CL	357,809	357,809
CSAIL COMMERCIAL MORTGAGE TRUS	220,142	220,142
CVS HEALTH CORP 2.25%	211,013	211,013

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CVS HEALTH CORP 2.8%	160,719	160,719
CVS HEALTH CORP 3.875%	122,470	122,470
CVS HEALTH CORP BNDS 1.9%	194,884	194,884
CVS HEALTH CORPORATION 3.375%	49,483	49,483
DAIMLER FIN NORTH AMER 2.45%	318,760	318,760
DBRR SER 2013-EZ3 CL A VAR RT	369,950	369,950
DEUTSCHE BK A G FIXED 4.5%	183,982	183,982
DEUTSCHE BK AG 3.7%	129,477	129,477
DIRECTV HLDGS LLC 3.8%	301,897	301,897
DIRECTV HLDGS LLC 4.6%	155,698	155,698
DISCOVER BK FIXED 2.6%	249,800	249,800
DISCOVER BK NEW 3.1%	250,567	250,567
DISCOVER FINL SVCS 3.75%	33,611	33,611
DISCOVERY FIXED 3.45%	4,526	4,526
DOW CHEM CO 3.5%	63,024	63,024
DUKE ENERGY CORP 3.75%	177,310	177,310
EASTMAN CHEM CO 2.7%	227,728	227,728
EATON CORP OHIO 2.75%	40,641	40,641
ECOLAB INC 2.25%	79,540	79,540
EL PASO PIPELN 4.3%	167,663	167,663

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ENERGY TRANSFER 2.5%	459,766	459,766
ENERGY TRANSFER 4.05%	221,740	221,740
ENERGY TRANSFER 4.9%	17,829	17,829
ENTERPRISE PRODS 3.35%	266,756	266,756
ENTERPRISE PRODS 3.75%	246,971	246,971
ENTERPRISE PRODS FIXED 1.65%	39,022	39,022
ENTERPRISE PRODS OPER LLC 3.7%	31,395	31,395
ERP OPER LTD 2.375%	295,780	295,780
EXELON CORP 2.85%	39,781	39,781
EXELON GENERATION CO LLC 4.25%	71,937	71,937
FED HOME LN MTG CORP GOLD POOL	874,248	874,248
FEDERAL HOME LN MTG GOLD 3%	231,791	231,791
FEDERAL HOME LN MTG GOLD 2.5%	63,142	63,142
FEDERAL HOME LN MTG POOL	197,267	197,267
FEDERAL HOME LN MTG POOL 4.5%	23,695	23,695
FEDERAL HOME LN MTG POOL 5%	358,882	358,882
FEDERAL HOME LN MTG POOL 4%	29,681	29,681
FEDERAL HOME LN MTG POOL 3.5%	166,776	166,776
FEDERAL HOME LN MTG POOL 3%	504,023	504,023
FEDERAL HOME LN MTG POOL 5.5%	589,408	589,408

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FEDERAL HOME LN MTG POOL 6%	149,278	149,278
FEDERAL HOME LN MTG POOL 5%	74,010	74,010
FEDERAL HOME LN MTG POOL 4%	364,105	364,105
FEDERAL HOME LN MTG POOL 5%	537,813	537,813
FEDERAL HOME LN MTG POOL 5%	1,111,762	1,111,762
FEDERAL HOME LN MTG POOL 4%	648,638	648,638
FEDERAL HOME LN MTG POOL 4%	235,346	235,346
FEDERAL HOME LN MTG POOL 3%	105,649	105,649
FEDERAL HOME LN MTG POOL 3%	98,762	98,762
FEDERAL HOME LN MTG POOL 4.5%	178,277	178,277
FEDERAL HOME LN MTG POOL 4.5%	298,917	298,917
FEDERAL HOME LN MTG POOL 4.5%	272,044	272,044
FEDERAL HOME LN MTG POOL 3.5%	538,001	538,001
FEDERAL HOME LN MTG POOL 3.5%	561,339	561,339
FEDERAL HOME LN MTG POOL 2.5%	55,098	55,098
FEDERAL HOME LN MTG POOL 3%	114,096	114,096
FEDERAL HOME LN MTG POOL 3%	12,010	12,010
FEDERAL HOME LN MTG POOL 2.5%	21,351	21,351
FEDERAL HOME LN MTG POOL 2.5%	20,411	20,411
FEDERAL HOME LN MTG POOL 3%	12,781	12,781

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FEDERAL HOME LN MTG POOL 2.5%	4,215	4,215
FEDERAL HOME LN MTG POOL 4.5%	76,674	76,674
FEDERAL HOME LN MTG POOL 3.5%	13,456	13,456
FEDERAL HOME LN MTG POOL 3.5%	20,908	20,908
FEDERAL HOME LN MTG POOL 3%	170,607	170,607
FEDERAL HOME LN MTG POOL 3%	85,791	85,791
FEDERAL HOME LN MTG POOL 3%	167,307	167,307
FEDERAL HOME LN MTG POOL 3.5%	89,326	89,326
FEDERAL HOME LN MTG POOL 3.5%	85,749	85,749
FEDERAL HOME LN MTG POOL 4.5%	83,697	83,697
FEDERAL HOME LN MTG POOL 4%	96,525	96,525
FEDERAL HOME LN MTG POOL 4.5%	54,572	54,572
FEDERAL HOME LN MTG POOL 3.5%	93,779	93,779
FEDERAL HOME LN MTG POOL 4.5%	34,796	34,796
FEDERAL HOME LN MTG POOL 2.5%	78,842	78,842
FEDERAL HOME LN MTG V6088 2.5	87,489	87,489
FEDERAL HOME LN MTG V6090 3%	133,698	133,698
FEDERAL HOME LN MTG V6090 3%	20,104	20,104
FED NATL MTG ASSN GTD MTG 5%	259,991	259,991
FED NATL MTG ASSN GTD MTG 5%	205,143	205,143

