

**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation**

Department of the Treasury  
 Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

**Open to Public Inspection**

**For calendar year 2012 or tax year beginning , 2012, and ending , 20**

Name of foundation <b>THE ANNENBERG FOUNDATION</b>		<b>A Employer identification number</b> 23-6257083
Number and street (or P.O. box number if mail is not delivered to street address) <b>101 WEST ELM STREET</b>	Room/suite 640	<b>B Telephone number (see instructions)</b> (610) 341-9268
City or town, state, and ZIP code <b>CONSHOHOCKEN, PA 19428</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:		<b>D</b> 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 1,623,162,045.</b>	<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .	62,217.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B . . . . .				
3 Interest on savings and temporary cash investments . . . . .	52,124.	719,142.		
4 Dividends and interest from securities . . . . .	9,566,950.	15,868,615.		
5a Gross rents . . . . .	224,725.	224,725.		
b Net rental income or (loss) <u>-4,311.</u>				
6a Net gain or (loss) from sale of assets not on line 10	12,497,751.			
b Gross sales price for all assets on line 6a <u>2,905,261,457.</u>				
7 Capital gain net income (from Part IV, line 2) . . . . .		30,318,246.		
8 Net short-term capital gain . . . . .				
9 Income modifications . . . . .				
10 a Gross sales less returns and allowances . . . . . <u>1,521,146.</u>				ATCH 1
b Less: Cost of goods sold <u>411,352.</u>				
c Gross profit or (loss) (attach schedule) . . . . .	1,109,794.		1,026,806.	
11 Other income (attach schedule) <u>ATCH 2</u> . . . . .	43,124,082.	-5,796,540.		
12 <b>Total.</b> Add lines 1 through 11 . . . . .	66,637,643.	41,334,188.	1,026,806.	
<b>Operating and Administrative Expenses</b>				
13 Compensation of officers, directors, trustees, etc. . . . .	691,406.	159,954.		527,875.
14 Other employee salaries and wages . . . . .	6,981,522.	112,297.	576,235.	6,222,706.
15 Pension plans, employee benefits . . . . .	2,737,657.	73,034.	206,736.	2,423,776.
16a Legal fees (attach schedule) <u>ATCH 3</u> . . . . .	2,070,362.	40,404.	33,538.	2,001,277.
b Accounting fees (attach schedule) <u>ATCH 4</u> . . . . .	106,806.			102,708.
c Other professional fees (attach schedule) * . . . . .	34,130,026.	10,622,390.		13,719,435.
17 Interest . . . . .				
18 Taxes (attach schedule) (see instructions) <u>ATCH 6</u> . . . . .	5,929,687.	354,864.	4,544.	56,668.
19 Depreciation (attach schedule) and depletion . . . . .	3,592,492.	123.	3,871.	
20 Occupancy . . . . .	3,095,265.	408,036.	46,099.	2,577,578.
21 Travel, conferences, and meetings . . . . .	1,584,308.	4,250.	29,567.	1,543,296.
22 Printing and publications . . . . .	248,338.		22,318.	226,020.
23 Other expenses (attach schedule) <u>ATCH 7</u> . . . . .	2,392,076.	-2,553.	103,898.	2,080,298.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	63,559,945.	11,772,799.	1,026,806.	31,481,637.
25 Contributions, gifts, grants paid . . . . .	44,592,585.			76,434,399.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25 . . . . .	108,152,530.	11,772,799.	1,026,806.	107,916,036.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements . . . . .	-41,514,887.			
b Net investment income (if negative, enter -0-) . . . . .		29,561,389.		
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 . . . . .	7,338.	7,759.	7,759.
	2	Savings and temporary cash investments . . . . .	155,260,916.	89,515,552.	89,515,552.
	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 . . . . .	546,423.	531,771.	531,771.
	9	Prepaid expenses and deferred charges . . . . .	644,683.	330,981.	330,981.
	10 a	Investments - U.S. and state government obligations (attach schedule),**	107,630,576.	83,086,193.	83,086,193.
	b	Investments - corporate stock (attach schedule) ATCH 9	353,321,093.	419,837,976.	419,837,976.
	c	Investments - corporate bonds (attach schedule) ATCH 10	171,199,258.	200,609,852.	200,609,852.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) ATCH 11	709,239,279.	774,341,731.	774,341,731.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶	29,676,448. 14,210,162.	16,599,390. 15,466,286.	15,466,286.
15	Other assets (describe ▶ ATCH 12)	18,785,959.	39,433,944.	39,433,944.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,533,234,915.	1,623,162,045.	1,623,162,045.	
Liabilities	17	Accounts payable and accrued expenses . . . . .	4,527,385.	4,549,589.	
	18	Grants payable . . . . .	81,765,231.	49,215,098.	
	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 ▶ ATCH 13)	25,724,131.	33,724,625.	
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	112,016,747.	87,489,312.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .	1,421,217,168.	1,535,671,733.	
	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. <input type="checkbox"/>				
	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	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,421,218,168.	1,535,672,733.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,533,234,915.	1,623,162,045.		

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) . . . . .	1,421,218,168.
2	Enter amount from Part I, line 27a . . . . .	-41,514,887.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	155,969,452.
4	Add lines 1, 2, and 3 . . . . .	1,535,672,733.
5	Decreases not included in line 2 (itemize) ▶	
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .</b>	<b>1,535,672,733.</b>

\*\*ATCH 8

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) <span style="font-size: 2em;">{</span> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 <span style="font-size: 2em;">}</span>			2	30,318,246.	
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	0	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	53,065,188.	1,580,098,000.	0.033583
2010	103,520,989.	1,644,933,708.	0.062933
2009	150,128,144.	1,622,808,720.	0.092511
2008	172,788,149.	1,633,851,144.	0.105755
2007	279,864,083.	2,496,861,069.	0.112086
2 Total of line 1, column (d)			0.406868
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			0.081374
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		1,516,754,924.	
5 Multiply line 4 by line 3			123,424,415.
6 Enter 1% of net investment income (1% of Part I, line 27b)			295,614.
7 Add lines 5 and 6			123,720,029.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			107,916,036.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 98,696.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, and reporting requirements. Includes 'Yes' and 'No' columns.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address WWW.ANNENBERGFOUNDATION.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 19428-2016
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, 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 X

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X 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 X 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 X
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 2012? . . . . . 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? . . . . . Yes X No
If "Yes," list the years . . . . .
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . . 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes X No
b If "Yes," did it have excess business holdings in 2012 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 2012.) . . . . . 3b X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? . . . . . 4b X

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

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  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?  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		691,406.	219,427.	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		787,646.	270,060.	0

**Total number of other employees paid over \$50,000**  Yes  No 64

**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
ATCH 18		6,842,112.
<b>Total number of others receiving over \$50,000 for professional services</b>		92

**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.	8,509,809.
2 METABOLIC STUDIO LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS.	7,326,599.
3 EXPLORE ANNENBERG LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS.	4,859,415.
4 ANNENBERG LEARNER PROGRAM (WASHINGTON, DC) SEE GENERAL EXPLANATION STATEMENTS.	4,170,907.

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

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

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
<b>Total. Add lines 1 through 3</b>	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,471,899,073.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	67,953,642.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,539,852,715.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,539,852,715.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	23,097,791.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,516,754,924.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	75,837,746.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	75,837,746.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	591,228.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	591,228.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	75,246,518.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	43,120,278.
<b>5</b>	Add lines 3 and 4	<b>5</b>	118,366,796.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	118,366,796.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	107,916,036.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	107,916,036.
<b>5</b>	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)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	107,916,036.

**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 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				118,366,796.
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years: 20 10, 20 09, 20 08 . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .	159,335,780.			
<b>b</b> From 2008 . . . . .	91,822,143.			
<b>c</b> From 2009 . . . . .	69,418,626.			
<b>d</b> From 2010 . . . . .	21,545,164.			
<b>e</b> From 2011 . . . . .	14,106,809.			
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	356,228,522.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>107,916,036.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				107,916,036.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2012 . . . . . <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	10,450,760.			10,450,760.
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	345,777,762.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	148,885,020.			
<b>9</b> <b>Excess distributions carryover to 2013.</b> Subtract lines 7 and 8 from line 6a . . . . .	196,892,742.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .	91,822,143.			
<b>b</b> Excess from 2009 . . . . .	69,418,626.			
<b>c</b> Excess from 2010 . . . . .	21,545,164.			
<b>d</b> Excess from 2011 . . . . .	14,106,809.			
<b>e</b> Excess from 2012 . . . . .				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

Empty box for ruling date

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

Part XV Supplementary Information (Complete this part only if the foundation 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).

ATTACHMENT 19

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 of the person to whom applications should be addressed:

ATCH 20

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

ATCH 21

c Any submission deadlines:

THERE IS NO SUBMISSION DEADLINE - APPLICATIONS ARE ACCEPTED YEAR-ROUND

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
<b>a</b> <i>Paid during the year</i>  ATCH 22				
<b>Total</b> ..... ▶ <b>3a</b>				104,790,232.
<b>b</b> <i>Approved for future payment</i>  ATCH 23				
<b>Total</b> ..... ▶ <b>3b</b>				49,215,098.

**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	52,124.	
4 Dividends and interest from securities . . . . .			14	9,566,950.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .			16	-4,311.	
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	12,497,751.	
9 Net income or (loss) from special events . . . . .			01	3,804.	
10 Gross profit or (loss) from sales of inventory . .			17		1,109,794.
11 Other revenue: a _____					
b ATCH 24					43,120,278.
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e) . . . . .				22,116,318.	44,230,072.
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					66,346,390.

(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	SEE FEDERAL FOOTNOTE # 2
11A	SEE FEDERAL FOOTNOTE # 3

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains N/A.

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... [ ] Yes [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here: Signature of officer or trustee, Date, Title. May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [ ] No

Paid Preparer Use Only: Print/Type preparer's name (RUSSLEE ARMSTRONG), Preparer's signature, Date, Check [ ] if self-employed, PTIN (P00288383), Firm's name (GRANT THORNTON LLP), Firm's address (2001 MARKET STREET, SUITE 3100 PHILADELPHIA, PA 19103), Firm's EIN (36-6055558), Phone no. (215-561-4200)

**FORM 990-PF - PART IV  
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2905261457		PUBLICLY TRADED SECURITIES 2896416436					VAR 8,845,021.	VAR
		PASSTHROUGH SHORT TERM CAPITAL GAINS					4,137,844.	
		PASSTHROUGH LONG TERM CAPITAL GAINS					VAR 17399949.	VAR
		PASSTHROUGH BASIS ADJUSTMENT					VAR -64,568.	VAR
TOTAL GAIN(LOSS) .....		.....					<u>30318246.</u>	

# Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

**2012**

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, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

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

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year . . . . . ▶ \$ \_\_\_\_\_

**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, 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 ST LOS ANGELES, CA 90071	\$ 51,717.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	CREATIVE TIME, INC. 59 EAST 4TH STREET, 6TH FLOOR NEW YORK, NY 10003	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
---	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization THE ANNENBERG FOUNDATION

Employer identification number

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
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----

Name of organization THE ANNENBERG FOUNDATION

Employer identification number  
23-6257083

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

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENTSUMMARY OF DIRECT CHARITABLE ACTIVITIES  
FORM 990-PF, PART IX-A

## 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 PRINTS BY SOME OF THE WORLD'S MOST RENOWNED AND EMERGING PHOTOGRAPHERS. THE EXHIBITS CHANGE THREE TIMES A YEAR; HOWEVER, 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, AND A WEEKLY LECTURE SERIES IS OFFERED AT NO CHARGE TO THE PUBLIC.

WWW.ANNENBERGSPACEFORPHOTOGRAPHY.ORG

FISCAL YEAR 2012 (JANUARY 1, 2012 - DECEMBER 31, 2012)

- PUBLIC WALK-IN ATTENDANCE: 93,582
  - ATTENDANCE AT OPENING-WEEK EVENTS & SPECIAL EVENTS: 1,477
  - NUMBER OF EXHIBITS: 3
- DIGITAL DARKROOM (12/17/2011-5/28/2012), WHO SHOT ROCK N' ROLL (6/23/2012-10/7/2012), NO STRANGERS: ANCIENT WISDOM IN A MODERN WORLD (11/17/2012-2/24/2013)
- NUMBER OF WEEKLY THURSDAY NIGHT LECTURES: 42
  - NUMBER OF PEOPLE ATTENDING LECTURES: 7,790 (AVERAGE OF 185 PEOPLE PER LECTURE)

SINCE OPENING MARCH 27, 2009 TO DECEMBER 31, 2012:

- PUBLIC WALK-IN ATTENDANCE: 295,125
- ATTENDANCE AT OPENING-WEEK EVENTS & SPECIAL EVENTS: 5,798
- NUMBER OF EXHIBITS: 10
- 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)

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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)

- NUMBER OF WEEKLY THURSDAY NIGHT LECTURES: 153
- NUMBER OF PEOPLE ATTENDING LECTURES: 26,620 (AVERAGE OF 174 PEOPLE PER LECTURE)
- NUMBER OF PEOPLE RECEIVING OUR ENEWSLETTER: APPROX. 17,000
- NUMBER OF WEBSITE VISITORS: APPROX. 42,000
- NUMBER OF PAGE VIEWS: APPROX. 100,000

FORM 990PF - GENERAL EXPLANATION ATTACHMENTSUMMARY OF DIRECT CHARITABLE ACTIVITIES  
FORM 990-PF, PART IX-A

## METABOLIC STUDIO LLC, LOS ANGELES, CA

THE METABOLIC STUDIO AWARDED GRANTS TO 117 UNIQUE NON-PROFIT ORGANIZATIONS IN THE TOTAL AMOUNT OF \$9,144,466. OF THAT AMOUNT, \$1,397,456 WAS GIVEN TOWARDS THE ARTS, \$1,777,115 TOWARDS HEALTH AND HUMAN SERVICE ORGANIZATIONS, \$4,873,916 TOWARDS AGRICULTURE AND ENVIRONMENT, AND \$1,311,756 TOWARDS VETERANS-FOCUSED ORGANIZATIONS.

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 2012 THE METABOLIC STUDIO HAS CONTINUED WORKING WITH THE HISTORIC STATE PARK IN DOWNTOWN LOS ANGELES TO MAINTAIN THE ANABOLIC MONUMENT, A SIXTEEN-ACRE METABOLIC SCULPTURE; AND SUPPORT FREE PUBLIC PROGRAMMING THAT EXPLORES, AMONG OTHER SUBJECTS, WATER, SEED, SOIL-BUILDING, REMEDIATION, SUSTAINABILITY, AND COMMUNITY PROCESS. ADDITIONALLY, USING RAINWATER GATHERED IN ROOFTOP CATCHMENTS, THE METABOLIC STUDIO PROVIDES WATER FOR THE STATE PARK'S IRRIGATION NEEDS.

THE METABOLIC STUDIO IS NOW IN ITS FOURTH YEAR OF OPERATING FROM THE VA WEST LOS ANGELES MEDICAL CENTER PROPERTY (VA-WLA). HERE, AMONG MANY OTHER ACTIONS, IT HAS PRODUCED A POSITION PAPER TITLED PRESERVING A HOME FOR VETERANS. THE METABOLIC STUDIO POSITION PAPER ADDRESSES CURRENT LAND USE ISSUES AT THE VA-WLA. IT EXAMINES AND EXPLAINS THE HISTORIC DEED OF 1888 THAT GOVERNS THIS LAND THAT WAS GIVEN TO THE FEDERAL GOVERNMENT TO PRESERVE AS A HOME TO VETERANS. IT IS INTENDED TO STIMULATE PUBLIC AWARENESS AND CATALYZE ACTION IN REGARD TO VETERANS' HOMELESSNESS IN LOS ANGELES AND COMMUNICATE THAT WE CAN AND MUST DO MORE FOR OUR VETERANS. THE METABOLIC STUDIO PERFORMED THE GOPHER PLAN IN TIMES SQUARE, NEW YORK. WORKING WITH THE TIMES SQUARE ALLIANCE, THIS MUSICAL PERFORMANCE ADDRESSED VETERAN HOMELESSNESS AND THE LAND USE ISSUES AT THE VA-WLA.