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FED NATL MTG ASSN GTD MTG	110,889	110,889
FED NATL MTG ASSN GTD MTG 4.5%	91,091	91,091
FED NATL MTG ASSN GTD MTG 3%	78,692	78,692
FED NATL MTG ASSN GTD MTG 4.5%	91,211	91,211
FED NATL MTG ASSN GTD MTG 4%	30,059	30,059
FED NATL MTG ASSN GTD MTG 4%	54,833	54,833
FED NATL MTG ASSN GTD MTG 4.5%	165,751	165,751
FED NATL MTG ASSN GTD MTG 4%	49,757	49,757
FED NATL MTG ASSN GTD MTG 4%	80,919	80,919
FED NATL MTG ASSN GTD MTG 3.5%	86,654	86,654
FED NATL MTG ASSN GTD MTG 3%	651,779	651,779
FED NATL MTG ASSN GTD MTG 4%	119,371	119,371
FED NATL MTG ASSN GTD MTG 3%	82,151	82,151
FED NATL MTG ASSN GTD MTG 3.5%	604,731	604,731
FED NATL MTG ASSN GTD MTG 3.5%	219,616	219,616
FED NATL MTG ASSN GTD MTG 3.5%	595,385	595,385
FED NATL MTG ASSN GTD MTG 6%	306,001	306,001
FED NATL MTG ASSN GTD MTG 6%	55,257	55,257
FED NATL MTG ASSN GTD MTG 4%	468,454	468,454
FED NATL MTG ASSN GTD MTG 3.5%	263,276	263,276

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FED NATL MTG ASSN GTD MTG 3.5%	168,801	168,801
FED NATL MTG ASSN GTD MTG 4.5%	646,973	646,973
FED NATL MTG ASSN GTD MTG 4.5%	244,163	244,163
FED NATL MTG ASSN GTD MTG 4%	847,753	847,753
FED NATL MTG ASSN GTD MTG 4%	54,205	54,205
FED NATL MTG ASSN GTD MTG 3.5%	461,259	461,259
FED NATL MTG ASSN GTD MTG 3%	401,758	401,758
FED NATL MTG ASSN GTD MTG 3.5%	733,145	733,145
FED NATL MTG ASSN GTD MTG 4.5%	338,962	338,962
FED NATL MTG ASSN GTD MTG 3%	80,738	80,738
FED NATL MTG ASSN GTD MTG 3%	68,024	68,024
FED NATL MTG ASSN GTD MTG 4%	92,775	92,775
FED NATL MTG ASSN GTD MTG 3%	39,727	39,727
FED NATL MTG ASSN GTD MTG 4.5%	1,385,677	1,385,677
FED NATL MTG ASSN GTD MTG 3%	53,761	53,761
FED NATL MTG ASSN GTD MTG 3%	98,918	98,918
FED NATL MTG ASSN GTD MTG 3%	89,456	89,456
FED NATL MTG ASSN GTD MTG 4%	86,631	86,631
FED NATL MTG ASSN GTD MTG 4%	44,669	44,669
FED NATL MTG ASSN GTD MTG 4%	61,916	61,916

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FED NATL MTG ASSN GTD MTG 5%	2,506,268	2,506,268
FED NATL MTG ASSN GTD MTG 3%	137,039	137,039
FED NATL MTG ASSN GTD MTG 4%	64,244	64,244
FED NATL MTG ASSN GTD MTG 4.5%	133,203	133,203
FED NATL MTG ASSN GTD MTG 4.5%	81,242	81,242
FED NATL MTG ASSN GTD MTG 4.5%	25,163	25,163
FHLB BD 5.625%	124,445	124,445
FHLMC GOLD POOL# V80355 3.5%	177,615	177,615
FHLMC GOLD Q0-0959 Q00959 4.5%	79,631	79,631
FHLMC GOLD Q16673 3%	248,115	248,115
FHLMC GOLD Q17095 3%	82,032	82,032
FHLMC GOLD Q35905 3.5%	10,256	10,256
FHLMC GOLD Q36302 3.5%	10,240	10,240
FHLMC GOLD Q36305 3.5%	101,769	101,769
FHLMC GOLD Q36965 3.5%	123,249	123,249
FHLMC GOLD Q36968 3.5%	169,147	169,147
FHLMC GOLD Q36972 4%	131,518	131,518
FHLMC GOLD Q37955 4%	18,006	18,006
FHLMC GOLD Q37957 4%	23,308	23,308
FHLMC GOLD SINGLE FAMILY 3%	24,959	24,959

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FHLMC GOLD SINGLE FAMILY 3.5%	1,774,660	1,774,660
FHLMC GOLD SINGLE FAMILY 4%	105,428	105,428
FHLMC GOLD SINGLE FAMILY 4%	275,717	275,717
FHLMC GOLD SINGLE FAMILY 4.5%	3,103,557	3,103,557
FHLMC GOLD V60696 3%	26,455	26,455
FHLMC GOLD V60724 3%	38,949	38,949
FHLMC GOLD V60770 2.5%	52,366	52,366
FHLMC GOLD V60903 2.5%	64,284	64,284
FHLMC GOLD V60904 2.5%	130,547	130,547
FHLMC GOLD V60905 2.5%	5,764	5,764
FHLMC MULTICLASS TRANCHE 00744	363,215	363,215
FHLMC POOL 1B8062	74,682	74,682
FHLMC POOL 1G2511	236,354	236,354
FHLMC TRANCHE # TR 00782 1.2%	908,318	908,318
FID NATL 3.5%	33,418	33,418
FIRST INVS AUTO OWNER TR 2013-	48,956	48,956
FL PWR & LT CO 3.125%	190,346	190,346
FMS WERTMANAGEMENT 1.125%	274,460	274,460
FMS WERTMANAGEMENT GLOBAL 1.6%	831,528	831,528
FNMA . POOL AO6482	55,004	55,004

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA 15 YEAR PASS-THROUGHS 5%	103,350	103,350
FNMA 30 YEAR PASS-THROUGHS 6%	903,863	903,863
FNMA POOL 725423 5.5%	978,167	978,167
FNMA POOL 745418 5.5%	377,081	377,081
FNMA POOL 888129 5.5%	316,126	316,126
FNMA POOL 889466 6%	67,926	67,926
FNMA POOL 889529 6%	21,064	21,064
FNMA POOL 889983 6%	49,127	49,127
FNMA POOL 995265 5.5%	103,098	103,098
FNMA POOL AB1226 4.5%	15,518	15,518
FNMA POOL AB3251 3.5%	675,110	675,110
FNMA POOL AB3314 4.5%	14,191	14,191
FNMA POOL AB4530 4%	90,937	90,937
FNMA POOL AB7271 3%	100,999	100,999
FNMA POOL AB7425 3%	83,179	83,179
FNMA POOL AB7458 3%	238,180	238,180
FNMA POOL AB7497 3%	313,706	313,706
FNMA POOL AB7567 3%	317,189	317,189
FNMA POOL AB7755 3%	169,043	169,043
FNMA POOL AB7762 3%	93,778	93,778

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL AB8558 3%	93,768	93,768
FNMA POOL AB8701 3%	284,669	284,669
FNMA POOL AB8712 3%	37,406	37,406
FNMA POOL AB8830 3%	99,649	99,649
FNMA POOL AB8923 3%	83,592	83,592
FNMA POOL AB8924 3%	81,499	81,499
FNMA POOL AB9016 3%	243,618	243,618
FNMA POOL AB9173 3%	167,430	167,430
FNMA POOL AB9462 3%	111,529	111,529
FNMA POOL AB9662 3%	138,533	138,533
FNMA POOL AC6294 4%	57,346	57,346
FNMA POOL AC9312 4%	28,093	28,093
FNMA POOL AD7992 4.5%	81,728	81,728
FNMA POOL AD8036 4.5%	359,707	359,707
FNMA POOL AE0704 4%	949,519	949,519
FNMA POOL AE0823 6%	30,671	30,671
FNMA POOL AP0006	246,071	246,071
FNMA POOL AR7568 3%	46,526	46,526
FNMA POOL AR7576 3%	77,685	77,685
FNMA POOL AR8630 3%	84,992	84,992

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL AR9194 3%	302,574	302,574
FNMA POOL AR9218 3%	153,297	153,297
FNMA POOL AS0209 3.5%	260,712	260,712
FNMA POOL AS1453 3.5%	34,293	34,293
FNMA POOL AS1539 3.5%	54,792	54,792
FNMA POOL AS2488 4%	36,996	36,996
FNMA POOL AS2593 3.5%	43,726	43,726
FNMA POOL AS2676 3%	264,259	264,259
FNMA POOL AS3031 3.5%	56,708	56,708
FNMA POOL AS3034 3.5%	35,898	35,898
FNMA POOL AS3220 3%	176,884	176,884
FNMA POOL AS3355 3%	53,346	53,346
FNMA POOL AS4552 3.5%	296,815	296,815
FNMA POOL AS4570 3.5%	78,065	78,065
FNMA POOL AS4696 3.5%	299,637	299,637
FNMA POOL AS5093 2.5%	57,031	57,031
FNMA POOL AS5147 2.5%	37,406	37,406
FNMA POOL AS5176 3.5%	176,708	176,708
FNMA POOL AS5312 3.5%	308,335	308,335
FNMA POOL AS5365 3.5%	309,031	309,031

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL AS5407 2.5%	85,776	85,776
FNMA POOL AS5548 2.5%	39,076	39,076
FNMA POOL AS5551 2.5%	38,946	38,946
FNMA POOL AS5614 2.5%	53,161	53,161
FNMA POOL AS5616 2.5%	103,513	103,513
FNMA POOL AS5618 2.5%	42,749	42,749
FNMA POOL AS5622 3%	74,196	74,196
FNMA POOL AS5623 3%	74,536	74,536
FNMA POOL AS5707 3.5%	14,561	14,561
FNMA POOL AS5708 3.5%	59,025	59,025
FNMA POOL AS5714 3%	50,834	50,834
FNMA POOL AS5728 3%	69,763	69,763
FNMA POOL AS5786 2.5%	47,342	47,342
FNMA POOL AS5824 3.5%	176,583	176,583
FNMA POOL AS5872 2.5%	57,021	57,021
FNMA POOL AS5949 4%	208,855	208,855
FNMA POOL AS5952 4.5%	119,100	119,100
FNMA POOL AS6008 4%	136,264	136,264
FNMA POOL AS6009 4%	100,405	100,405
FNMA POOL AS6115 2.5%	54,964	54,964

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL AS6116 2.5%	54,838	54,838
FNMA POOL AS6141 2.5%	57,671	57,671
FNMA POOL AS6142 2.5%	48,790	48,790
FNMA POOL AS6147 2.5%	52,975	52,975
FNMA POOL AS6230 4.5%	105,620	105,620
FNMA POOL AS6233 4.5%	10,435	10,435
FNMA POOL AS6234 4.5%	90,672	90,672
FNMA POOL AS6332 3.5%	656,670	656,670
FNMA POOL AT2037 3%	46,187	46,187
FNMA POOL AT2040 3%	151,861	151,861
FNMA POOL AT2043 3%	85,764	85,764
FNMA POOL AT2719 3%	324,820	324,820
FNMA POOL AT4327 3.5%	92,754	92,754
FNMA POOL AT6144 4%	81,099	81,099
FNMA POOL AT6321 3.5%	257,927	257,927
FNMA POOL AT6654 3%	81,189	81,189
FNMA POOL AT7676 3%	38,660	38,660
FNMA POOL AT7940 3.5%	284,986	284,986
FNMA POOL AT8464 3.5%	80,212	80,212
FNMA POOL AU0570 3.5%	89,247	89,247