ALSO ON THE VA-WLA CAMPUS, AT THE CALIFORNIA VETERANS HOME OF WEST LOS ANGELES (CALVETS), THE METABOLIC STUDIO HAS CONTINUED TO MAINTAIN A THERAPEUTIC VEGETABLE GARDEN FOR THE ENJOYMENT AND PARTICIPATION OF VETERANS. THERAPY PROGRAMS ON THE CAMPUS AND THE BROADER VETERAN COMMUNITY ARE INVITED TO LEARN AND PARTICIPATE IN ORGANIC JUICING

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

WORKSHOPS THAT PROMOTE HEALTHY GROWING AND EATING.

IN THE OWENS VALLEY, THE METABOLIC STUDIO CONTINUES TO WORK TOWARD A PUBLIC COMMEMORATION OF THE ONE-HUNDREDTH YEAR ANNIVERSARY OF THE LOS ANGELES AQUEDUCT. 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 2012, 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. IN THIS REGARD, THE IOU GARDEN TAUGHT FREE WEEKLY PUBLIC WORKSHOPS ON SUSTAINABLE GROWING PRACTICES DURING THE SUMMER GROWING SEASON, AND HOSTED REGULAR OPEN CONVERSATIONS ABOUT DUST MITIGATION ISSUES AT THE OWENS LAKE DRY LAKEBED. A LOCAL FARMERS MARKET WAS ALSO INITIATED AND HOSTED WEEKLY AT THE IOU GARDEN BY THE OWENS VALLEY GROWERS COOPERATIVE IN CONJUNCTION WITH METABOLIC STUDIO.

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), IT 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 LOCATIONS INCLUDING THE LA STATE HISTORIC PARK. BENDING THE RIVER BACK INTO THE CITY WILL ULTIMATELY OFF-SET THE STATE PARKS ANNUAL DEMANDS TOTALING APPROXIMATELY 80 ACRE-FEET OF WATER, SAVING OVER \$101,000 EACH YEAR IN WATER COSTS AND USAGE. AS THE ONE-HUNDREDTH YEAR ANNIVERSARY OF THE LA AQUEDUCT APPROACHES, 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.

FORM 990PF - GENERAL EXPLANATION ATTACHMENTSUMMARY OF DIRECT CHARITABLE ACTIVITIES  
FORM 990-PF, PART IX-A

## 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 2012, \$3,907,500 WAS AWARDED TO 38 NON-PROFIT ORGANIZATIONS. THE GRANTEES WERE IDENTIFIED DURING FACT-FINDING MISSIONS, MEETINGS, AND SPECIAL PROJECTS.

## SEVERAL PROJECTS ARE HIGHLIGHTED BELOW:

- STREET POETS, TO FURTHER THE ORGANIZATION'S MISSION TO INSPIRE AT-RISK YOUTH TO DEVELOP THEIR VOICES AS WRITERS, ARTISTS, AND HUMAN BEINGS SO THEY MAY TRANSCEND SELF-DESTRUCTIVE LIFESTYLES AND CREATE A HEALING COMMUNITY THAT UNITES RACIAL, ETHNIC, AND SOCIOECONOMIC SEGMENTS OF LOS ANGELES, CALIFORNIA. GRANT: \$400,000
- K9S FOR WARRIORS, TO PROVIDE SUPPORT TO TRAIN 25 SERVICE DOG AND VETERAN TEAMS, SPECIFICALLY FOR VETERANS SUFFERING FROM POST-TRAUMATIC STRESS AS A RESULT OF CONFLICTS AND WAR AFTER 9/11. GRANT: \$250,000
- AEGIS TRUST, TO PROVIDE SUPPORT FOR THE GENERAL OPERATIONS AND SUSTAINABILITY OF THE KIGALI GENOCIDE MEMORIAL, MEMORIAL GARDENS, KIGALI MEMORIAL CENTRE, THE WALL OF NAMES, AND THE NATIONAL GENOCIDE ARCHIVE OF THE CENTRE. GRANT: \$100,000
- CITY OPERA VANCOUVER, TO SUPPORT THE FILM, 'THE MAKING OF FALLUJAH THE OPERA,' TO DOCUMENT THE PROCESS OF CREATING THE OPERATIC LIBRETTO AND SCORE BASED ON THE LIFE OF UNITED STATES MARINE CORPS SERGEANT CHRISTIAN ELLIS. GRANT: \$100,000

## DOG BLESS YOU

THE DOG BLESS YOU (DBY) INITIATIVE CONTINUED TO GROW IN 2012. DBY HIGHLIGHTS THE VALUE OF THE HUMAN AND ANIMAL BOND AS A RESOURCE FOR

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

COMPANIONSHIP AND PSYCHOLOGICAL SUPPORT. USING THE POWER OF SOCIAL MEDIA, SPECIFICALLY FACEBOOK, THE "DOG BLESS YOU" COMMUNITY HAD OVER 400,000 MEMBERS BY THE END OF 2012. IN 2012, \$1,522,500 IN DOG BLESS YOU RELATED GRANTS WERE AWARDED TO 21 ORGANIZATIONS.

DBY CHALLENGES INDIVIDUALS ON FACEBOOK TO CREATE AWARENESS AND GROW THE COMMUNITY. EXPLORE VIEWS THE DBY COMMUNITY AS AN ONGOING ASSET FOR PHILANTHROPIC GIVING. DOG BLESS YOU CREATED A SOCIAL MEDIA CAMPAIGN IN SPRING 2012 TO PAIR SERVICE DOGS WITH VETERANS WITH POST TRAUMATIC STRESS DISORDER AND TRAUMATIC BRAIN INJURY AND TO SUPPORT THE TRAINING OF GUIDE DOGS FOR THE VISUALLY IMPAIRED. SEVERAL GRANTS WERE AWARDED TO ORGANIZATIONS INCLUDING: WARRIOR CANINE CONNECTION (\$125,000), K9S FOR WARRIORS (\$250,000), SOUTHEASTERN GUIDE DOGS (\$120,000), AND SEEING EYE (\$134,000).

THE DOG BLESS YOU COMMUNITY HAS INFORMED AND INSPIRED EXPLORE'S DOG LIVE CAMS. DURING 2012, EXPLORE PARTNERED WITH SERVICE DOG PROJECT, EAST COAST ASSISTANCE DOGS, AND WARRIOR CANINE CONNECTION AND CREATED THE LIVE DOG CAMS WHICH DRIVE A LARGE PORTION OF TRAFFIC TO EXPLORE.ORG.

LIVE CAMS (PEARLS OF THE PLANET)

IN 2012, 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 OUR LIVE CAM NETWORK AS A GLOBAL MEDIA BRAND - TO DATE, LIVE CAMS VIEWERSHIP HAS EXCEEDED 10 MILLION STREAMS- REPRESENTING MILLIONS OF HOURS OF CONTENT WATCHED BY PEOPLE AROUND THE WORLD. BY THE END OF 2012, EXPLORE HOSTED OR FEATURED OVER 30 LIVE CAMS.

IN 2012, EXPLORE LIVE CAM PARTNERSHIPS RESULTED IN SEVERAL GRANTS AND FURTHER COLLABORATION AS HIGHLIGHTED BELOW.

- PANDA CAMS: TO SUPPORT PANDAS INTERNATIONAL'S MISSION TO ENSURE THE PRESERVATION AND PROPAGATION OF THE ENDANGERED GIANT PANDA. GRANT: \$100,000

- POLAR BEAR CAMS: TO SUPPORT POLAR BEARS INTERNATIONAL'S MISSION TO BE DEDICATED TO THE WORLDWIDE CONSERVATION OF THE POLAR BEAR AND ITS HABITAT THROUGH RESEARCH, STEWARDSHIP, AND EDUCATION. GRANT: \$250,000



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- BIRD CAMS: TO SUPPORT THE NATIONAL AUDUBON SOCIETY MISSION TO CONSERVE AND RESTORE NATURAL ECOSYSTEMS, FOCUSING ON BIRDS, OTHER WILDLIFE, AND THEIR HABITATS FOR THE BENEFIT OF HUMANITY AND THE EARTH'S BIOLOGICAL DIVERSITY. GRANT: \$500,000
- BROWN BEAR CAMS: TO SUPPORT KATMAI NATIONAL PARK AND PRESERVE'S MISSION TO PRESERVE AND PROTECT THE FIVE MILLION ACRES OF LAND FOR FUTURE GENERATIONS. GRANT: \$150,000

IN 2012, EXPLORE FURTHER SUPPORTED POLAR BEARS INTERNATIONAL'S 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.

SIMILAR TO THE POLAR BEAR CAM MODEL, EXPLORE LAUNCHED THE BROWN BEAR CAMS IN 2012. THE BROWN BEAR CAMS WERE CREATED AS A RESULT OF A 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 INSPIRED A DEDICATED COMMUNITY OF FAITHFUL VIEWERS AT EXPLORE.ORG/BEARS, POSTING 20,000 COMMENTS IN 2012, EVEN ALERTING RANGERS TO BEAR ACTIVITY.

#### PRESS & DISTRIBUTION

PRESS AND DISTRIBUTION INCREASED DURING 2012. FROM TV SEGMENTS ON CNN, MSNBC, CNBC, THE TODAY SHOW, AND STORIES ON CNN.COM, USA TODAY, HUFFINGTON POST, MASHABLE, KTLA, NPR, FOX NEWS, CHRISTIAN SCIENCE MONITOR, GLOBAL POST, INTERNATIONAL BUSINESS TIMES, TIME MAGAZINE, YAHOO AND THOUSANDS OF PLACEMENTS IN THE ASSOCIATED PRESS AND REUTERS, ADDITIONAL PUBLICATIONS, AND BLOGS TOTAL MEDIA IMPRESSIONS ARE ESTIMATED AT OVER 100 MILLION. MEDIA IMPRESSIONS ARE THE NUMBER OF PEOPLE WHO MAY HAVE SEEN AN ARTICLE, HEARD SOMETHING ON THE RADIO OR IN A PODCAST, WATCHED SOMETHING ON TELEVISION, OR READ SOMETHING ON A WEB PAGE OR BLOG.

EXPLORE EXPANDED ITS REACH WITH INTERNATIONAL PRESS IN CANADA, INDIA, JAPAN, CHINA, AUSTRALIA AND THROUGHOUT EUROPE.

IN 2012 EXPLORE FOCUSED ON CULTIVATING 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 EXPLORE'S CONTENT. EXPLORE UTILIZES THE POWER OF SOCIAL MEDIA BY ACTIVATING AND INSPIRING COMMUNITIES ON FACEBOOK, TWITTER,

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

INSTAGRAM, PINTEREST AND TUMBLR.

IN 2012:

- 3,476,352 PEOPLE VISITED EXPLORE.ORG
- 15,528,770 PAGEVIEWS ACROSS ALL EXPLORE LIVE CAMS
- 35,008,528 PEOPLE VIEWED PAGES ON EXPLORE.ORG
- PEOPLE FROM OVER 223 COUNTRIES AND TERRITORIES VISITED EXPLORE.ORG
- OVER 400,000 PEOPLE "LIKE" THE EXPLORE DOGS (DOG BLESS YOU) FACEBOOK PAGE (FACEBOOK.COM/EXPLOREDOGS)

FORM 990PF - GENERAL EXPLANATION ATTACHMENTSUMMARY OF DIRECT CHARITABLE ACTIVITIES  
FORM 990-PF, PART IX-A

## ANNENBERG LEARNER, WASHINGTON, DC

ANNENBERG LEARNER, AN INITIATIVE OF THE ANNENBERG FOUNDATION, ADVANCES EXCELLENT TEACHING IN AMERICAN SCHOOLS BY DEVELOPING AND PROVIDING ACCESS TO PROFESSIONAL DEVELOPMENT RESOURCES FOR TEACHERS. THESE RESOURCES HELP TEACHERS UPDATE THEIR KNOWLEDGE OF CONTENT IN THEIR SUBJECT AREA AND OF CURRENT RESEARCH ON LEARNING. TO PRODUCE THESE VIDEO, WEB, AND PRINT-BASED RESOURCES, ANNENBERG LEARNER CONTRACTS WITH AWARD-WINNING MULTIMEDIA PRODUCERS WORKING WITH ACADEMIC EXPERTS IN EACH DISCIPLINE. THESE MULTIMEDIA RESOURCES ARE DISTRIBUTED IN HARD COPY FORMAT (PRINT GUIDES AND DVDS) AS WELL AS IN ELECTRONIC FORM THROUGH ITS WEB SITE: WWW.LEARNER.ORG

USERS CAN VIEW ALL RESOURCES INCLUDING VIDEO, TEXT MATERIALS, AND INTERACTIVE EXHIBITS AT NO COST THROUGH LEARNER.ORG, WHICH WAS ONE OF THE TOP THREE MOST USED SITES FOR TEACHER PROFESSIONAL DEVELOPMENT, BASED ON GOOGLE SEARCHES. ANNENBERG LEARNER'S MOST USED WORKSHOPS BASED ON WEB TRAFFIC IN THE PAST YEAR HAVE BEEN PRIMARY SOURCES: WORKSHOPS IN AMERICAN HISTORY, TEACHING READING K-2 WORKSHOP, AND TEACHING READING 3-5 WORKSHOP. TOP VIEWED COURSES IN 2012 WERE AMERICA'S HISTORY IN THE MAKING, THE HABITABLE PLANET: A SYSTEMS APPROACH TO ENVIRONMENTAL SCIENCE, AND ART THROUGH TIME: A GLOBAL VIEW.

TWO RESOURCES PREMIERED IN FY 2012. THE FIRST WAS ECONOMICS USA: 21ST CENTURY EDITION, AN UPDATE TO A POPULAR AND HIGHLY ACCLAIMED VIDEO SERIES IN INTRODUCTORY ECONOMICS. THE UPDATE INCLUDED NEW CASE STUDIES DEALING WITH RECENT ECONOMIC EVENTS AND A COORDINATED WEB SITE. A PROFESSIONAL DEVELOPMENT MULTIMEDIA COURSE FOR K-12 TEACHERS, TITLED NEUROSCIENCE & THE CLASSROOM: MAKING CONNECTIONS WAS ALSO LAUNCHED. THE COURSE COVERS THE FUNDAMENTALS OF THE NEWLY EMERGING FIELD OF NEUROSCIENCE AND LEARNING. TEACHERS GAIN INSIGHTS FROM NEUROSCIENCE RESEARCH AND EXPLORE HOW TO APPLY THEM IN THEIR TEACHING. IN ADDITION, ANNENBERG LEARNER DEVELOPED LEARNER EXPRESS, A CURATED COLLECTION OF VIDEO CLIPS THAT ILLUSTRATE SCIENCE AND MATH CONCEPTS FOR USE IN STEM-RELATED CURRICULUM AND IN ADOPTING THE COMMON CORE STATE STANDARDS.

ANNENBERG LEARNER CONTINUES ITS OUTREACH TO THE EDUCATION COMMUNITY WORKING WITH NATIONAL ORGANIZATIONS IN MATERIALS PRODUCTION AND DISTRIBUTION. STAFF ATTENDED NATIONAL CONFERENCES INCLUDING NATIONAL SCIENCE TEACHER'S ASSOCIATION, NATIONAL COUNCIL FOR THE TEACHERS OF MATHEMATICS, THE AMERICAN COUNCIL ON THE TEACHING OF FOREIGN LANGUAGES, AND THE NATIONAL COUNCIL FOR TEACHERS OF ENGLISH. SOCIAL MEDIA CAMPAIGNS

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

CONTINUED THROUGH FACEBOOK, TWITTER, YOUTUBE, GOOGLE+, AND PINTEREST. THE ANNENBERG LEARNER BLOG, LEARNERLOG, WAS LAUNCHED, PROVIDING 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 20TH YEAR WITH ANNENBERG LEARNER. IN 2012, JOURNEY NORTH ENGAGED MORE THAN 1 MILLION STUDENTS AT 53,000 REGISTERED SCHOOL AND INFORMAL EDUCATION SITES. DATA COLLECTED AND REPORTED TO JOURNEY NORTH WAS PUBLISHED IN TWO SCIENTIFIC PAPERS, ONE ON HUMMINGBIRD POPULATIONS AND ANOTHER ON MONARCH BUTTERFLIES. IN 2012, JOURNEY NORTH ADDED LEARNING MODULES LINKED TO ANNENBERG FOUNDATION-FUNDED EXPLORE.ORG'S REMOTE ANIMAL CAMERAS TO SHOW IN REAL TIME HOW ANIMALS REACT TO SEASONAL CHANGE.