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL AU0613 3.5%	89,161	89,161
FNMA POOL AU1633 3.5%	447,317	447,317
FNMA POOL AU6743 4%	945,759	945,759
FNMA POOL AU6963 3.5%	888,318	888,318
FNMA POOL AV8876 4%	98,917	98,917
FNMA POOL AW0391 3.5%	368,766	368,766
FNMA POOL AW0937 3%	171,111	171,111
FNMA POOL AW1007 4%	58,850	58,850
FNMA POOL AW1247 3%	89,288	89,288
FNMA POOL AW5827 3.5%	48,822	48,822
FNMA POOL AW8166 3%	208,329	208,329
FNMA POOL AX1321 3.5%	187,694	187,694
FNMA POOL AX3298 3%	14,132	14,132
FNMA POOL AX8713 4%	102,849	102,849
FNMA POOL AX9700 3%	18,233	18,233
FNMA POOL AX9701 3%	55,820	55,820
FNMA POOL AY0828 2.5%	26,486	26,486
FNMA POOL AY2953 3.5%	6,236	6,236
FNMA POOL AY3416 2.5%	53,697	53,697
FNMA POOL AZ2170 2.5%	24,327	24,327

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL AZ2297 3%	11,037	11,037
FNMA POOL AZ2670 4%	74,105	74,105
FNMA POOL AZ4777 3.5%	179,689	179,689
FNMA POOL AZ4782 4%	169,236	169,236
FNMA POOL AZ4838 3.5%	3,083	3,083
FNMA POOL AZ4844 3.5%	4,733	4,733
FNMA POOL AZ5719 3%	31,174	31,174
FNMA POOL AZ5735 4%	28,564	28,564
FNMA POOL AZ7833 3%	15,606	15,606
FNMA POOL AZ8597 3%	6,893	6,893
FNMA POOL AZ8885 4%	247,294	247,294
FNMA POOL AZ9211 4%	315,559	315,559
FNMA POOL AZ9243 4%	18,025	18,025
FNMA POOL AZ9244 4%	22,151	22,151
FNMA POOL BA2877 4%	23,891	23,891
FNMA POOL BA2878 4%	23,771	23,771
FNMA POOL BA2879 4%	25,338	25,338
FNMA POOL BA2889 4%	184,802	184,802
FNMA POOL BA2904 4%	66,560	66,560
FNMA POOL BA2905 4%	107,687	107,687

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL BA2924 4%	30,245	30,245
FNMA POOL BA3523 4%	33,062	33,062
FNMA POOL BA4736 4%	54,537	54,537
FNMA POOL BA4737 4%	64,589	64,589
FNMA PRIN STRIP PRIN PMT 7%	248,668	248,668
FNMA REMIC TR 2014-2 CL-PX 4.5	569,913	569,913
FNMA SINGLE FAMILY MORTGAGE 2	392,412	392,412
FNMA SINGLE FAMILY MORTGAGE 2	2,399,822	2,399,822
FNMA SINGLE FAMILY MORTGAGE 2.	386,203	386,203
FNMA SINGLE FAMILY MORTGAGE 3	289,470	289,470
FNMA SINGLE FAMILY MORTGAGE 3	99,802	99,802
FNMA SINGLE FAMILY MORTGAGE 3.	61,775	61,775
FNMA SINGLE FAMILY MORTGAGE 4	3,094,095	3,094,095
FNMA SINGLE FAMILY MORTGAGE 4.	206,669	206,669
FNMA SINGLE FAMILY MORTGAGE 4.	646,940	646,940
FNMA SINGLE FAMILY MTG 5%	1,722,525	1,722,525
FORD CR FLOORPLAN 1.77%	474,722	474,722
FORD CR FLOORPLAN 1.92%	803,839	803,839
FORD MTR CR CO LLC 1.724%	315,071	315,071
FORD MTR CR CO LLC 6.625%	106,588	106,588

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FREEPORT-MCMORAN 3.875%	74,100	74,100
FREEPORT-MCMORAN 4%	82,200	82,200
GE COML MTG CORP SER 2005-C4 C	307,774	307,774
GEN MOTORS FINL FIXED 3.45%	187,056	187,056
GENERAL MTRS FINL CO INC 3.15%	317,136	317,136
GILEAD SCIENCES 3.25%	45,312	45,312
GILEAD SCIENCES 3.65%	30,254	30,254
GILEAD SCIENCES 3.7%	66,581	66,581
GLITNIR BANKI WORTHLESS SECURI	1,504	1,504
GNMA I SINGLE FAMILY MORTGAGE	506,226	506,226
GNMA I SINGLE FAMILY MORTGAGE	520,185	520,185
GNMA I SINGLE FAMILY MORTGAGE	609,949	609,949
GNMA II JUMBOS 3.5%	823,544	823,544
GNMA II JUMBOS 4%	1,094,874	1,094,874
GNMA II JUMBOS 4.5%	1,454,704	1,454,704
GNMA POOL 4598 4.5%	8,131	8,131
GNMA POOL 4617 4.5%	10,235	10,235
GNMA POOL 4636 4.5%	7,987	7,987
GNMA POOL 4771 4.5%	20,377	20,377
GNMA POOL 4800 4%	10,805	10,805

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GNMA POOL 4833 4%	15,997	15,997
GNMA POOL 4882 4%	206,928	206,928
GNMA POOL 5234 4.5%	309,679	309,679
GNMA POOL 759138 4%	122,651	122,651
GNMA POOL 762838 4%	96,554	96,554
GNMA POOL MA2960 3%	1,652,821	1,652,821
GNMA POOL MA3173 3.5%	311,620	311,620
GNMAII POOL 4696 SER 2040 4.5	714	714
GNMAII POOL 4922 SER 2041 4	160,723	160,723
GNMAII POOL MA3034 SER 2045 3.	3,473,462	3,473,462
GNMAII POOL MA3104 3%	767,466	767,466
GOLDMAN SACHS 2.625%	39,279	39,279
GOLDMAN SACHS 2.9%	404,760	404,760
GOLDMAN SACHS 3.75%	216,434	216,434
GOLDMAN SACHS 4.25%	109,159	109,159
GOLDMAN SACHS GROUP INC 2.55%	635,751	635,751
GOLDMAN SACHS GROUP INC SR NT	226,944	226,944
HARRIS CORP DEL 2.7%	24,527	24,527
HARTFORD FINL SVCS GRP 5.125%	230,625	230,625
HEWLETT PACKARD ENTERPRISE CO	209,822	209,822