NUMBER OF SEMESTER-LONG TEACHER WORKSHOPS AND COURSES PROVIDED TO SCHOOLS AND TEACHERS: 103

NUMBER OF ANNENBERG LEARNER EDUCATIONAL WEB PAGES VIEWED: 10 MILLION PER MONTH, ON AVERAGE

NUMBER OF PROGRAMS DISTRIBUTED ON DVD IN THE U.S.: 70,000

NUMBER OF COUNTRIES OUTSIDE THE U.S. USING ANNENBERG LEARNER EDUCATIONAL VIDEOS: 195

THE FOUNDATION WISHES TO SUPPLY ADDITIONAL INFORMATION AS FOLLOWS:

BALLONA URBAN ECOLOGY CENTER - CHARITABLE ACTIVITIES:

THE ANNENBERG FOUNDATION IS COLLABORATING WITH THE CALIFORNIA DEPARTMENT OF FISH AND WILDLIFE, THE CALIFORNIA COASTAL CONSERVANCY AND THE SANTA MONICA BAY RESTORATION COMMISSION ("PROJECT PARTNERS") ON THE PLANNING OF AN URBAN ECOLOGY CENTER AT THE BALLONA WETLANDS ECOLOGICAL RESERVE IN LOS ANGELES, ON A PORTION OF THE RESERVE KNOWN AS "PARCEL C-SOUTH."

THE URBAN ECOLOGY CENTER IS A NEW CUTTING EDGE CONCEPT IN PHILANTHROPY AND PUBLIC PRIVATE PARTNERSHIPS. IT IS BEING DESIGNED TO PROVIDE EXHIBITS AND PROGRAMMING THAT HIGHLIGHT KEY ASPECTS OF THE INTERFACE BETWEEN THE FLORA AND FAUNA OF THE BALLONA WETLANDS IN THE CONTEXT OF THE GREATER LOS ANGELES URBAN ECOSYSTEM. IT WOULD FEATURE LIVE ANIMAL EXHIBITS ON WILDLIFE AND DOMESTIC ANIMALS, AND INCLUDE A COMPANION ANIMAL ADOPTION PROGRAM. PROGRAMMING WOULD INCLUDE INTERPRETATION ABOUT ANIMALS AND THEIR HABITATS; PROPER WAYS TO ENJOY THE OUTDOORS WITH PETS IN WAYS THAT ARE RESPECTFUL OF SENSITIVE NATURAL ECOSYSTEMS; THE CULTURAL HISTORY

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

OF THE AREA; AND CLASSES AND WORKSHOPS DESIGNED TO PROMOTE AND FACILITATE RESPONSIBLE OUTDOOR RECREATION.

ONE OF THE KEY GOALS OF THE FOUNDATION WOULD BE TO SUPPORT PROGRAMS CURRENTLY RUN AT THE BALLONA WETLANDS ECOLOGICAL RESERVE, SUCH AS OFFERING MARSH AND DUNE TOURS; PROVIDING PROGRAM SPACE FOR CLASSES AND LECTURES TO FURTHER THE CURRENT VOLUNTEER-LED HABITAT RESTORATION PROGRAM; AND PROMOTING NATURE STUDY, BIRD WATCHING CLASSES AND TOURS.

DURING 2012, THE PLANNING TEAM CONTINUED TO WORK TOWARD ESTABLISHING AN EFFECTIVE PARTNERSHIP WITH ORGANIZATIONS ASSOCIATED WITH THE BALLONA WETLANDS. THE CONCEPT OF CREATING AN URBAN ECOLOGY CENTER AT PARCEL C-SOUTH WAS EXPLORED, WITH COMMUNITY AND PROJECT PARTNER INPUT ABOUT WHAT RESIDENTS AND VISITORS WOULD MOST APPRECIATE AT THE SITE. THE PARTIES AGREE THAT CRITICAL ELEMENTS OF THE URBAN ECOLOGY CENTER WILL INCLUDE A SITE-WIDE GATEWAY, TRAILS, INTERPRETATION, PROGRAMMING, AND EDUCATION ABOUT URBAN ECOLOGY, WILDLIFE AND DOMESTIC ANIMALS. THE ANNENBERG FOUNDATION SIGNED A MEMORANDUM OF UNDERSTANDING WITH THE PROJECT PARTNERS REGARDING THE SCOPE AND FOCUS OF THE PROPOSED PROJECT IN JANUARY, 2013.

THE PLANNING TEAM FURTHER BEGAN TO EXPLORE AND DEFINE THE PROJECT DESCRIPTION FOR THE ENVIRONMENTAL IMPACT REPORT/ENVIRONMENTAL IMPACT STATEMENT (EIR/EIS). THE DRAFT EIR IS SCHEDULED TO COME OUT IN EARLY 2014. PARTNERS CONTINUE TO AIM FOR A LATE 2014 GROUNDBREAKING FOR THE PROJECT.

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EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #1-7  
FORM 990-PF, PART XV

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #1-7

1 - AEGIS TRUST

10-258 / AEG002

ADDRESS: THE HOLOCAUST CENTRE LAXTON NEWARK, NOTTINGHAMSHIRE UNITED  
KINGDOM NG22 9ZG

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: JUNE 4, 2010

TOTAL GRANT AMOUNT: \$250,000

DATES AND AMOUNTS OF PAYMENTS:

06/16/2010 - \$187,500

03/18/2011 - \$62,500

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE OPERATIONS OF THE KIGALI GENOCIDE MEMORIAL AND MEMORIAL GARDENS (KGM), SUSTAINABILITY EFFORTS, THE WALL OF NAMES, AND NATIONAL GENOCIDE ARCHIVE OF THE CENTRE, THE SITE OF BURIAL FOR AROUND 250,000 VICTIMS OF THE 1994 RWANDAN GENOCIDE THAT SERVES AS THE FOCAL POINT FOR MEMORIALIZATION IN RWANDA. KGM WORKS TO CONTRIBUTE TO REBUILDING DEMOCRATIZATION, UNITY, AND RECONCILIATION WITHIN RWANDAN SOCIETY THROUGH PROGRAMS THAT ACKNOWLEDGE SURVIVORS; EDUCATE THE YOUNGER GENERATIONS ABOUT THE CAUSES OF GENOCIDE; ACT AS A REMINDER FOR THE INTERNATIONAL COMMUNITY, AND PROVIDE A FACILITY FOR DOCUMENTATION. ADDITIONALLY, THE ORGANIZATION WILL WORK TO BUILD FINANCIAL SUSTAINABILITY BY EXPANDING THE MUSEUM CAFE AND BOOKSTORE, AND HIRING STAFF TO ENSURE LONGER DAILY OPERATIONS, AS WELL AS CREATING AUDIO GUIDED TOURS THAT WILL BE OFFERED TO VISITORS AT A COST ABOVE THE ADMISSION RATE.

LASTLY, KGM WILL FINALIZE THE DESIGN FOR THE WALL OF NAMES, WHICH WILL BE A MEMORIAL TO THE INDIVIDUALS KILLED DURING THE GENOCIDE. THE CURRENT DESIGN IS MODELED ON THE UNITED STATES VIETNAM MEMORIAL, WITH THE NAMES ETCHED INTO BLACK POLISHED GRANITE. THE ORGANIZATION WILL ALSO MAKE ITS EXTENSIVE ARCHIVE AVAILABLE TO USERS INTERNATIONALLY. SINCE THE OPENING OF THE CENTRE, ALL PHOTOGRAPHS, FILM, TESTIMONY, AND ARTIFACTS ACQUIRED HAVE BEEN SYSTEMATICALLY DOCUMENTED. THE DOCUMENTATION HAS SERVED AS AN INTEGRAL PART OF THE EXHIBITION DEVELOPMENT, BUT WILL NOW SERVE AS A RESOURCE FOR ACADEMIC RESEARCH, EDUCATIONAL PROGRAMS, AND INFORMATION ABOUT BOTH RWANDA AND THE STUDY OF GENOCIDE.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENTS - \$250,000

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## EXPENDITURES:

JUNE - DECEMBER 2010 - \$175,000  
JANUARY 1 - DECEMBER 31, 2011  
EDUCATION - STUDENT WORKSHOPS - \$45,000  
EDUCATION - EVALUATION - \$5,000  
WALL OF NAMES - \$10,000  
KIGALI GENOCIDE MEMORIAL CENTRE - \$15,000  
TOTAL EXPENDITURES: \$250,000  
BALANCE AT DECEMBER 31, 2011: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

02/28/2011  
09/24/2012

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2011, THE AEGIS TRUST CONTINUED ITS PROGRAMMATIC AND CAPACITY BUILDING EFFORTS OF THE KIGALI GENOCIDE MEMORIAL CENTRE (KGMC) . THE GENOCIDE ARCHIVE OF RWANDA, THE FIRST ARCHIVE IN RWANDA TO DOCUMENT THE 1994 GENOCIDE IN ONLINE DIGITAL AND PHYSICAL FORMATS, EMPLOYED 11 PERMANENT STAFF MEMBERS. AEGIS TRUST DEVELOPED A 3-YEAR INCOME STRATEGY TO SUPPORT THE RUNNING COSTS OF THE ARCHIVE, WHICH INCLUDES THE CULTIVATION OF PARTNERSHIPS, DONOR SOCIETIES AND MEMBERSHIP, GENERATION OF LOCAL INCOMES, AND GRANT APPLICATIONS. IN ADDITION, ARCHIVE STAFF COLLABORATED WITH THE SHOAH FOUNDATION INSTITUTE TO CREATE DIGITAL COPIES OF 50 RWANDAN GENOCIDE SURVIVOR TESTIMONIES. HELPED BY NEW MANAGEMENT STRUCTURE AND PRIORITIZATION OF THE VISITOR EXPERIENCE THAT NOW INCLUDES RENTAL AUDIO GUIDES, KGMC HAS SEEN AN INCREASE IN VISITORS, RESULTING IN A SUBSTANTIAL INCREASE IN REVENUE FROM AROUND \$13,000 TO \$28,000 PER MONTH.

KGMC CONTINUED ITS EDUCATIONAL WORKSHOPS THAT WERE LAUNCHED IN 2009 AND CO-CREATED WITH RWANDAN STAFF AND INTERNATIONAL ADVISORS, AND ARE FACILITATED BY TWO CREDENTIALLED TEACHERS. IN 2011, 79 WORKSHOPS WERE HELD REACHING 2,648 STUDENTS. ALL STUDENTS PARTICIPATED IN STIMULATING CRITICAL THINKING SESSIONS WHERE THEY BECAME AWARE OF THEIR INDIVIDUAL AND COLLECTIVE RESPONSIBILITIES AS THE YOUTH OF RWANDA TODAY AND THE IMPORTANCE OF TAKING ACTION.

2 - AEGIS TRUST  
11-1071 / AEG002

ADDRESS: THE HOLOCAUST CENTRE LAXTON NEWARK, NOTTINGHAMSHIRE UNITED KINGDOM NG22 9ZG

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: SEPTEMBER 12, 2011  
TOTAL GRANT AMOUNT: \$50,000  
DATES AND AMOUNTS OF PAYMENTS:  
11/10/2011 - \$50,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE OPERATIONS OF THE KIGALI MEMORIAL CENTRE, WHICH IS THE SITE OF BURIAL FOR AROUND 250,000 VICTIMS OF THE 1994 RWANDAN GENOCIDE THAT SERVES AS THE FOCAL POINT FOR MEMORIALIZATION IN RWANDA. OPERATED BY THE AEGIS TRUST, THE CENTRE INCLUDES THREE PERMANENT EXHIBITIONS, THE LARGEST OF WHICH DOCUMENTS THE GENOCIDE IN 1994. THE PURPOSE OF THE EXHIBITION IS TO EXPLAIN TO VISITORS THE MECHANISMS THAT LED TO THE GENOCIDE IN RWANDA. IT UNFOLDS THE CONVOLUTED HISTORY OF THE REGION, THE RELATIONSHIP BETWEEN THE GROUPS IN RWANDA IN THE PAST, AND THE CONSEQUENCES OF THE DIVISION THAT WAS CREATED THROUGH EXISTING DISCRIMINATORY POLICIES.

IN ADDITION, THE CENTRE INCLUDES A CHILDREN'S MEMORIAL, DEDICATED TO THE MEMORY OF THE MANY THOUSANDS OF CHILDREN WHOSE LIVES WERE SO CRUELLY AND INTENTIONALLY CUT SHORT. EACH OF THE FOURTEEN WINDOWS DETAILS THE LIFE AND DEATH OF A SINGLE CHILD. THE EDUCATION CENTRE, MEMORIAL GARDENS AND NATIONAL DOCUMENTATION CENTRE OF THE GENOCIDE ALL CONTRIBUTE TO A MEANINGFUL TRIBUTE TO THOSE WHO PERISHED, AND FORM A POWERFUL EDUCATIONAL TOOL FOR THE NEXT GENERATION.

## FINANCIAL SUMMARY

REVENUE:  
GRANT PAYMENT - \$50,000

EXPENDITURES:  
EDUCATION PROGRAM - \$30,000  
MEMORIAL EXPENSES (EXPANSION STUDIES AND SURVEYS) - \$10,000  
COSTS TO OPERATE THE MUSEUM - \$10,000  
TOTAL EXPENDITURES: \$50,000  
REMAINING BALANCE: \$0

DATES OF REPORTS RECEIVED FROM GRANTEE:  
7/23/12

FY12UPDATE: THE AEGIS TRUST CONTINUED PEACE-BUILDING EDUCATION WORKSHOPS WITH RWANDAN CHILDREN, WHILE PLANNING FOR A MAJOR EXPANSION OF THE



FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PROGRAM IN 2013 AND 2014. THIS INCLUDED A REVIEW OF COMMUNICATIONS MATERIALS AND MESSAGING. THE ORGANIZATION CONDUCTED A TOPOGRAPHICAL SURVEY, ENGINEERING ASSESSMENT, AND CREATION OF BILL OF QUANTITIES FOR PHASE ONE OF AN EXPANSION TO THE MEMORIAL, WHICH WILL BE PART OF A CAPITAL CAMPAIGN IN 2014 ON THE 20TH ANNIVERSARY OF THE GENOCIDE. THE ORGANIZATION ALSO SUPPORTED ONGOING OPERATIONS, AS IT DOES NOT CHARGE AN ENTRY FEE FOR VISITORS.

3 - AEGIS TRUST  
12-393 / AEG002  
ADDRESS: THE HOLOCAUST CENTRE LAXTON NEWARK, NOTTINGHAMSHIRE UNITED KINGDOM NG22 9ZG  
FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: OCTOBER 12, 2012  
TOTAL GRANT AMOUNT: \$100,000  
DATES AND AMOUNTS OF PAYMENTS:  
11/1/2012 - \$70,000  
2/8/2013 - \$30,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE OPERATIONS OF THE KIGALI GENOCIDE MEMORIAL CENTRE, WHICH IS THE SITE OF MASS GRAVES OF SOME 259,000 VICTIMS OF THE 1994 RWANDAN GENOCIDE, TOGETHER WITH MEMORIAL GARDENS, EXHIBITIONS, A DOCUMENTATION CENTER, AND OTHER FACILITIES. OPERATED BY THE AEGIS TRUST, THE OVERALL PURPOSE AND OBJECTIVE FOR THE MEMORIAL AND ITS PROGRAMS IS TO STRENGTHEN SOCIAL COHESION, PROMOTE PEACE-BUILDING EDUCATION ACTIVITIES, AND TO CONTRIBUTE TO THE HEALING AND REBUILDING OF A SOCIETY DAMAGED BY ITS PAST. IT IS ALSO A MESSAGE OF LEARNING FOR THOSE OUTSIDE RWANDA ABOUT THE DANGERS OF PREJUDICE, HATRED, AND DIVISION, TO INSPIRE A GREATER SENSE OF VALUES ABOUT OUR COMMON HUMANITY.

THE CENTRE HAS FIVE PRIMARY ACTIVITIES: A MEMORIAL FOR VISITORS; A DOCUMENTATION CENTER WITH A PHYSICAL AND DIGITAL ARCHIVE TO FACILITATE LEARNING ABOUT THE GENOCIDE; THE PEACE-BUILDING EDUCATION PROGRAM FOR RWANDAN STUDENTS TO UNDERSTAND THEIR HISTORY AND BE INSPIRED TO BUILD PEACE IN THEIR COMMUNITIES; THE REBUILDING LIVES PROGRAM, WHICH OFFERS SUPPORT TO WIDOWS AND ORPHANS WHOSE TESTIMONIES OF THE EVENTS OF THE GENOCIDE ARE ARCHIVED AT THE MEMORIAL, AND SOCIAL ENTERPRISES LIKE EDUCATIONAL AUDIO GUIDES AND MUSEUM CAFÉ AND GIFT SHOP TO GENERATE REVENUE FOR THE CENTRE, WHICH DOES NOT RECEIVE FUNDING FROM THE RWANDAN GOVERNMENT, AND DOES NOT CHARGE AN ENTRY FEE.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENTS - \$70,000

## EXPENDITURES:

EDUCATION PROGRAM - \$25,000

KGM - EXPANSION PROGRAM CONTINUING COSTS - \$10,000

GENERAL OPERATIONAL SUPPORT - \$35,000

TOTAL EXPENDITURES: \$70,000

BALANCE AT DECEMBER 31, 2012: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

1/31/2013

FY12 UPDATE: THE AEGIS TRUST CONTINUED THE PROGRAMMATIC EFFORTS OF THE KIGALI GENOCIDE MEMORIAL CENTRE (KGM). DURING 2012, THE CENTRE SAW AN INCREASE IN VISITORS BY 12,306 COMPARED TO 2011; THIS INCREASE IS DUE TO MORE EFFORTS MADE THE LOCAL GOVERNMENT TO ATTRACT FOREIGN TOURISTS, INVESTORS, AND VARIOUS INTERNATIONAL CONFERENCES. THE KGM HAS ALSO INCREASED THE NUMBER OF BURIALS OF TUTSI PEOPLE KILLED IN THE 1994 GENOCIDE FROM 128 TO 138; THE TOTAL OF REMAINS INTERRED IS EXCESS OF 250,000. MORE THAN 12,000 SCHOOL CHILDREN HAVE SPENT THE DAY AT SPECIAL EDUCATION TRAINING AT KGM.

## 4 - ANNENBERG FOUNDATION TRUST AT SUNNYLANDS

05-164 / ANN010

ADDRESS: 70-177 HIGHWAY 111, SUITE 202, RANCHO MIRAGE, CA 92270

FYE DATE: JUNE 30

PRIVATE OPERATING FOUNDATION

NON-QUALIFYING DISTRIBUTION

GRANT DATE: SEPTEMBER 17, 2004

TOTAL GRANT AMOUNT: \$125,000,000

DATES AND AMOUNTS OF PAYMENTS:

08/29/08 - \$5,000,000

01/09/09 - \$6,200,000

07/06/09 - \$3,200,000

10/01/09 - \$4,500,000

01/07/10 - \$3,200,000

04/09/10 - \$4,100,000

07/01/10 - \$10,000,000 (IN-KIND TRANSFER OF ASSETS)

07/01/10 - \$5,500,000

10/04/10 - \$3,400,000

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

11/01/10 - \$18,333,334  
01/07/11 - \$600,000  
04/08/11 - \$2,300,000  
07/15/11 - \$2,000,000  
11/18/11 - \$28,333,333  
11/30/12 - \$28,333,333

PURPOSE OF GRANT: TO FUND THE PROGRAMS OF THE ANNENBERG FOUNDATION TRUST AT SUNNYLANDS ("TRUST"). IT IS ANTICIPATED THAT A PORTION OF THE GRANT WILL BE USED FOR THE CONSTRUCTION OF A VISITOR CENTER LOCATED JUST NORTH OF SUNNYLANDS ON A PORTION OF AN APPROXIMATELY 68 ACRE UNIMPROVED PORTION OF THE SUNNYLANDS ESTATE. THE VISITOR CENTER IS ANTICIPATED TO COST APPROXIMATELY \$40 MILLION. THE FOUNDATION WILL PROVIDE ONGOING PAYMENTS TO THE SUNNYLANDS TRUST FOR THIRD-PARTY COSTS ("BUILDING COSTS") INCURRED BY THE SUNNYLANDS TRUST IN CONNECTION WITH THE PLANNING, DESIGN AND CONSTRUCTION OF THE VISITOR CENTER. THE CENTER WILL HOST CONFERENCES CONSISTENT WITH ITS MISSION, AND WILL HAVE EXHIBITS OPEN TO THE GENERAL PUBLIC.

## FINANCIAL SUMMARY

FYE JUNE 30, 2013:

BEGINNING BALANCE - \$1,289,267  
GRANT PAYMENTS/EARNED INTEREST - \$28,334,965  
TRANSFERS FROM ENDOWMENT - \$684,484  
INVESTMENT EXPENSE - (\$1,920)  
TRANSFERS TO ENDOWMENT - (\$29,131,503)  
TOTAL EXPENDITURES: \$29,131,503  
BALANCE AT JUNE 30, 2013: \$1,175,294

## TOTAL TO DATE:

BEGINNING BALANCE - \$0  
GRANT PAYMENTS/EARNED INTEREST - \$125,049,500  
INVESTMENT EXPENSE - (\$20,731)  
TRANSFERS TO ENDOWMENT - (\$123,853,475)  
BALANCE AT JUNE 30, 2013: \$1,175,294

## DATES OF REPORTS RECEIVED FROM GRANTEE:

10/6/2009  
10/5/2010  
09/9/2011  
11/1/2012  
10/1/2013

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FY13 UPDATE: CONSTRUCTION ON THE 15,000 SQUARE FOOT ANNENBERG CENTER AND GARDENS, LOCATED IN RANCHO MIRAGE, CALIFORNIA, WAS ESSENTIALLY COMPLETE AS OF JUNE 30, 2011. SUNNYLANDS CONTINUED CONDUCTING ITS VERY POPULAR TOURS OF THE HISTORIC ESTATE AND THE CENTER AND GARDENS. FROM JULY 1, 2012 - JUNE 30, 2013, THE CENTER WELCOMED 71,642 VISITORS, WHO WERE ABLE TO PARTICIPATE IN FAMILY PROGRAMS CELEBRATING THE ARTS AND CULTURE OF THE KWAKIUTL, AS WELL AS NATURE EDUCATION PROGRAMMING. THE ORGANIZATION PUBLISHED TWO BOOKS RELATED TO TWO EXHIBITIONS FEATURED AT THE CENTER, "REGENCY ELEGANCE: ENGLISH SILVER-GILT AT SUNNYLANDS," AND "IMPERIAL SPLENDOR: CHINESE CLOISONNE AT SUNNYLANDS."

THE CENTER AND GARDENS WAS OPEN FREE TO THE PUBLIC ON THURSDAYS - SUNDAYS FROM 9AM TO 4PM; CLOSED DURING THE MONTHS OF JULY AND AUGUST. A RANGE OF FREE PUBLIC PROGRAMS INCLUDING CENTER & GARDENS WALKS, GARDENS WALKS, BIRD WALKS, FAMILY DAYS, PROGRAMS FOR YOUNG ADULTS, AND CLASSES FOR PARTNER ORGANIZATIONS LIKE FIRST TEE AND BIG BROTHERS/BIG SISTERS WERE OFFERED REGULARLY ONSITE. LECTURES FOR ADULTS WERE ORGANIZED AND PRESENTED IN PARTNERSHIP WITH THE CITY OF RANCHO MIRAGE PUBLIC LIBRARY.

5 - ANNENBERG FOUNDATION TRUST AT SUNNYLANDS

ANN010

ADDRESS: 71-231 TAMARISK LANE, RANCHO MIRAGE, CA 92270

FYE DATE: JUNE 30

PRIVATE OPERATING FOUNDATION

NON-QUALIFYING DISTRIBUTION

GRANT DATE: \$250,000,000

TOTAL GRANT AMOUNT: SEPTEMBER 17, 2004

DATES AND AMOUNTS OF PAYMENTS:

5/14/2001 - \$250,000,000

PURPOSE OF GRANT: TO FUND THE CHARITABLE PROGRAMS OF THE ANNENBERG FOUNDATION TRUST AT SUNNYLANDS ("TRUST"). ALL PROGRAMS ARE ACTIVELY DIRECTED BY THE TRUST WITH THE ASSISTANCE OF THE ANNENBERG PUBLIC POLICY CENTER THROUGH AN ADMINISTRATIVE SERVICES AGREEMENT. THE TRUST WAS ESTABLISHED TO ADVANCE PUBLIC UNDERSTANDING OF AND APPRECIATION FOR DEMOCRACY AND TO ADDRESS SERIOUS ISSUES FACING THE COUNTRY AND THE WORLD.

DURING THE FISCAL YEAR ENDING JUNE 30, 2013, FOCUSED ON FOUR AREAS, ALL IN ACCORDANCE WITH THE DECLARATION OF TRUST: (1) IMPROVING THE INSTITUTIONS OF DEMOCRACY BY FOCUSING ON WAYS TO IMPROVE THE FUNCTIONING

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

OF THE THREE BRANCHES OF GOVERNMENT; (2) ISSUES FACING THE PACIFIC RIM AND RELATIONS BETWEEN NATIONS OF THE REGION; (3) EDUCATION, WITH AN EMPHASIS ON THE IMPACT OF COMMUNICATION TECHNOLOGY, AND (4) HEALTH. IN ADDITION, THE ORGANIZATION HELD TWO RETREATS AND SEVERAL SMALLER EVENTS WHICH EMPHASIZED ARTS, ARCHITECTURE, AND LEGACY OF THE ANNENBERGS AT SUNNYLANDS. THE TRUST ALSO CONTINUED ITS COLLABORATION WITH THE ANNENBERG PUBLIC POLICY CENTER FOCUSED ON CIVICS EDUCATION AND THE FUNCTIONING OF DEMOCRATIC INSTITUTIONS.

THE TRUST HELD FIVE RETREATS, CULMINATING IN THE JUNE 2013 HISTORIC SUMMIT BETWEEN PRESIDENT OBAMA AND PRESIDENT XI JINPING OF CHINA. THE SUMMIT WAS THEIR FIRST FACE-TO-FACE MEETING, AND RESULTED IN A HISTORIC AGREEMENT ON THE REDUCTION OF GREENHOUSE GASES, AS WELL AS THE DEVELOPMENT OF A NEW APPROACH TO RELATIONS WITH NORTH KOREA.

## FINANCIAL SUMMARY

FYE JUNE 30, 2013:

BEGINNING BALANCE - \$314,646,106  
GROWTH BEFORE OPERATING EXPENSES - \$43,529,619  
INVESTMENT EXPENSE - (\$965,962)  
TRANSFERS FROM ENDOWMENT - (\$684,484)  
TRANSFERS TO ENDOWMENT - \$27,860,053  
EXPENDITURES (PROGRAM, OPERATIONS, ADMINISTRATIVE AND CONSTRUCTION) - (\$11,116,529)  
BALANCE AT JUNE 30, 2013 - \$373,268,802

## TOTAL TO DATE:

BEGINNING BALANCE - \$250,000,000  
GROWTH BEFORE OPERATING EXPENSES- \$162,735,170  
TRANSFERS FROM ENDOWMENT - \$0  
TRANSFERS TO ENDOWMENT - \$84,526,720  
EXPENDITURES - (\$123,993,088)  
BALANCE AT JUNE 30, 2013: \$373,268,802

## DATES OF REPORTS RECEIVED FROM GRANTEE:

8/5/2004  
9/30/2008  
10/6/2009  
10/5/2010  
11/1/2012  
10/1/2013

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

6 - ASSOCIATION TE MANA O TE MOANA  
11-114/TEM002  
ADDRESS: BP 1374 PAPETOAI, MOOREA 98729, FRENCH POLYNESIA  
FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: DECEMBER 7, 2010  
TOTAL GRANT AMOUNT: \$25,000  
DATES AND AMOUNTS OF PAYMENTS:  
01/14/2011 - \$25,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE FRENCH POLYNESIA SEA TURTLE OBSERVATORY, WHICH WILL PROVIDE A FORMALIZED STRUCTURE SEA TURTLE RESEARCH AND MONITORING PROGRAMS IN COLLABORATION WITH LOCAL, REGIONAL, AND INTERNATIONAL SPECIALISTS, OTHER NON-GOVERNMENTAL ORGANIZATIONS (NGOS), AND SPECIES CONSERVATION NETWORKS. THE ORGANIZATION WILL BUILD UPON AND FURTHER DEVELOP CONSERVATION AND EDUCATIONAL EFFORTS ALREADY UNDERWAY IN MONITORING FOUR THREATENED SEA TURTLE SPECIES AND RAISING AWARENESS OF TURTLE HABITATS AND SITES OF GLOBAL CONSERVATION CONCERN. THE OBSERVATORY WILL ACT AS A REPOSITORY OF INFORMATION AND WILL BE A KEY TOOL FOR FUTURE TURTLE RESEARCH INCLUDING GENETIC STUDIES, MIGRATION PATTERNS, NEST MONITORING, BEACH EROSION AND HABITAT LOSS, AND STUDYING SEA TURTLE DIET.

THE OBSERVATORY WILL CONDUCT THE FOLLOWING ACTIVITIES: CREATING A FULL AND UPDATED LIBRARY ON SEA TURTLES, WITH SPECIFIC INFORMATION ON FRENCH POLYNESIAN STOCKS AND STUDIES OF HAWKSBILL AND GREEN SEA TURTLES; COLLABORATING WITH THE MOOREA SEA TURTLE CLINIC TO HELP THAT ORGANIZATION SET UP SATELLITE TAGGING OF FOUR REHABILITATED TURTLE SPECIES; DISTRIBUTING EDUCATIONAL MATERIALS IN FRENCH, TAHITIAN, AND ENGLISH TO FRENCH POLYNESIAN COMMUNITIES, OTHER SOUTH PACIFIC COUNTRIES, AND FRANCE; FURTHER DEVELOPING THE SEA TURTLE OBSERVATION NETWORK; PROVIDING TECHNICAL ASSISTANCE LOCAL NGOS WORKING ON NESTING MONITORING PROGRAMS AND IN-WATER OBSERVATION; DEVELOPING A DETAILED WEBSITE DEDICATED TO FRENCH POLYNESIAN SEA TURTLES, AND CREATING AN ANNUAL "DAY OF THE SEA TURTLE" EVENT IN PARTNERSHIP WITH THE WORLD OCEAN NETWORK.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENTS - \$25,000

## EXPENDITURES:

SATELLITE TAGS (4) AND FLIPPER TAGS (205) - \$4,387.70

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

NATIONAL BAND TAG APPLICATORS - \$429.30  
AMERIX SYSTEM FOR VEMCO SONDE - \$3,431.50  
CUSTOM FEES - \$140.30  
CLINIC WATER PUMP - \$306.10  
AIRLINE TICKET TO THE POLYNESIAN ISLANDS - \$1,943.40  
CLINIC HARDWARE - \$389.90  
FRET AND PASSENGER FERRY - \$382.50  
DESIGN AND INFOGRAPHY - \$1,993.50  
OFFICE SUPPLIES, PRINTING, AND TURTLE EDUCATION - \$1,119.20  
RESEARCH FEE - \$10,476.50  
TOTAL EXPENDITURES: \$25,000  
BALANCE AT DECEMBER 31, 2011: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

4/20/12

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2011, THE FRENCH POLYNESIA SEA TURTLE OBSERVATORY HELD THE OFFICIAL LAUNCH OF THE OBSERVATORY ON SEPTEMBER 27, 2011, WHICH PROVIDED AN OPPORTUNITY TO REACH OVER 100 PEOPLE, INCLUDING THE MINISTER OF ENVIRONMENT OF FRENCH POLYNESIA. AS A RESULT OF THE LAUNCH, THE OBSERVATORY BEGAN PROMOTING ITS WORK WITH TOURISM PROVIDERS TO SENSITIZE THEM TO THE PROTECTION OF SEA TURTLES AND ENCOURAGE THEM TO ENGAGE ACTIONS TO COLLECT AND SHARE DATA. IN ADDITION, THE OBSERVATORY CONTINUED ITS WORK IN CREATING A FULL AND UPDATED LIBRARY ON SEA TURTLES, WITH SPECIFIC INFORMATION ON FRENCH POLYNESIAN STOCKS AND STUDIES OF HAWKSBILL AND GREEN SEA TURTLES; COLLABORATED WITH THE MOOREA SEA TURTLE CLINIC TO HELP THAT ORGANIZATION SET UP SATELLITE TAGGING OF FOUR REHABILITATED TURTLE SPECIES; DISTRIBUTED EDUCATIONAL MATERIALS IN FRENCH, TAHITIAN, AND ENGLISH TO FRENCH POLYNESIAN COMMUNITIES, OTHER SOUTH PACIFIC COUNTRIES, AND FRANCE; FURTHER DEVELOPING THE SEA TURTLE OBSERVATION NETWORK; PROVIDED TECHNICAL ASSISTANCE LOCAL NGOS WORKING ON NESTING MONITORING PROGRAMS AND IN-WATER OBSERVATION AND DEVELOPED A DETAILED WEBSITE DEDICATED TO FRENCH POLYNESIAN SEA TURTLES.