Name of Bond	End of Year Book Value	End of Year Fair Market Value
HEWLETT PACKARD ENTERPRISE CO	139,922	139,922
HEWLETT PACKARD ENTERPRISE CO	165,379	165,379
HILTON USA TR 2013-HLT CL AFX	450,337	450,337
HOME DEPOT INC 2%	191,331	191,331
HOST HOTELS & 4.75%	144,696	144,696
HSBC HOLDINGS PLC 4.25%	406,469	406,469
HSBC USA INC NEW 2.35%	425,001	425,001
HYUNDAI CAP AMER 2.4%	64,798	64,798
HYUNDAI CAP AMER MEDIUM TERM N	169,189	169,189
ICAHN ENTERPRISES L P CORP 4.8	178,380	178,380
ILLINOIS ST 5.5%	305,068	305,068
INTL LEASE FIN CORP SR SECD NT	175,400	175,400
INTL PAPER CO 3.65%	179,962	179,962
INVITATION HOMES 2014-SFR2 CLS	466,207	466,207
INVITATION HOMES SER 2014-SFR3	333,722	333,722
J P MORGAN CHASE & CO MEDIUM T	258,739	258,739
J P MORGAN CHASE COML MTG SECS	397,879	397,879
JP MORGAN CHASE COMML MTG SECS	199,254	199,254
JPMCC COML MTG SECS TR 2015-JP	228,097	228,097
JPMORGAN CHASE 3.9%	82,442	82,442

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JPMORGAN CHASE & 2%	135,458	135,458
JPMORGAN CHASE & 2.2%	302,530	302,530
JPMORGAN CHASE & 2.55%	515,637	515,637
JPMORGAN CHASE & CO	421,224	421,224
JPMORGAN CHASE & CO 4.25%	194,534	194,534
KEYCORP MEDIUM TERM SR NTS	49,812	49,812
KIMBERLY CLARK 2.65%	33,785	33,785
KINDER MORGAN 4.15%	34,512	34,512
KINDER MORGAN 5.3%	143,552	143,552
KINDER MORGAN ENERGY PARTNERS	16,582	16,582
KINDER MORGAN INC/DELAWA 3.05%	129,572	129,572
L-3 COMMUNICATIONS 5.2%	60,355	60,355
LB COMMERCIAL CONDUIT MORTGAGE	530,356	530,356
LB-UBS COML MTG TR 2007-C2 MTG	595,531	595,531
LOCKHEED MARTIN 2.5%	69,585	69,585
LOCKHEED MARTIN 3.1%	29,980	29,980
LOCKHEED MARTIN 3.35%	46,099	46,099
LOCKHEED MARTIN 3.55%	55,194	55,194
LOWES COS INC 3.375%	25,382	25,382
LYB INTL FIN B V 4%	49,843	49,843

Name of Bond	End of Year Book Value	End of Year Fair Market Value
MACYS RETAIL HLDGS 3.625%	36,694	36,694
MARSH & MCLENNAN FIXED 3.75%	15,020	15,020
MCDONALDS CORP 2.75%	14,990	14,990
MCDONALDS CORP 3.7%	24,979	24,979
MEDTRONIC INC 2.5%	271,916	271,916
MET LIFE GLOBAL FDG I MEDIUM T	146,934	146,934
METLIFE INC 3%	81,674	81,674
MICROSOFT CORP 2%	140,039	140,039
MORGAN STANLEY 2.125%	79,105	79,105
MORGAN STANLEY 2.2%	70,036	70,036
MORGAN STANLEY 2.65%	329,103	329,103
MORGAN STANLEY 2.8%	416,320	416,320
MORGAN STANLEY 3.75%	261,188	261,188
MORGAN STANLEY 3.95%	92,205	92,205
MORGAN STANLEY 4%	133,871	133,871
MORGAN STANLEY 4.75%	212,343	212,343
MORGAN STANLEY BAML TRUST 3.4	451,665	451,665
MORGAN STANLEY FIXED 1.875%	223,780	223,780
MYLAN INC FORMERLY 3.125%	169,753	169,753
NEXTGEAR FLOORPLAN MASTER OWNE	431,210	431,210

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ONE GAS INC 3.61%	61,089	61,089
ONEMAIN FINL ISSUANCE TR 2014-	598,818	598,818
ONEMAIN FINL ISSUANCE TR 2015-	611,187	611,187
ONEMAIN FINL ISSUANCE TR 2015-	468,445	468,445
ORACLE CORP 2.8%	197,516	197,516
ORACLE CORP 2.95%	155,870	155,870
ORACLE CORP 3.4%	88,344	88,344
PENSKE TRUCK LEASING CO L P /	140,793	140,793
PENSKE TRUCK LEASING CO L P/PT	88,731	88,731
PERU REP GLOBAL BD 4.125%	246,960	246,960
PFIZER INC 3.4%	82,074	82,074
PFS FING CORP SER 2014-BA CLS	606,749	606,749
PHILIP MORRIS INTL INC 1.875%	179,493	179,493
PLAINS ALL AMER PIPELINE BNDS	69,836	69,836
PLAINS ALL AMERN 2.6%	177,358	177,358
PLAINS ALL AMERN 3.6%	92,257	92,257
POA DOUBLELINE CORE FIXED INCO	2,800,345	2,800,345
POA FLEXSHARES TR TR IBOXX 3 Y	883,054	883,054
POA NORTHERN FUNDS MULTI MANAG	3,311,129	3,311,129
POA NT COMM 1-5 YEAR CREDIT ID	1,509,213	1,509,213