7 - CARE FRANCE

11-1211/CAR006

ADDRESS: 17, RUE ARCHEREAU, 75019 PARIS, FRANCE

FYE DATE: JUNE 30

FOREIGN ORGANIZATION

GRANT DATE: DECEMBER 15, 2011

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

TOTAL GRANT AMOUNT: 250,000 EUROS (\$332,950)

## DATES AND AMOUNTS OF PAYMENTS:

01/23/2012 - 84,000 EUROS (\$108,780)

11/13/2012 - 83,000 EUROS (\$105,908)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED OVER THREE YEARS TO FURTHER THE ORGANIZATION'S CHARITABLE MISSION TO FIGHT AGAINST POVERTY AND TO PROVIDE ASSISTANCE AND AID UNDER ANY FORM WITH RESPECT TO TRAINING, EDUCATION, PROTECTION, HEALTH, AND NUTRITION TO THE MOST VULNERABLE PEOPLE IN FRANCE, EUROPE AND IN DEVELOPING COUNTRIES. CARE FRANCE IS PART OF CARE INTERNATIONAL, A NON-POLITICAL CONFEDERATION OF 12 ORGANIZATIONS AND ONE OF THE WORLD'S LARGEST PRIVATE INTERNATIONAL HUMANITARIAN NETWORKS, COMMITTED TO HELPING INDIVIDUALS AND FAMILIES IN POOR COMMUNITIES IMPROVE THEIR LIVES AND ACHIEVE LASTING VICTORIES OVER POVERTY. FROM ITS HEADQUARTERS IN PARIS, CARE FRANCE FACILITATES PROGRAMS AND INITIATIVES THAT WORK TO STRENGTHEN CAPACITY FOR SELF-HELP; PROVIDE ECONOMIC OPPORTUNITY; DELIVER RELIEF IN EMERGENCIES; INFLUENCE POLICY DECISIONS AT ALL LEVELS, AND ADDRESS DISCRIMINATION IN ALL ITS FORMS. ALTHOUGH CARE FRANCE SUPPORTS A VARIETY OF PROJECTS IN ITS EFFORTS TO RELIEVE POVERTY, INCLUDING EMERGENCY RESPONSE TO DISASTERS AND WARS, THE ORGANIZATION'S PRIMARY FOCUS IS PROJECTS IN THE FIELDS OF WATER AND SANITATION, EMERGENCY RELIEF, HIV/AIDS, MICROCREDIT, AND CHILD PROTECTION.

## AMOUNT EXPENDED BY GRANTEE:

## GRANT REVENUE:

GRANT PAYMENTS- 84,000 EUROS (\$108,780)

2010 FUND REPLENISHMENT- 2,292 EUROS

## EXPENDITURES:

MADAGASCAR'S DIPECHO (DISASTER PREPAREDNESS ECHO) III PROJECT - 10,232 EUROS

MOROCCO'S PRESCHOOL EDUCATION IN EL IRAQI - 36,175 EUROS

NIGER'S MAMANS LUMIERES (MOTHER LIGHT) PROJECT- 5,588 EUROS

CENTRAL AMERICA'S CHILD LABOR PROGRAMS - 29,872 EUROS

POVERTY, ENVIRONMENT AND CLIMATE CHANGE NETWORK (PECCN) - 4,425 EUROS

TOTAL EXPENDITURES: 86,292 EUROS

BALANCE AT JUNE 30, 2012: 0 EUROS

## DATE OF REPORTS RECEIVED FROM GRANTEE:



FORM 990PF - GENERAL EXPLANATION ATTACHMENT

9/30/2012

FY12 UPDATE: CARE FRANCE UTILIZED GRANT FUNDS TO SUPPORT PROGRAMMING IN MADAGASCAR, MOROCCO, NIGER, CENTRAL AMERICA, AND TO SUPPORT THE POVERTY, ENVIRONMENT AND CLIMATE CHANGE NETWORK (PECCN). IN MADAGASCAR, CARE FRANCE SUPPORTED THE DIPECHO (DISASTER PREPAREDNESS ECHO) III PROJECT TO REDUCE THE DESTRUCTIVE IMPACT OF CLIMATIC EVENTS AFFECTING THE LIVELIHOOD OF PEOPLE LIVING IN RISKY AREAS, WHICH SERVED 567,200 PEOPLE INCLUDING 113,400 FAMILIES. IN MOROCCO, THE ORGANIZATION WORKED TO PROMOTE AND IMPROVE THE QUALITY OF PRESCHOOL EDUCATION IN THE NEIGHBORHOOD OF EL IRAQI, WHICH SERVED 600 CHILDREN AND THEIR MOTHERS. IN NIGER, CARE FRANCE ASSISTED THE MAMANS LUMIERES (MOTHER LIGHT) PROJECT TO TAKE PRE-EMPTIVE ACTION TO REDUCE THE RISKS AND PREVENT MATERNAL AND CHILD MALNUTRITION IN THE ZINDER AND MARADI REGIONS, WHICH SERVED 37,400 INDIVIDUALS. IN CENTRAL AMERICA, THE ORGANIZATION WORKED TO COMBAT CHILD LABOR BY DEFENDING THE RIGHT TO EDUCATION AND A DECENT WORK LIFE FOR APPROXIMATELY 1,000 CHILDREN IN NICARAGUA, GUATEMALA, AND SALVADOR. FINALLY, CARE FRANCE SUPPORTED THE POVERTY, ENVIRONMENT AND CLIMATE CHANGE NETWORK (PECCN), A NETWORK CONSISTING OF PROFESSIONALS FROM CARE AND PARTNER ORGANIZATIONS, TO ADDRESS THE CHALLENGES OF ENVIRONMENTAL CHANGE FROM THE PERSPECTIVE OF THE WORLD'S POOREST AND MOST VULNERABLE PEOPLE. PECCN FOCUSED ITS EFFORTS ON WORKING WITH RURAL COMMUNITY MEMBERS TO IMPROVE THEIR LIVELIHOODS THROUGH BETTER MANAGEMENT AND GOVERNANCE OF NATURAL RESOURCES.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #8-14  
FORM 990-PF, PART XV

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #8-14

8 - CENTRO GOLFINHO ROTADOR

12-414 / CEN029

ADDRESS: RUA EURICO CAVALCANTI DE ALBUQUERQUE, 5 - VILA DO BOLDRÓ,  
FERNANDO DE NOROHA, PERNAMBUCO, BRAZIL, 53990-000

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: OCTOBER 24, 2012

TOTAL GRANT AMOUNT: \$200,000

DATES AND AMOUNTS OF PAYMENTS:

11/1/2012 - \$25,000

2/14/2013 - \$100,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED OVER TWO YEARS FOR RESEARCH AND EDUCATIONAL PROGRAMMING, WHICH INCLUDES THE MUSICAL PROGRAMMING OF MARACATU NAÇÃO NORONHA. SPECIFICALLY, GRANT FUNDS WILL BE ALLOCATED AS FOLLOWS:

- \$150,000 (\$75,000 PER YEAR) TO CONDUCT SCIENTIFIC RESEARCH ON SPINNER DOLPHINS AND THEIR NATURAL HISTORY THROUGH FIXED POINT OBSERVATIONS, BOAT SURVEYS, SCIENTIFIC EXPEDITIONS, DIVE SURVEYS, AND BIOLOGICAL MATERIAL COLLECTION.

-\$50,000 (\$25,000 PER YEAR) FOR EDUCATIONAL PROGRAMMING AND THE MUSICAL PROGRAMMING OF MARACATU NAÇÃO NORONHA. EDUCATIONAL PROGRAMMING WILL INCLUDE COMMUNITY WORKSHOPS AND YOUTH SUMMER PROGRAMS DIRECTED AT TOURISM SERVICE PROVIDERS AND STUDENTS OF THE ARCHIPELAGO SCHOOL OF FERNANDO DE NORONHA, AND FOCUSED ON MARINE ISSUES AND THE ECOLOGICAL INTER-RELATIONSHIPS OF THE MARINE ECOSYSTEM WITH THE DAILY LIVES OF PEOPLE. BROAD-BASED AWARENESS WILL BE MADE POSSIBLE THROUGH MEDIA, DOCUMENTARIES, AND THE ORGANIZATION'S WEBSITE. IN ADDITION, MARACATU NAÇÃO NORONHA, THE MUSICAL ENSEMBLE FORMED BY RESIDENTS OF FERNANDO DE NORONHA, WILL PERFORM ITS MIX OF BRAZILIAN, AFRICAN, AND EUROPEAN FOLKLORIC SOUNDS, AS WELL AS DEVELOP WORKSHOPS FOR THE COMMUNITY AND TOURISTS.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$25,000

EXPENDITURES:

SUSTAINABLE MANAGEMENT SYSTEM CONSULTANT - \$5,000

CENTER MANAGEMENT AND POLICY SUPPORT - \$5,000

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ARCHITECTURAL SERVICES - \$15,000  
TOTAL EXPENDITURES: \$25,000  
BALANCE AT DECEMBER 31, 2012: \$0

DATES OF REPORTS RECEIVED FROM GRANTEE:  
01/18/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, THE CENTRO GOLFINHO ROTADOR CONTINUED ITS EFFORTS TO MAKE THE INTERNAL OPERATIONS OF THE ORGANIZATION MORE SUSTAINABLE. THE TEAM CONVENED FOUR TIMES TO DISCUSS HOW THE ORGANIZATION'S DAILY ROUTINES CAN BE ALIGNED WITH THE IMPLEMENTATION OF A NEW ENVIRONMENTAL MANAGEMENT SYSTEM. THE ORGANIZATION ALSO HIRED A CONSULTANT TO BEGIN A STRATEGIC PLANNING PROCESS, AND BEGAN THE WORK TO REFURBISH THE OFFICE BUILDING AND LODGING FACILITIES. RESEARCH AND EDUCATION PROGRAMS CONTINUED AS SCHEDULED, WITH A TOTAL OF CLOSE TO 838 MONITORING HOURS BETWEEN OCTOBER AND DECEMBER, AND EDUCATION PROGRAMS SERVING HUNDREDS OF LOCAL STUDENTS.

9 - CHINA CONSERVATION AND RESEARCH CENTER FOR THE GIANT PANDA  
07-163 / CHI043

ADDRESS: WENCHUAN COUNTY, SICHUAN PROVINCE 623006, PEOPLES REPUBLIC OF CHINA

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: SEPTEMBER 19, 2006

TOTAL GRANT AMOUNT: \$450,000

DATES AND AMOUNTS OF PAYMENTS:

10/6/2006 - \$450,000

PURPOSE OF GRANT: FOR THE LIFETIME ADOPTION OF TWIN PANDAS, A "PANDA CAM" AT THE WOLONG NATURE RESERVE, MEDICAL RESEARCH AND PROGRAMS, AND A SCULPTURE TO INCREASE PUBLIC AWARENESS OF PANDA CONSERVATION. THE ADOPTION OF ONE-YEAR OLD, TWIN PANDA CUBS THROUGH THE WOLONG PANDA CLUB WILL COVER CARE, FEEDING, AND RESEARCH COSTS ASSOCIATED WITH HOUSING THESE ENDANGERED ANIMALS. THE "PANDA CAM," A WEB CAMERA, WILL ALLOW OUTSIDERS THE CHANCE TO MONITOR THE GROWTH AND DEVELOPMENT OF THE TWIN PANDAS AT THE WOLONG NATURE RESERVE, THEIR CURRENT HOME. IN ADDITION, GRANT FUNDS WILL ALLOW THE CHINA CONSERVATION AND RESEARCH CENTER FOR THE GIANT PANDA (CCRCGP) TO INCREASE ITS OVERALL RESEARCH ON PANDA BREEDING ACTIVITIES AND HABITAT PRESERVATION, WHILE WORKING TO INCREASE PUBLIC AWARENESS OF PANDA CONSERVATION THROUGH A SCULPTURE THAT TELLS THE STORY OF AN INJURED GIANT PANDA WHO WAS SAVED BY MAN. SPECIFICALLY, THE

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SCULPTURE, KNOWN AS "PASSION IN THE DEEP MOUNTAINS - RESCUING A GIANT PANDA," DEPICTS THE GROWING NEED FOR HUMANKIND TO RESPECT AND PROTECT NATURE, AND WILL COMMUNICATE CCRCGP'S COMMITMENT TO ITS MISSION OF SAVING GIANT PANDAS. GIANT PANDAS ARE THREATENED BY LOSS OF HABITAT, POACHING AND A LOW REPRODUCTION RATE, MAKING THEM AMONG THE MOST ENDANGERED ANIMALS IN THE WORLD. ABOUT 1,600 WILD PANDAS LIVE IN THE MOUNTAIN FORESTS OF CENTRAL CHINA, THE ONLY PLACE IN THE WORLD THEY ARE FOUND, AND ANOTHER 180 ARE IN CAPTIVITY AROUND THE GLOBE. THROUGH SEVERAL GENERATIONS OF SCIENTIFIC RESEARCHERS, CCRCGP HAS MADE A LOT OF PROGRESS IN THE FIELD OF GIANT PANDA PROTECTION AND RESEARCH, OCCUPYING AN IMPORTANT POSITION IN THE FIELD AND CONTRIBUTING A GREAT DEAL TO THE PROTECTION AND RESEARCH OF THE GIANT PANDA.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$450,000 (3,547,263.29 YUAN)  
INTEREST INCOME FY06/07 - 4,498.67  
INTEREST INCOME FY07/08 - 17,959.73  
INTEREST INCOME 6/1/08 - 12/31/08 - 7,145.91  
INTEREST INCOME FY09 - 6,589.81  
INTEREST INCOME FY10/11 - 9,008.68

## EXPENDITURES:

OCTOBER 1, 2006 - MAY 31, 2007 - 822,475.70  
JUNE 1 - DECEMBER 31, 2007 - 264,859.25  
JANUARY 1 - MAY 31, 2008 - 49,019  
JUNE 1 - DECEMBER 31, 2008 - 372,548.29  
JANUARY 1 - DECEMBER 31, 2009 - 272,922.85  
JANUARY 1 - DECEMBER 31, 2010 - 0  
JANUARY 1 - DECEMBER 31, 2011  
INSTALLATION OF PANDA WEB CAM - 135,172.50  
TOTAL EXPENDITURES (IN YUAN): 1,916,997.79  
BALANCE AT DECEMBER 31, 2011 (IN YUAN): 1,675,467.78

## DATES OF REPORTS RECEIVED FROM GRANTEE:

8/2/2007  
9/25/2008  
6/11/2009  
5/23/2010  
4/6/2011  
4/25/2012

FY12 UPDATE: DURING THE REPORTING PERIOD, THE CCRCGP WAS ABLE TO INSTALL

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

A NEW PANDA WEB CAM, WHICH WILL ENABLE THE PUBLIC WORLDWIDE TO OBSERVE DAILY LIFE AT THE CENTER. THE ORGANIZATION HAS BEEN SLOW TO RECOVER FROM THE 2008 EARTHQUAKE THAT DESTROYED MUCH OF THE FACILITY AND THE SURROUNDING AREA. WHILE CARE FOR THE PANDAS CONTINUED UNINTERRUPTED, REBUILDING EFFORTS CONTINUE TO BE PUT ON HOLD, THUS DELAYING FURTHER IMPLEMENTATION OF THE WEB CAM PROJECT.

10 - CITIZENS NUCLEAR INFORMATION CENTER

11-1156/CIT022

ADDRESS: AKEBONOBASHI CO-OP 2F-B, 8-5 SUMIYOSHI-CHO, SHINJUKU-KU, TOKYO, 162-0065, JAPAN

FYE DATE: MARCH 31

FOREIGN ORGANIZATION

GRANT DATE: NOVEMBER 28, 2011

TOTAL GRANT AMOUNT: \$100,000

DATES AND AMOUNTS OF PAYMENTS:

01/19/2012 - \$60,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED OVER THREE YEARS TO SUPPORT THE RADIOACTIVE POLLUTED LAND RECOVERY PROGRAM, WHICH WILL RESEARCH AND ASSESS THE RADIOACTIVE EFFECTS ON THE SOIL IN SURROUNDING AREAS OF THE FUKUSHIMA DAIICHI NUCLEAR PLANT IN FUKUSHIMA, JAPAN. IN THE WAKE OF THE MARCH 11, 2011 EARTHQUAKE AND TSUNAMI IN JAPAN, THE FUKUSHIMA DAIICHI NUCLEAR PLANT WAS SEVERELY DAMAGED RESULTING IN RADIOACTIVE EXPOSURE TO THE SURROUNDING COMMUNITIES. AS A RESULT, THE CITIZENS NUCLEAR INFORMATION CENTER (CNIC) WILL IMPLEMENT THE PROGRAM TO DETERMINE THE EFFECTS THE RADIOACTIVE EXPOSURE HAS HAD ON THE SOIL AND PLANT SPECIES AND HOW THAT HAS AFFECTED FOOD PRODUCTION. BASED ON THE OUTCOMES OF THE RESEARCH, CNIC WILL PROPOSE OPTIONS FOR THE COMMUNITIES AFFECTED BY RADIOACTIVITY TO UTILIZE TO MITIGATE THEIR POTENTIAL EXPOSURE. PROGRAM ACTIVITIES WILL INCLUDE CONDUCTING GAMMA RAY SURVEY MEASUREMENTS ON SOIL, PLANTS, AND THE SURROUNDING ENVIRONMENT TO ANALYZE LEVELS OF RADIATION. CNIC STAFF WILL TRAVEL TO THE AFFECTED AREAS TO CONDUCT THIS RESEARCH AND ANALYSIS.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$60,000

FUNDS FROM CNIC GENERAL FUND - \$31,766.98

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## EXPENDITURES:

JANUARY 1 - MARCH 31, 2012 - \$10,637.11  
APRIL 1 - MARCH 31, 2013  
MEETING ROOM RENTAL - \$636.60  
TRAVEL AND TRANSPORTATION TO EXPERIMENTAL FARMS - \$1,925.03  
TRAINING - \$63.66  
CONSUMABLE SUPPLIES - \$970.41  
EQUIPMENT (RADIOACTIVE POLLUTED SOIL SAMPLING DEVICE) - \$50,681.17  
REFERENCE MATERIALS - \$31.83  
MEASUREMENT SAMPLE - \$266.52  
SALARIES EXPENSE - \$20,641.76  
EMPLOYER SHARE OF SOCIAL INSURANCE - \$3,257.03  
COMMUTING COSTS - \$1,747.79  
TOTAL EXPENDITURES: \$91,766.98  
BALANCE AT MARCH 31, 2013: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

5/28/2012  
5/20/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING MARCH 31, 2013, THE CITIZENS NUCLEAR INFORMATION CENTER (CNIC) UTILIZED RADIOACTIVITY MEASURING EQUIPMENT TO MEASURE THE RADIOCESIUM DENSITY IN THE SOIL AND CROPS AT TWO FARMS LOCATED IN THE NORTHERN PART OF TOCHIGI AND THE SOUTHERN PART OF FUKUSHIMA. THROUGH THIS TESTING, CNIC DETERMINED THAT TOCHIGI HAD HIGHER CONCENTRATIONS OF RADIOCESIUM IN ITS SOIL COMPARED TO FUKUSHIMA. DESPITE THE RADIOACTIVE LEVELS IN THE SOIL, CNIC'S RESEARCH FOUND THAT IT WAS NOT TRANSFERRED TO THE EDIBLE PARTS OF CROPS DUE TO THE SOIL'S POTASSIUM LEVELS. CNIC INVESTIGATED THE RADIOACTIVE LEVELS IN POTATOES, SWEET POTATOES, SOYBEANS, AND SUNFLOWERS, WHICH SURVEYED THE LEAF, STEM, AND EDIBLE PARTS AND DISCOVERED THAT IT CONTAINED SMALL TRACES OF RADIOACTIVITY, WHICH PROVIDES THE BASIS FOR THE COMMUNITIES TO CONTINUE WITH THEIR AGRICULTURAL ACTIVITIES.

11- CITY OPERA OF VANCOUVER SOCIETY  
11-055/CIT016

ADDRESS: P.O. BOX 88393, VANCOUVER V6A 4A6, BRITISH COLUMBIA, CANADA  
FYE DATE: JUNE 30  
FOREIGN ORGANIZATION  
GRANT DATE: SEPTEMBER 24, 2010  
TOTAL GRANT AMOUNT: \$250,000

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## DATES AND AMOUNTS OF PAYMENTS:

10/22/2010 - \$125,000

08/19/2011 - \$125,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED OVER TWO YEARS TO SUPPORT THE OPERA, "THE CHRISTIAN ELLIS PROJECT: ALWAYS FAITHFUL, SURVIVING REDEMPTION," AN ORIGINAL OPERA PRODUCTION OF THE STORY OF A SOLDIER AND HIS COMRADES IN WAR. COVS WILL WORK WITH THE WRITER, CHRISTIAN ELLIS, TO DEVELOP ELLIS' STORY OF WAR AND RETURN FROM THE BATTLEFIELD. THE OPERA WILL BE BUILT AROUND A NARRATIVE THAT EXPLORES ONE PERSON THROUGH THE EXPERIENCES OF THOSE AROUND HIM, AND WILL BE DESIGNED SO THAT OTHER SOLDIERS AND VETERANS WHO HAVE EXPERIENCED CONFLICT WILL BE ABLE TO PERFORM THE OPERA. THE OVERALL GOAL OF THE PRODUCTION WILL BE TO ASSIST IN THE ONGOING RECOVERY OF THE PERFORMERS AND AUDIENCE MEMBERS WHO HAVE RETURNED FROM COMBAT AND ARE EXPERIENCING PAIN AND LONELINESS.

DURING THE REMAINING MONTHS OF 2010, THE CITY OPERA WILL IDENTIFY AND RECRUIT A COMPOSER AND LIBRETTIST TO ADAPT ELLIS' NARRATIVE TO MUSIC AND LYRICS. BEGINNING IN 2011, THE CREATIVE TEAM WILL WORK TOGETHER TO DEVELOP CHARACTERS, VOICE TYPES, MUSIC STYLES, RUNNING TIME, AND THE OVERALL SCALE AND SOUND OF THE OPERA. A FIRST DRAFT WILL BE PRESENTED IN SPRING 2011, WITH FURTHER REVISIONS AND WORKSHOPPING CONDUCTED THROUGH THE SUMMER AND FALL. IN EARLY 2012, THE CITY OPERA WILL CONDUCT A FINAL WORKSHOP OF THE OPERA WITH A NON-STAGED CONCERT PERFORMANCE, AND BY MAY 2012, THE OPERA WILL BE COMPLETE AND READY FOR STAGED PERFORMANCES.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$250,000

INTEREST EARNED - \$286.25

## EXPENDITURES:

SEPTEMBER 2010 - JUNE 30, 2011 - \$86,644.01

JULY 1, 2011 - JUNE 30, 2012

BANK FEE - \$5

PROJECT MANAGEMENT BY CITY OPERA OF VANCOUVER SOCIETY - \$25,000

ARTISTS' FEES - \$91,904.83

ARTISTIC DIRECTOR - \$8,523.18

TECHNICIAN FEE - \$8,500

SPACE AND VENUE RENTAL - \$4,426

ARTISTS' TRAVEL - \$7,605.40

ARTISTS' ACCOMMODATIONS - \$1,972.28

MISCELLANEOUS - \$56.05

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FOREIGN EXCHANGE - \$197.07  
ADMINISTRATION - \$16.00  
PROMOTIONAL MATERIALS - \$3,796.37  
PRINTING AND PHOTOCOPYING - \$1,041.60  
HOSPITALITY - \$3,200.55  
POSTAGE - \$195.36  
CANADIAN TAXES - \$7,092.20  
TOTAL EXPENDITURES: \$250,175.90  
BALANCE AT JUNE 30, 2012: \$110.35

PER AN EMAIL DATED OCTOBER 26, 2012 FROM NORA KELLY, THE ORGANIZATION SPENT THE BALANCE OF \$110.35 ON TECHNICIANS' FEES IN SEPTEMBER 2012 TO PAY AN INVOICE FOR THE CREW MEMBERS THAT WORKED ON THE FREDERIC WOOD THEATRE.

BALANCE AT OCTOBER 26, 2012: \$0

DATES OF REPORTS RECEIVED FROM GRANTEE:  
7/24/2011  
8/28/2012

FY12 UPDATE: DURING THE FISCAL YEAR ENDING JUNE 30, 2012, THE CITY OPERA OF VANCOUVER SOCIETY COMPLETED THE DEVELOPMENT OF THE ORIGINAL OPERA, "THE CHRISTIAN ELLIS PROJECT: ALWAYS FAITHFUL, SURVIVING REDEMPTION." SEVERAL WORKSHOPS WERE HELD AND ATTENDED BY CHRISTIAN ELLIS, THE COMPOSER, LIBRETTIST AND OUTSIDE VIEWERS TO OFFER CRITICAL AND INDEPENDENT OPINIONS OF THE OPERA. WORKSHOP 2 TOOK PLACE AT THE DUNBAR HEIGHTS UNITED CHURCH WHERE ALL NINE SINGERS MET FOR THE FIRST TIME AND SANG THROUGH ALL OF ACT ONE. WORKSHOP 3 TOOK PLACE AT THE TOM LEE MUSIC HALL WHERE THE SINGERS WORKED ON REVISIONS MADE TO ACT ONE, AND SANG THROUGH ALL OF ACT TWO. THE ORGANIZATION ALSO HELD A WORKSHOP TO A FULL AUDIENCE AT THE CARNEGIE CENTRE, LOCATED IN AN AREA WHERE MANY RESIDENTS SUFFER FROM POST-TRAUMATIC STRESS DISORDER, AND WHERE VALUABLE INSIGHT WAS GAINED. CITY OPERA HELD ITS FIRST ORCHESTRA READING AT THE JAPANESE LANGUAGE SCHOOL WITH ALL ELEVEN ORCHESTRA PLAYERS, COMPOSER, COPYIST, CITY OPERA STAFF AND INVITED SINGERS. THE FINAL WORKSHOP, WORKSHOP 4, TOOK PLACE OVER THE COURSE OF THREE DAYS, AND WAS THE CULMINATION OF THE TWO-YEAR CREATIVE PROCESS, WHEREBY STAGING, SINGING, REHEARSALS AND FINAL REVISIONS WERE WORKED ON. ON MAY 13, 2013, THE THIRD DAY OF THE FINAL WORKSHOP, THE OPERA WAS PERFORMED AT THE FREDERIC WOOD THEATRE BEFORE AN AUDIENCE AND RECEIVED A STANDING OVATION. THE ENTIRE DAY WAS FILMED BY OPUS 59 FILMS AND IS BEING USED IN ONLINE WEBISODES AT EXPLORE.ORG



FORM 990PF - GENERAL EXPLANATION ATTACHMENT

12 - CITY OPERA OF VANCOUVER SOCIETY

12-196/CIT016

ADDRESS: P.O. BOX 88393, VANCOUVER V6A 4A6, BRITISH COLUMBIA, CANADA

FYE DATE: JUNE 30

FOREIGN ORGANIZATION

GRANT DATE: MAY 7, 2012

TOTAL GRANT AMOUNT: \$100,000

DATES AND AMOUNTS OF PAYMENTS:

5/9/2012 - \$100,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE FILM, "THE MAKING OF FALLUJAH THE OPERA," TO DOCUMENT THE PROCESS OF CREATING THE OPERATIC LIBRETTO AND SCORE BASED ON THE LIFE OF UNITED STATES MARINE CORPS SERGEANT CHRISTIAN ELLIS. THE CITY OPERA OF VANCOUVER SOCIETY WILL OVERSEE THE RECORDING, EDITING, AND PRODUCING OF THE FILM, WHICH WILL CAPTURE THE WORKSHOPPING PERFORMANCE OF THE OPERA.

THE ORGANIZATION WILL ALSO COVER THE EXPENSES FOR THE NINE SINGERS, ELEVEN ACTORS, AND THE PRODUCTION STAFF AT THE WORKSHOPS, INCLUDING EXTENDED RECORDING RIGHTS. BUILT AROUND A NARRATIVE THAT EXPLORES ONE PERSON THROUGH THE EXPERIENCES OF THOSE AROUND HIM, THE OPERA PAINTS VIVID PORTRAYALS OF WAR IN IRAQ AND ITS CONSEQUENCES AFTER RETURNING FROM THE BATTLEFIELD. THE GOAL OF THE OPERA AND FILM IS TO SHARE A DEEPER TRUTH ABOUT HUMANITY, TOLD THROUGH MUSIC, AND TO PUT A HUMAN FACE TO BOTH SIDES OF MILITARY CONFLICT.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$100,000

EXPENDITURES:

ARTISTIC DIRECTOR - \$3,437.46

ARTIST FEES -\$34,506.24

TECHNICIANS' FEES - \$22,689.35

STAGING AND SCENIC EXPENSES - \$1,437.06

TECHNICAL EXPENSES - \$719.68

SPACE AND VENUE RENTAL - \$4,605.32

ARTISTS' TRAVEL - \$245.48

MISCELLANEOUS EXPENSES - \$20.06

OFFICE SUPPLIES - \$30.09

FOREIGN EXCHANGE - \$466.65

PRINTING AND PHOTOCOPYING - \$367.59

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

HOSPITALITY - \$2,334.36  
CANADIAN TAXES \$4,514.53  
TOTAL EXPENDITURES: \$75,373.87  
BALANCE AT JUNE 30, 2012: \$24,626.13

DATES OF REPORTS RECEIVED FROM GRANTEE:  
09/12/2012

FY12 UPDATE: DURING THE FISCAL YEAR ENDING JUNE 30, 2012, THE CITY OPERA OF VANCOUVER SOCIETY MADE EXTENSIVE PROGRESS IN DEVELOPING THE FILM, "THE MAKING OF FALLUJAH THE OPERA." ON MAY 11, 2012, THE ORGANIZATION SIGNED A CONTRACT WITH JOHN BOLTON AND OPUS 59 FILMS, VANCOUVER-BASED DOCUMENTARIANS SELECTED TO FILM THE CARNEGIE WORKSHOP EVENT, THE FINAL WORKSHOP AT THE FREDERIC WOOD THEATRE, AND INTERVIEWS WITH PRINCIPALS; AS WELL AS PROVIDE HARD COPY TRANSCRIPTION OF INTERVIEWS, APPROXIMATELY 400 STILL PHOTOGRAPHS TAKEN IN REHEARSAL, A PAPER EDIT FOR WEBISODES AND DOCUMENTARY, AND ROUGH CUT FILM OF ACTS ONE AND TWO. ON JULY 2, 2012, BOLTON AND OPUS 59 FILMS RELEASED THE FILM'S PROMOTIONAL TRAILER AND ANNOUNCED THE FIRST TEN WEBISODES ON THE EXPLORE.ORG WEBSITE. ALL BUT THE FINAL PAYMENT TO OPUS 59 FILMS HAS BEEN EXPENDED, WHICH WILL BE PAID UPON SUCCESSFUL COMPLETION OF THE DOCUMENTARY.