Name of Bond	End of Year Book Value	End of Year Fair Market Value
POA NTGI-QM COMMON DAILY AGGRE	4,035,208	4,035,208
PRESTIGE AUTO 0	678,056	678,056
PROGRESS ENERGY SR NT 7.05%	482,092	482,092
PROGRESS RESIDENTIAL SER 2015-	570,868	570,868
PRUDENTIAL FINL INC 3.5%	75,312	75,312
PVTPL CMO STRPS 2012-1 LTD SR	87,095	87,095
PVTPL SANTANDER UK PLC SUB NT	208,190	208,190
QUALCOMM INC 3.45%	76,733	76,733
QVC INC 4.45%	208,672	208,672
REYNOLDS AMERICAN INC 4.85%	149,659	149,659
REYNOLDS AMERN INC 3.25%	50,815	50,815
REYNOLDS AMERN INC FIXED 2.3%	95,597	95,597
REYNOLDS AMERN INC FIXED 4.45%	130,729	130,729
ROYAL BK SCOTLAND 5.125%	283,683	283,683
ROYAL BK SCOTLAND 6.125%	27,217	27,217
ROYAL BK SCOTLAND GROUP PLC 6	134,627	134,627
SANTANDER DR AUTO 3.92%	613,772	613,772
SANTANDER HLDGS 2.65%	49,053	49,053
SANTANDER HLDGS FIXED 4.5%	91,615	91,615
SANTANDER UK GROUP 2.875%	19,864	19,864

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SCG TR FLTG RT SER 2013-SRP1	457,222	457,222
SCHLUMBERGER HLDGS CORP 144A 3	108,579	108,579
SHELL INTERNATIONAL FIN 3.25%	356,231	356,231
SHELL INTL FIN B V 2.125%	177,078	177,078
SILVER BAY RLTY FLTG RT 1.4362	625,656	625,656
SIMON PPTY GROUP L P NT 2.2%	673,420	673,420
SLM PVT ED LN TR 2012-A STUD L	228,008	228,008
SOFI PROFESSIONAL LN PROGRAM 2	532,295	532,295
SOUTH AFRICA REP TBOND 5.875%	204,442	204,442
SOUTHERN COPPER CORP DEL RT 3	49,321	49,321
SOUTHN CAL EDISON 1.125%	139,087	139,087
ST JUDE MED INC 2%	59,889	59,889
ST JUDE MED INC 2.8%	80,030	80,030
ST JUDE MED INC 3.875%	10,093	10,093
STATE STREET CORPORATION BNDS	111,369	111,369
STATOIL ASA 2.65%	308,676	308,676
SUNOCO LOGISTICS 4.25%	168,651	168,651
SUNOCO LOGISTICS 4.4%	48,454	48,454
SWAY RESDNTL FLTG RT 1.7362%	403,515	403,515
SYNCHRONY CR CARD 2.37%	736,791	736,791

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SYNCHRONY FINL 2.6%	69,748	69,748
SYNCHRONY FINL 2.7%	24,521	24,521
SYNCHRONY FINL 4.5%	164,609	164,609
TEVA 2.95%	71,801	71,801
THERMO FISHER 3.6%	87,328	87,328
TIME WARNER CABLE 4%	12,117	12,117
TIME WARNER CABLE 4.125%	35,738	35,738
TIME WARNER CABLE 5%	158,784	158,784
TOTAL CAP INTL 2.75%	149,422	149,422
TRANSOCEAN INC STEP CPN 5.55%	138,710	138,710
UBS AG STAMFORD 1.375%	248,809	248,809
UN PAC CORP 3.75%	314,735	314,735
UN PAC RR CO 3.227%	120,419	120,419
UNITED STATES OF AMER INFL IND	2,031,961	2,031,961
UNITED STATES TREAS INFL NTS	1,446,825	1,446,825
UNITEDHEALTH GROUP 1.9%	115,346	115,346
UNITEDHEALTH GROUP 2.7%	247,567	247,567
UNITEDHEALTH GROUP 2.875%	141,942	141,942
UNITEDHEALTH GROUP 3.35%	260,825	260,825
UTD TECHNOLOGIES STEP CPN 1.7%	326,669	326,669

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VA ELEC & PWR CO 3.1%	103,994	103,994
VENTAS RLTY LTD PARTNERSHIP 1%	134,005	134,005
VERIZON 2.45%	468,557	468,557
VERIZON 2.625%	75,261	75,261
VERIZON 3.45%	204,618	204,618
VERIZON FIXED 3%	119,663	119,663
VISA INC 2.8%	301,240	301,240
VISA INC 3.15%	120,148	120,148
WACHOVIA BK COML MTG TR COML M	511,990	511,990
WALGREENS BOOTS FIXED 3.8%	65,001	65,001
WASTE MGMT INC DEL 3.125%	63,259	63,259
WELLPOINT INC 1.875%	418,178	418,178
WELLPOINT INC 3.3%	257,532	257,532
WELLS FARGO & CO 2.6%	398,975	398,975
WELLS FARGO & CO 2.55%	109,459	109,459
WELLS FARGO & CO NEW MEDIUM TE	126,124	126,124
WELLS FARGO COML MTG TR 2015-N	365,253	365,253
WF-RBS COML MTG TR 0	317,236	317,236
WI ENERGY CORP 2.45%	94,518	94,518
WILLIAMS PARTNERS 3.6%	90,438	90,438

Name of Bond	End of Year Book Value	End of Year Fair Market Value
WILLIAMS PARTNERS 4%	120,941	120,941
WILLIAMS PARTNERS 4.5%	109,270	109,270