13 - CONNEC TRA SOCIETY  
10-216 / CON006  
ADDRESS: 207-3077 GRANVILLE STREET, VANCOUVER V6H 3J9, BRITISH COLUMBIA, CANADA  
FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: APRIL 19, 2010  
TOTAL GRANT AMOUNT: \$125,000  
DATES AND AMOUNTS OF PAYMENTS:  
5/6/2010 - \$90,000  
5/6/2011 - \$35,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE CHARITABLE MISSION OF THE CONNEC TRA SOCIETY IN ITS EFFORTS TO LINK PEOPLE WITH DISABILITIES TO ACTIVITIES AND PROGRAMS THAT HELP THEM TO BECOME INCREASINGLY ACTIVE, BUILD THEIR CONFIDENCE, AND BECOME MORE ENGAGED AND INVOLVED IN COMMUNITY LIFE. AS PEOPLE WITH SIGNIFICANT PHYSICAL DISABILITIES OFTEN FACE DISCOURAGING SOCIAL AND EMOTIONAL BARRIERS TO PARTICIPATION IN COMMUNITY LIFE, AND FIND DIFFICULTY IN ACCESSING RESOURCES, THE CONNEC TRA SOCIETY HELPS INDIVIDUALS LOCATE AND ENGAGE

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

WITH ACTIVITIES AND AGENCIES THAT ENHANCE THEIR QUALITY OF LIFE BY WORKING CLOSELY WITH ORGANIZATIONS IN THE COMMUNITY TO EDUCATE AND CONNECT PEOPLE WITH DISABILITIES TO OPPORTUNITIES THAT MATCH THEIR NEEDS AND INTERESTS. THE ORGANIZATION'S GOALS ARE ACHIEVED THROUGH A COMBINATION OF PROGRAMS: CLIENTS RECEIVE INFORMATION AND REFERRALS THROUGH A RESOURCE CENTER; ENGAGEMENT WITH OUTREACH VOLUNTEERS, EDUCATION THROUGH WORKSHOPS, AND CAN ALSO CONTRIBUTE THEIR SKILLS THROUGH COMMUNITY INVOLVEMENT PROGRAMS.

## FINANCIAL SUMMARY

## REVENUE:

5/7/2010 - GRANT PAYMENT - \$90,000 (\$90,323 CND)  
5/6/2011 - GRANT PAYMENT - \$35,000 (33,479.76 CND)  
CONNEC TRA SOCIETY GENERAL FUNDS - \$4,744.40

## EXPENDITURES:

JANUARY 1 - DECEMBER 2010 - \$93,944.53  
JANUARY 1 - DECEMBER 2011  
ADVERTISING & PROMOTION - \$556.16  
BUSINESS MEETINGS AND CONFERENCE - \$1,099.62  
POSTAGE AND DELIVERY - \$51.80  
HONORARIUM - \$1,213.33  
INSURANCE - \$407.71  
OFFICE SUPPLIES & RENTAL - \$466.21  
PROGRAM EXPENSE - \$11,624.79  
RENT -\$8,653.40  
TELEPHONE -\$188.83  
WEBSITE & COMPUTER SUPPORT -\$392.03  
WAGES & BENEFITS - \$11,146  
TOTAL EXPENDITURES: \$35,799.87  
BALANCE AT DECEMBER 31, 2011: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

4/20/2011  
5/16/2012

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2011, THE CONNEC TRA SOCIETY WORKED WITH 178 DISABLED INDIVIDUALS TO PURSUE A RANGE OF ACTIVITIES AND SERVICES TO ENHANCE THEIR QUALITY OF LIFE. MEMBERS ATTENDED INFORMATION SEMINARS ON OPPORTUNITIES AND AVAILABLE RESOURCES,

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

AND PARTICIPATED IN WORKSHOPS AND PLANNING SESSIONS TO ESTABLISH GOALS, INTERESTS, AND ABILITIES, ALL WITH THE GOAL OF BECOMING INCREASINGLY ACTIVE, ENGAGED IN THE COMMUNITY, AND ACHIEVING GREATER INDEPENDENCE AND ENHANCED QUALITY OF LIFE. THE ORGANIZATION'S RESOURCE CENTER HANDLED 3,000 INQUIRIES TO REFER INDIVIDUALS WITH DISABILITIES TO THE WIDE RANGE OF SERVICES AVAILABLE, BOTH THROUGH CONNEC TRA SOCIETY AND OTHER RESOURCES. THE LINK, THE AGENCY'S NEWSLETTER WAS PUBLISHED THREE TIMES DURING THE YEAR TO A READERSHIP OF 3,000. WORKSHOPS WERE PROVIDED TO THOUSANDS OF INDIVIDUALS ON SUBJECTS INCLUDING: EMPLOYMENT PROGRAMS; THE ANNUAL ABILITIES EXPO; ACCESSIBLE COMPUTER SERVICES; THE CANADIAN ASSISTED TRAVEL SOCIETY; AND TRAVEL AND TRANSPORTATION PROGRAMS.

14 - CORREDOR HISTORICO CAREM, AC

11-101/ COR005

ADDRESS: BIBLIOTECA CUCHUMÁ, CORREDOR HISTORICO CAREM, CALLE TLALOC NO.400 (DENTRO DEL ÁREA DEL CECUTEC), TECATE, BAJA CALIFORNIA C.P. 21470 MEXICO

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: NOVEMBER 5, 2010

TOTAL GRANT AMOUNT: \$44,526

DATES AND AMOUNTS OF PAYMENTS:

12/03/2010 - \$44,526

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE CONSTRUCTION OF THE TECATE KUMIAI MUSEUM OF THE TECATE COMMUNITY MUSEUM, WHICH WILL CREATE A SPACE FOR STUDENTS, TEACHERS, TOURISTS, AND OTHER VISITORS TO LEARN ABOUT THE THOUSANDS OF YEARS OF INDIGENOUS PRESENCE AND HISTORY IN THE REGION FROM THE LIVING DESCENDANTS OF THE LOCAL INDIGENOUS GROUPS. CAREM IS CONSTRUCTING THE TECATE KUMIAI MUSEUM AS THE FIRST PHASE IN THE DEVELOPMENT OF THE TECATE COMMUNITY MUSEUM, AND CHOSE THE BORDER TOWN OF TECATE FOR ITS LOCATION AT THE CENTER OF THE ANCIENT TERRITORY OF THE KUMIAI PEOPLE, WHO LIVE BOTH NORTH AND SOUTH OF THE INTERNATIONAL BORDER.

THE TECATE KUMIAI MUSEUM WILL PRESENT MULTILINGUAL PERMANENT INSTALLATIONS AND EXHIBITS IN KUMIAI, SPANISH AND ENGLISH, FOCUSING ON THE INDIGENOUS LIFE IN THE REGION BEFORE THE ARRIVAL OF NON-INDIAN CULTURES. THE MUSEUM WILL ALSO OFFER EDUCATIONAL PROGRAMS AND INDIGENOUS CULTURAL REVITALIZATION ACTIVITIES, INCLUDING COMMUNITY OUTREACH PROGRAMS; EVENTS AND WORKSHOPS; ARCHIVES OF INDIGENOUS ORAL TRADITION; WEB-BASED TEACHING AND LEARNING MATERIALS, AND A TRADITIONAL ART GIFT STORE.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$44,526

## EXPENDITURES:

JANUARY 1 -DECEMBER 31, 2010 - \$19.78

JANUARY 1 - DECEMBER 31, 2011

SCULPTURES - \$4,281.26

SIGNAGE DESIGN - \$5,001.98

MULTI-MEDIA DIGITAL TECHNOLOGY - \$10,392.73

PROMOTIONAL MATERIALS - \$1.869

ARTIFACT ACQUISITION AND REPRODUCTIONS BY KUMIAI ARTISANS - \$2,962.11

ARTISTIC DESIGN BY JAMES HUBBELL - \$5,494.17

PROJECT MANAGER -\$7,043.48

MUSEUM MANAGER - \$4,320

SERVICES AND SALES TAXES -\$3,139.82

BANK CHARGE - \$1.67

TOTAL EXPENDITURES: \$44,506.22

BALANCE AT DECEMBER 31, 2011: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

02/28/2011

4/3/2012

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2011, THE ORGANIZATION WAS ABLE TO FINISH AND OPEN THE FIRST PHASE OF THE TECATE COMMUNITY MUSEUM. SPECIFICALLY, THE ORGANIZATION COMPLETED THE ARTISTIC DESIGN AND CONSTRUCTION OF INTERIOR EXHIBIT ENVIRONMENTS; DESIGNED AND PROGRAMMED THE INTERACTIVE DIGITAL SIGNAGE, INCLUDING VIDEOS IN THE KUMIAI LANGUAGE; CREATED FOUR SCULPTURES DEPICTING TRADITIONAL KUMIAI LIFE AND INTEGRATED INTO A MURAL; ESTABLISHED LOAN AGREEMENTS FOR THE USE OF ARTIFACTS AQUIRED FOR EXHIBIT, AND CREATED PROMOTIONAL MATERIALS. THE MUSEUM WAS OPENED ON JUNE 11, 2011.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #15-21  
FORM 990-PF, PART XV

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #15-21  
15 - DYNAMIC TEEN COMPANY - MAKING A DIFFERENCE, INC.  
11-088/ DYN001

ADDRESS: C/O CLUB 8586 CENTER, 1177 J. FELIPE BLVD., CARIDAD, CAVITE  
CITY, 4100 PHILIPPINES

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: OCTOBER 25, 2010

TOTAL GRANT AMOUNT: \$10,000

DATES AND AMOUNTS OF PAYMENTS:

12/17/2010 - \$10,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE CHARITABLE MISSION OF DTC IN ITS EFFORTS TO BE A CENTER OF CREATIVE LEARNING THROUGH THE KARITON KLASRUM (MOBILE CLASSROOM) SYSTEM, WHICH AIMS TO PROVIDE VALUES BASED EDUCATION FOR THE UNDERPRIVILEGED, WHO ARE OFTEN UNABLE TO ATTEND SCHOOL, AND MAY BE FORCED TO WORK TO SUPPORT THEIR FAMILIES. DTC RECRUITS TEENAGER AND CHILDREN VOLUNTEERS TO PROVIDE LITERACY TRAINING AND BASIC EDUCATION TO OUT-OF-SCHOOL YOUTH. PROGRAMS INCLUDE: DISTRIBUTING FREE SCHOOL SUPPLY SETS TO POOR CHILDREN ENROLLED IN LOCAL PUBLIC SCHOOLS; HYGIENE AND MEDICAL MISSIONS; AN INTERACTIVE SUPPORT GROUP FOR STUDENTS; FOOD, LITERACY, AND OTHER EDUCATIONAL PROGRAMS FOR OUT-OF-SCHOOL CHILDREN, AS WELL AS SCHOLARSHIP ASSISTANCE; CREATIVE WRITING AND PERFORMANCES; HOLIDAY PROGRAMS THAT PROVIDE GIFTS TO UNDERSERVED FAMILIES, AND COMMUNITY FESTIVALS AND EVENTS TO RAISE AWARENESS OF THE PROGRAMS AVAILABLE.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$10,000

EXCHANGE RATE FLUCTUATION - \$92.24

EXCHANGE RATE FLUCTUATION - \$82.25

EXPENDITURES:

JANUARY 1 - DECEMBER 31, 2011 - \$5,174.68

JANUARY 1 - DECEMBER 31, 2012

BALIK ESKWELA - \$828.79

DTC ANNIVERSARY - \$710.40

KARITON KLASRUM OUTREACH - K4 - \$1,420.79

PNP (VOLUNTEERS) - \$520.96

PNP (KIDS) - \$592

READING COMPREHENSION - LEAP - \$473.60

TEAM BUILDING - \$473.60

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

TREAT THE STREET KIDS - \$236.80  
TOTAL EXPENDITURES: \$5,256.93  
REMAINING BALANCE: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

2/22/2011  
3/12/2012  
5/1/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, THE DYNAMIC TEEN COMPANY - MAKING A DIFFERENCE, INC. (DTC) HELD ITS ANNUAL BALIK ESKWELA SCHOOL'S COOL EVENT PROVIDING SCHOOLS SUPPLIES TO 224 CHILDREN WITH COPIES OF RECENT REPORT CARDS TO MOTIVATE THEIR INTEREST IN SCHOOL. DTC ALSO HELD ITS ANNUAL PANGARAP NA PASKO (PNP) EVENT DISTRIBUTING TOYS, FOOD, AND CANDY TO STREET CHILDREN TO SHARE THE SPIRIT OF CHRISTMAS AS WELL AS ITS WEEKLY KARITON KLASRUM OUTREACH PROGRAM, WHICH OFFERED TUTORIAL SESSIONS TO STUDENTS TO FINISH THEIR STUDIES AND PROVIDED EDUCATIONAL OPPORTUNITIES TO CHILDREN NOT ENROLLED IN SCHOOL. IN ADDITION, DTC LAUNCHED A NEW SITE FOR THE KARITON KLASRUM OUTREACH PROGRAM IN KALYE MARINO CAVITE CITY AS WELL AS PROVIDED SUPPORTIVE SERVICES THROUGH ITS LEARNERS EDUCATION PROGRAM TO FORMER KARITON KLASRUM STUDENTS ENROLLED IN FORMAL SCHOOLS. FURTHERMORE, THE ORGANIZATION CELEBRATED ITS 17TH ANNIVERSARY HOLDING AN EVENT TO RECOGNIZE AND AWARD TOP DTC VOLUNTEERS FOR OUTSTANDING VOLUNTEERISM AND LEADERSHIP.

16 - ECOLE DU PATRIMOINE AFRICAIN  
11-241/ ECO005  
ADDRESS: 01 BP 2205, PORTO NOVO, BENIN  
FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: MARCH 10, 2011  
TOTAL GRANT AMOUNT: 10,000 EUROS (\$14,446)  
DATES AND AMOUNTS OF PAYMENTS:  
7/18/2011 - 10,000 EUROS (\$14,446)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE SYMBOLS OF POWER IN THE HOGBONOU KINGDOM EDUCATIONAL PROGRAM AT THE JARDIN DES PLANTES ET DE LA NATURE (JPN), A CULTURAL AND HISTORICAL SITE IN PORTO-NOVO, BENIN THAT IS OPERATED BY EPA. THE PROGRAM IS DESIGNED FOR CHILDREN AGES 7-18, WITH CONTENT ADJUSTMENTS MADE BASED ON THE AVERAGE AGE OF EACH TOUR. AT THE END OF EACH 45 MINUTE TOUR, STUDENTS WILL PARTICIPATE IN A 30 MINUTE WORKSHOP WITH ACTIVITIES BASED ON WHAT THEY

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

HAVE LEARNED, INCLUDING POETRY EXERCISES, DRAWINGS, AND PLAYS. THE CURRICULUM WILL BE BASED AROUND FOUR ELEMENTS: ENTRY TO THE GARDEN THROUGH A TRADITIONAL HUT; THE FA SYMBOLS, WHICH COMES FROM THE ORIGINAL YORUBA DIVINATION SYSTEM BASED ON 256 SIGNS; THE SACRED AND SPECIFIC FUNCTIONS OF THE IROKO AND GIANT KOLA TREES, AND OTHER MEDICINAL PLANTS TO RAISE AWARENESS OF ECO-CITIZENSHIP AND CONSERVATION.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - 10,000 EUROS (\$14,446)

ECOLE DU PATRIMOINE ACTIVE CONTRIBUTION - 185 EUROS

## EXPENDITURES:

RESEARCH TASKS - 237 EUROS

DESIGN AND EDITION OF PANELS - 3,821 EUROS

DESIGN AND EDITION OF BOOKLET-PLAYS - 2,517 EUROS

FORMATION OF 03 GUIDES - 1,572 EUROS

MATERIALS FOR POST-VISIT PERFORMANCE - 1,498 EUROS

COMMUNICATION AND REPORT - 540 EUROS

TOTAL EXPENDITURES: 10,185 EUROS

REMAINING BALANCE: 0 EUROS

DATES OF REPORTS RECEIVED FROM GRANTEE:

2/28/12

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2011, THE ECOLE DU PATRIMOINE AFRICAIN (EPA) RESEARCHED, DESIGNED, AND COMPLETED AN ITINERARY FOR YOUTH AGES 7-18 TO UTILIZE IN CONJUNCTION WITH A TOUR GUIDE, AS THEY DISCOVER THE JARDIN DES PLANTES ET DE LA NATURE (JPN). THE ITINERARY IS DESIGNED TO TEACH THE SYMBOLS OF POWER IN THE HOGBONOU KINGDOM AT JPN IN PARTNERSHIP WITH SIGNS, REPRESENTATIONS, AND SACRED PLANTS AND TREES OF THE BENIN TRADITION THROUGHOUT THE TOUR. EPA HIRED AND TRAINED THREE TOUR GUIDES AND FACILITATORS TO LEAD THE TOURS THROUGHOUT JPN. IN ADDITION, THE ORGANIZATION CREATED A BOOKLET FOR YOUNG VISITORS THAT CONTAINS ELEMENTS OF THE ITINERARY AS WELL AS ACTIVITIES AND COLORING PAGES. WITH THE ITINERARY AND NEWLY TRAINED TOUR GUIDES AND FACILITATORS IN PLACE, THE ECOLE DE PATRIMOINE AFRICAIN WILL INCREASE JPN VISITS, ITS VISIBILITY, AND UNDERSTANDING OF THE KINGDOM OF HOGBONOU.

17 - EMMA ZEN FOUNDATION

12-321/EMM001

NON-QUALIFYING DISTRIBUTION



FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ADDRESS: 1025 S. LARAMIE STREET, ANAHEIM, CA, 92806

FYE: DECEMBER 31

GRANT DATE: AUGUST 17, 2012

GRANT TOTAL AMOUNT: \$22,500

DATES AND AMOUNTS OF PAYMENTS:

9/7/2012 - \$22,500

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO PROVIDE PET OXYGEN KITS TO FIRE DEPARTMENTS AND OTHER FIRST RESPONDERS ACROSS THE COUNTRY, WHICH WILL RAISE THE NUMBER OF SUCCESSFUL ATTEMPTS TO RESUSCITATE PETS DURING TIMES OF EMERGENCIES. THE EMMA ZEN FOUNDATION WILL DISTRIBUTE 300 PET OXYGEN KITS AND PROVIDE TRAINING TO FIRE AND POLICE DEPARTMENTS, SEARCH AND RESCUE ORGANIZATIONS, MILITARY, AND THE FEDERAL EMERGENCY MANAGEMENT AGENCY. KITS CONTAIN ONE LARGE, MEDIUM, AND SMALL PET OXYGEN MASKS, THREE LENGTHS OF STANDARD OXYGEN TUBING, ONE FIRST AID AND PET CPR BOOKLET, ONE VEHICLE STICKER INDICATING PET O2 ON BOARD, AND ONE CARRYING CASE. THE PET MASKS HAVE SPECIFIC CONICAL DESIGN TO FIT MUZZLES AND SNOUTS OF CANINES, FELINES, AND OTHER HOUSEHOLD PETS ALLOWING FOR A CONSTANT AND DIRECTED FLOW OF CLEAN OXYGEN TO PETS SUFFERING FROM SMOKE ASPHYXIATION AND OTHER BREATHING DIFFICULTIES.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$22,500

EXPENDITURES:

300 PET OXYGEN MASKS (\$75 EACH) - \$22,500

BALANCE AT DECEMBER 31, 2012: \$0

DATES OF REPORTS RECEIVED FROM GRANTEE:

01/02/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, THE EMMA ZEN FOUNDATION PURCHASED 300 PET OXYGEN MASKS TO BE DISTRIBUTED TO FIRE DEPARTMENTS IN COLORADO, WHO HAD FACED LARGE WILDFIRES THAT THREATENED AND DESTROYED HOMES. THE ORGANIZATION WAS ABLE TO DISTRIBUTE THE PET OXYGEN MASKS IN THE FOLLOWING WAY: (1) 45 KITS TO DENVER; (2) 4 TO ASPEN; (3) 40 TO ARVADA; (4) 7 TO BRIGHTON; (5) 157 TO NORTHWEST DIVISION COVERING FORT COLLINS, BOULDER, LAURMONT, LOVELAND, GREELY, CHEYENNE, LARAMIE, POUDRE COUNTY AND RED FEATHER; (6) AND ADDITIONAL KITS TO AURORA, VAIL, BRECKENRIDGE, AND OTHER CITIES.

18 - ENSEMBLE LES TALENS LYRIQUES

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

11-328 / ENS002

ADDRESS: 49, RUE DE MAUBEUGE, PARIS 75009, FRANCE

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: MAY 25, 2011

TOTAL GRANT AMOUNT: 150,000 EUROS (\$219,630)

DATES AND AMOUNTS OF PAYMENTS:

6/13/2011 - 150,000 EUROS (\$219,630)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE 2011 SEASON ON ENSEMBLE LES TALENS LYRIQUES. THE THEME OF 2011 IS "SEASON IN MOSAIC," WHICH PROVIDES THE ORGANIZATION WITH THE OPPORTUNITY TO PRESENT A RANGE OF WORKS IN OPERA, RECITAL AND SACRED MUSIC, AND CHAMBER MUSIC AND INSTRUMENTAL PIECES. LES TALENS LYRIQUES WILL TRAVEL THROUGHOUT EUROPE, PERFORMING THE FOLLOWING: THE OPERAS CASTOR AND POLLUX BY JEAN-PHILIPPE RAMEAU; "MEDEE," BY LUIGI CHERUBINI; "ZEFIRO TORNA," WITH THE WORKS OF CLAUDIO MONTEVERDI, LUIGI ROSSI, AND DARIO CASTELLO, AND ANTOINE DAUVERGNE'S "HERCULE MOURANT." THE RECITAL AND SACRED MUSIC PERFORMANCES WILL INCLUDE WORKS BY HANDEL, BACH, PERGOLESI, AND CHARPENTIER, AND THE ORGANIZATION WILL ALSO PERFORM CHAMBER AND INSTRUMENTAL MUSIC BY FRANCOIS COUPERIN AND BEETHOVEN.

IN ADDITION, LES TALENS LYRIQUES WILL CONTINUE ITS EDUCATION PROGRAMMING, WHICH PROVIDE MUSIC AND ARTS ENRICHMENT TO MORE THAN 500 STUDENTS IN UNDERSERVED AREAS SURROUNDING PARIS, FRANCE. THE EDUCATIONAL RESIDENCES AND WORKSHOPS ENABLE HIGH SCHOOL STUDENTS TO EXPERIENCE BAROQUE MUSIC BY STAGING A FULL OPERA PERFORMANCE IN THE SCHOOLS, AND PROVIDING LESSONS. FINALLY, THE ORGANIZATION WILL CONDUCT TWO RECORDING PROJECTS: "TRAGEDIENNES 3 - ROMANTIC HEROINES, AND "HERCULE MOURANT," AND 18TH CENTURY OPERA.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - 150,000 EUROS (\$219,630)

## EXPENDITURES:

PRODUCTION COSTS FOR TRAGEDIENNES 3 - 70,000 EUROS

PRODUCTION COSTS FOR HERCULE MOURANT - 15,000 EUROS

PRODUCTION COSTS FOR 20TH ANNIVERSARY TOUR - 10,000 EUROS

STUDENT WORKSHOPS - 20,000 EUROS

COMMUNICATIONS, WEBSITE DEVELOPMENT, AND MARKETING - 35,000 EUROS

REMAINING BALANCE: 0 EUROS

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

DATES OF REPORTS RECEIVED FROM GRANTEE:  
JULY 19, 2012

FY 12 UPDATE: DURING 2011, LES TALENS LYRIQUES' 2011 SEASON PRESENTED A TOTAL OF 51 CONCERTS OR PERFORMANCES OF 17 PRODUCTIONS IN 10 COUNTRIES IN ADDITION TO FRANCE. OPERAS FEATURED WERE CASTOR ET POLLUX, MÉDÉE, BELLEROPHON, HERCULE MOURANT, AND SAN GULIELMO D'AQUITANIA. IN ADDITION, THE ORGANIZATION LED MORE THAN 150 HOURS OF MUSICAL WORKSHOPS INVOLVING CLOSE TO 700 PUPILS FROM ITS PARTNERSHIPS WITH THE VARESE JUNIOR HIGH SCHOOL, MODIGLIANI, AND THE MAYOR JUNIOR HIGH SCHOOLS. FURTHERMORE, LES TALENS LYRIQUES CELEBRATED ITS 20TH ANNIVERSARY LAUNCHING A NEW ORGANIZATIONAL LOGO, RELEASED AN ANNIVERSARY 3-CD SET OF "ARIANNA IN CRETA" BY HANDEL, DEVELOPED AN ANNIVERSARY BROCHURE, CREATED A PROMOTIONAL DOUBLE CD WITH A COMPILATION OF 20 YEARS OF RECORDINGS, AND A 2012-2016 PROMOTIONAL PROGRAM.

19 - ENSEMBLE LES TALENS LYRIQUES  
12-326 / ENS002  
ADDRESS: 49, RUE DE MAUBEUGE, PARIS 75009, FRANCE  
FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: AUGUST 22, 2012  
TOTAL GRANT AMOUNT: 150,000 EUROS (\$186,111)  
DATES AND AMOUNTS OF PAYMENTS:  
9/17/2012 - 150,000 EUROS (\$186,111)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE 2012 SEASON OF ENSEMBLE LES TALENS LYRIQUES, A MUSICAL GROUP DEDICATED TO THE PROMOTION OF THE FRENCH AND FOREIGN INSTRUMENTAL AND VOCAL REPERTOIRES OF THE 16TH, 17TH, AND 18TH CENTURIES. THE THEME OF 2012 IS "A SEASON IN MOSAIC II," WHICH PROVIDES THE ORGANIZATION WITH THE SECOND OPPORTUNITY TO CELEBRATE ITS 20TH ANNIVERSARY AND PRESENT A RANGE OF WORKS IN OPERA, RECITAL AND SACRED MUSIC, AND CHAMBER MUSIC AND INSTRUMENTAL PIECES. LES TALENS LYRIQUES WILL TRAVEL THROUGHOUT EUROPE, PERFORMING THE FOLLOWING: THE OPERAS "COSI FAN TUTTE," "LES INDES GALANTES," "IL RITORNO D' ULISSÉ," "MÉDÉE," "PLATÉE," "ALCINA," "PHAËTON," "LA CALISTO," AND "RENAUD." THE RECITAL PERFORMANCES WILL INCLUDE WORKS WITH MAJOR SOLOISTS, VÉRONIQUE GENS AND DIANA DAMRAU; THE SACRED MUSIC PORTION WILL FEATURE JOHANN SEBASTIAN BACH'S, "SAINT MATTHEW'S PASSION," AND THE CHAMBER AND INSTRUMENTAL MUSIC WILL FEATURE WORKS BY HANDEL, MONTEVERDI, AND COUPERIN.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

IN ADDITION, LES TALENS LYRIQUES WILL CONTINUE ITS EDUCATION PROGRAMMING, WHICH PROVIDE MUSIC AND ARTS ENRICHMENT TO MORE THAN 500 STUDENTS IN UNDERSERVED AREAS SURROUNDING PARIS, FRANCE. THE EDUCATIONAL RESIDENCES AND WORKSHOPS ENABLE HIGH SCHOOL STUDENTS TO EXPERIENCE BAROQUE MUSIC BY STAGING A FULL OPERA PERFORMANCE IN THE SCHOOLS, AND PROVIDING LESSONS. FINALLY, THE ORGANIZATION WILL CONDUCT TWO RECORDING PROJECTS: "PHAËTON" BY LULLI AND "RENAUD" BY SACCHINI.

## FINANCIAL SUMMARY:

## REVENUE:

GRANT PAYMENT - 150,000 EUROS

## EXPENDITURES:

PRODUCTIONS - 90,000 EUROS

LULLI/PHAETON - 40,000 EUROS

SACCHINI/RENAUD - 10,000 EUROS

TERPSICHORE BALLET - 10,000 EUROS

TRAGEDIENNES 3/CONCERT PARIS - 10,000 EUROS

MONTEVERDI/ULISSE - 10,000 EUROS

ZEFIRO TORNA TOUR - 10,000 EUROS

EDUCATIONAL PROGRAMMING - 25,000 EUROS

COMMUNICATIONS - 35,000 EUROS

TOTAL EXPENDITURES: 150,000 EUROS

BALANCE AT DECEMBER 31, 2012: 0 EUROS

## DATES OF REPORTS RECEIVED FROM GRANTEE:

5/28/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, ENSEMBLE LES TALENS LYRIQUES PRESENTED 46 CONCERTS OR PERFORMANCES WITH 17 DIFFERENT PRODUCTIONS IN SEVEN EUROPEAN COUNTRIES. FUNDS SUPPORTED THE PRESENTATION OF THE OPERA, IL RITORNO D'ULISSE BY MONTEVERDI, AS WELL AS CONCERT VERSIONS OF OPERAS AND ORATORIOS BY LULLI (PHAETON), SACCHINI (RENAUD), AND CONCERTS. IN ADDITION, THE ORGANIZATION CONTINUED ITS EDUCATIONAL OUTREACH PROGRAM TARGETING SECONDARY SCHOOLS IN UNDERSERVED AREAS OF PARIS, WHICH PROVIDE RESIDENCIES, PERFORMANCE OPPORTUNITIES, AND SITE VISITS TO CULTURAL AND ARTISTIC INSTITUTIONS IN THE CITY. FOLLOWING THE ORGANIZATION'S 20TH ANNIVERSARY IN 2011, ENSEMBLE LES TALENS LYRIQUES UPDATED ITS WEBSITE AND CREATED NEW MARKETING MATERIALS TO REFLECT NEW SOURCES OF FUNDING AND NEW OPPORTUNITIES TO SOLICIT NEW SUPPORTERS USING SOCIAL MEDIA TOOLS.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

20 - ESCUELA DE AGRICULTURA DE LA REGION TROPICAL HUME A  
 06-499 / ESC001  
 ADDRESS: C/O EARTH UNIVERSITY, P.O. BOX 442-100, SAN JOSE, COSTA RICA  
 FYE DATE: DECEMBER 31  
 FOREIGN ORGANIZATION  
 GRANT DATE: MAY 10, 2006  
 TOTAL GRANT AMOUNT: \$600,000  
 DATES AND AMOUNTS OF PAYMENTS:  
 6/2/2006 - \$600,000

PURPOSE OF GRANT: FUNDS WILL ESTABLISH TWO CHARLES ANNENBERG WEINGARTEN ENDOWED SCHOLARSHIPS AT ESCUELA DE AGRICULTURA DE LA REGIÓN TROPICAL HUME A (EARTH UNIVERSITY), AN INTERNATIONAL SCHOOL OF HIGHER EDUCATION IN GUÁCIMO, COSTA RICA. EACH YEAR THE SCHOLARSHIP WILL COVER TUITION, ROOM AND BOARD, AND HEALTH INSURANCE FOR EACH STUDENT. IN 2006 THE ANNUAL COST OF THE SCHOLARSHIP PROGRAM WAS \$13,300. THE ACADEMIC YEAR RUNS FROM MID-JANUARY TO MID-DECEMBER AND SCHOLARSHIPS ARE USUALLY AWARDED EARLY IN MAY. WHILE IN THEIR THIRD YEAR OF STUDY, THE STUDENTS WILL BE ELIGIBLE FOR FIRST CONSIDERATION FOR INTERNSHIPS PROVIDED BY WHOLE FOODS MARKET AT SEVERAL OF ITS FACILITIES.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$600,000  
 FY06 INTEREST EARNED