TY 2015 Investments Corporate Stock Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC COM USD	1,032,316	1,032,316
ABERDEEN FDS EMERGING MKTS FD	32,527,156	32,527,156
ADAGE CAPITAL PARTNERS	183,077,226	183,077,226
ADR VIVENDI SA	805,642	805,642
ADT CORP	1,063,077	1,063,077
ALLERGAN PLC	499,063	499,063
ALPHABET INC	1,345,494	1,345,494
ANADARKO PETRO CORP	305,568	305,568
APPLE INC	793,134	793,134
BANK OF AMERICA CORP	914,307	914,307
BENCHMARK ELECTRS INC	516,543	516,543
BOEING CO	1,130,405	1,130,405
BRISTOL MYERS SQUIBB CO	1,379,102	1,379,102
BROCADE COMMUNICATIONS SYS INC	474,652	474,652
CADENCE DESIGN SYS INC	609,920	609,920
CALATLANTIC GROUP INC	989,181	989,181
CALPINE CORP	513,945	513,945
CAP 1 FNCL	668,098	668,098
CARNIVAL CORP	1,037,572	1,037,572
CITIGROUP INC	1,029,929	1,029,929
COACH INC	821,981	821,981
COBALT INTL ENERGY INC	179,712	179,712
COMCAST CORP	983,349	983,349
CONAGRA FOODS INC	1,059,270	1,059,270
CONSTELLIUM NV	286,248	286,248
DFA INTL SMALL CO PORTFOLIO FD	24,810,324	24,810,324
DIAMOND CASH AND STOCK MERGER	595,212	595,212
DIEBOLD INC	1,074,484	1,074,484
EATON CORP PLC	605,069	605,069
EXPRESS SCRIPTS HLDG CO	1,289,735	1,289,735

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIRSTENERGY CORP	1,224,524	1,224,524
FORTINET INC	418,956	418,956
FRONTIER COMMUNICATIONS CORP	622,175	622,175
GENERAL ELECTRIC CO	613,437	613,437
GOLDMAN SACHS GROUP INC	883,307	883,307
GUIDEWIRE SOFTWARE INC	520,986	520,986
HERTZ GLOBAL HLDGS INC	786,051	786,051
HYATT HOTELS CORP	880,732	880,732
JPMORGAN CHASE & CO	1,160,939	1,160,939
JUNIPER NETWORKS INC	614,321	614,321
LAREDO PETROLEUM INC	231,886	231,886
LEAR CORP	626,433	626,433
LIVE NATION ENTERTAINMENT INC	1,050,810	1,050,810
LOUISIANA-PACIFIC CORP	603,011	603,011
LULULEMON ATHLETICA INC	926,043	926,043
MATCH GROUP INC	254,171	254,171
MERCK & CO INC	797,424	797,424
METLIFE INC	1,184,375	1,184,375
MGM RESORTS INTERNATIONAL	996,317	996,317
MICROSOFT CORP	1,143,998	1,143,998
MONDELEZ INTL INC	922,269	922,269
MYLAN NV	1,100,811	1,100,811
NOBLE ENERGY INC	980,063	980,063
PATTERSON-UTI ENERGY INC	815,089	815,089
PFIZER INC	1,068,533	1,068,533
PG& E CORP	585,356	585,356
PINNACLE ENTMT INC	492,069	492,069
PLAINS GP HLDGS L P	277,083	277,083
PNC FINANCIAL SERVICES GROUP	890,577	890,577
POA DELAWARE VALUE FUND-I*	2,328,868	2,328,868

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POA FLEXSHARES TR MORNINGSTAR*	772,142	772,142
POA FLEXSHARES TRUST QUALITY*	3,034,737	3,034,737
POA HBR FD CAP APPRECIATION*	2,335,260	2,335,260
POA NORTHERN MULTI MANAGER GL*	872,814	872,814
POA NORTHN FDS MULTI-MANAGER*	1,000,001	1,000,001
POA NORTHN FUNDS EMERGING MKT*	395,954	395,954
POA NORTHN MID CAP INDEX FD*	1,316,867	1,316,867
POA NORTHN MULTI-MANAGER INTL*	3,140,745	3,140,745
POA NTGI COMMON DAILY RUSSELL*	1,697,387	1,697,387
POA NTGI MFB NTGI-QM COMMON D*	9,289,245	9,289,245
POA NTGI -QM COMMON DAILY ALL*	3,287,467	3,287,467
POLYCOM INC	660,660	660,660
PTC INC	891,238	891,238
RICE ENERGY INC	185,725	185,725
ROVI CORP	703,435	703,435
SANDERSON INTL VALUE FD	97,361,777	97,361,777
SCHLUMBERGER LTD	750,301	750,301
SEAWORLD ENTMT INC	568,509	568,509
SHIRE PLC ADR	916,965	916,965
SSGA MSCI EAFE INDEX NL CTF (E	26,941,165	26,941,165
STARWOOD HOTELS & RESORTS WORL	463,206	463,206
SYNCHRONY FINL	661,083	661,083
TARGET CORP	1,026,052	1,026,052
TWENTY-FIRST CENTY FOX INC	495,887	495,887
UNITED NAT FOODS INC	310,865	310,865
VANGUARD FTSE EMERGING MKTS ET	9,585,502	9,585,502
VEEVA SYS INC	816,657	816,657
VIACOM INC	980,431	980,431
VIAVI SOLUTIONS INC	463,029	463,029
VOYA FINL INC	884,696	884,696

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WELLS FARGO & CO	1,115,902	1,115,902
WENDYS CO	789,236	789,236
* THE FOUNDATION AND THE		
PHILADELPHIA ORCHESTRA		
ASSOCIATION HAVE A TRUST		
AGREEMENT		

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TY 2015 Investments Government Obligations Schedule

Name:	The Annenberg Foundation
EIN:	23-6257083
US Government Securities - End of Year Book Value:	44,335,881
US Government Securities - End of Year Fair Market Value:	44,335,881
State & Local Government Securities - End of Year Book Value:	
State & Local Government Securities - End of Year Fair Market Value:	

TY 2015 Investments - Other Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAUPOST VALUE PARTNERS IV, LP	FMV	124,993,354	124,993,354
BLACKSTONE MARKET OPPORTUNITY	FMV	800,993	800,993
BLACKSTONE PARTNERS	FMV	44,483,963	44,483,963
BROOKSIDE CAYMAN, LTD	FMV	273,181	273,181
CONVEXITY CAP OFFSHORE	FMV	22,069,419	22,069,419
ELLIOTT INTL LTD	FMV	53,545,519	53,545,519
ETON PARK OVERSEAS LTD	FMV	29,320,077	29,320,077
GENERAL ATLANTIC PARTNERS	FMV	59,265,128	59,265,128
HIGHFIELD CAPITAL LTD CL A-548	FMV	48,525,422	48,525,422
KAYNE ANDERSON ENERGY FUND VI	FMV	7,539,999	7,539,999
LONE CASCADE	FMV	78,928,213	78,928,213
LONE SAVIN	FMV	22,689,185	22,689,185
POA NORTHN FDS GLOBAL RE IND*	FMV	896,662	896,662
SUMMIT ROCK DIVERSIFIED STRAT	FMV	57,224,362	57,224,362
SUMMIT ROCK HEDGED EQUITY	FMV	100,375,607	100,375,607
SUMMIT ROCK PRIVATE EQTY	FMV	2,106,335	2,106,335
SUMMIT ROCK PVT EQTY OFFSHORE	FMV	42,151,548	42,151,548
SUMMIT ROCK SELECT EQTY	FMV	119,315,776	119,315,776
SUMMIT ROCK STRATEGIC FXD INC	FMV	11,295,753	11,295,753
* THE FOUNDATION AND THE			
PHILADELPHIA ORCHESTRA			
ASSOCIATION HAVE A TRUST			
AGREEMENT			

TY 2015 Legal Fees Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ALTASEA PORT OF LOS ANGELES			0	-4,514
COX CASTLE				3,173
LAW OFFICES DENISE M CHRISTIAN	18,930			18,930
HOLLAND & KNIGHT LLP	39,204			43,817
RODRIGUEZ, HORI, CHOI & CAFFER	2,580			2,580
SEYFARTH SHAW LLP				1,105
SHEPPARD, MULLIN, RICHTER & HA	783,401	66,311		1,165,759
THE NORTHERN TRUST COMPANY	7,682			7,682

TY 2015 Other Assets Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DUE FROM INVESTMENT MANAGER	2,012,830	14,952,805	14,952,805
ACCRUED INTEREST RECEIVABLE	669,356	792,706	792,706
ACCRUED DIVIDENDS RECEIVABLE	129,766	95,969	95,969
DEPOSITS	39,283	38,699	38,699
PREPAID TAXES	273,807	1,179,624	1,179,624
REFUND ADVANCES	129,920	164,112	164,112
PROGRAM RELATED INVESTMENTS	0	250,000	250,000

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TY 2015 Other Decreases Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	33,312,031

TY 2015 Other Expenses Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TEMPORARY SERVICES	986,976		0	954,298
INSURANCE	340,367	4,601		340,367
MISCELLANEOUS PROGRAM EXPS				
ALCHEMY	137,021			137,021
PHOTO SPACES	455,330			468,622
SUMMER CONCERTS	1,875,577			1,875,577
OTHER EVENTS	123,260			115,036
METABOLIC STUDIO PROGRAM SUP	276,818			246,381
IT EXPENSES	583,114	10,273		573,398
OFFICE EXPENSES	316,903	10,242		322,454
SALES EXPENSES	146,999			142,098
POSTAGE/FED EX	53,489	2,107		50,323
EQUIPMENT/MAINTENANCE/RENTAL	273,547	1,120		290,140
DUES & SUBSCRIPTIONS	186,101			158,278
COST OF ATTENDING SPECIAL EVEN	69,278			69,700

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TY 2015 Other Income Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
event income	85,805		85,805
traveling photography exhibits	41,138		41,138
royalties	84,106		84,106
licenses	20,250		20,250
miscellaneous	18,645		
INC/LOSS FROM SCHEDULES K-1		-1,364,438	
DEF FED EXCISE TAX BENefit	1,034,434		

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TY 2015 Other Liabilities Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Description	Beginning of Year - Book Value	End of Year - Book Value
STATE INCOME TAX PAYABLE	1,034,434	27,100
CURRENT TAXES PAYABLE	2,482	4,068
ROYALTIES/CONTRACTS PAYABLE	756,795	664,381
ASSET RETIREMENT OBLIGATION	2,735,495	2,913,299
DUE TO INVESTMENT MANAGER	0	22,901,257

TY 2015 Other Professional Fees Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	16,541,470	14,197,869		
PROGRAM CONSULTING				
ANNENBERG LEARNER	1,353,275			1,188,035
ANNENBERG SPACE FOR PHOTOGRA	3,997,522			4,337,170
BALLONA URBAM ECOLOGY CENTER	65,938			262,672
EXPLORE	2,976,135			3,075,726
METABOLIC STUDIO	1,786,887			1,694,457
ANNENBERG VENTURES	850,159			850,159
GROW	30,712			31,181
LA N SYNC	467,105			370,169
WACPA	118,428			130,902
HUMAN RESOURCES	101,439			94,876
ACCOUNTING	45,379		0	47,014
COMPUTER SUPPORT	354,631			307,154
ADVERTISING AND MARKETING	143,547			142,812
COMMUNITY EVENTS	339,883			323,035
MISCELLANEOUS CONSULTING FEES	106,434			144,773

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TY 2015 Sales Of Inventory Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
ANNENBERG LEARNER	401,923		401,923
ANNENBERG SPACE FOR PHOTOGRAPHY	74,553		74,553
METABOLIC STUDIO LLC	10,000		10,000

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TY 2015 Taxes Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX EXPENSE	117,672			
PROPERTY & MISCELLANEOUS TAXES	202,795	4,559		
FORIEGN TAXES PER SCHED K-1S		388,449		
FED/STATE INCOME TAX EXPENSE	39,626			

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

Schedule of Contributors

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

OMB No 1545-0047

2015

Name of the organization
The Annenberg Foundation

Employer identification number
23-6257083

Organization type (check one)

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

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

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or other property) from any one contributor Complete Parts I and II See instructions for determining a contributor's total contributions

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year . . . . . ▶ $ _____

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

Name of organization The Annenberg Foundation

Employer identification number 23-6257083

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CALIFORNIA COMMUNITY FOUNDATION UNION BANK BUILDING 455 S FIGUEROA LOS ANGELES, CA 90071	$ 54,152	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
The Annenberg Foundation	23-6257083

Part II Noncash Property

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

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

Name of organization
The Annenberg Foundation

Employer identification number
23-6257083

Part III ***Exclusively*** **religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once. See instructions.) ▶ $ _____**

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee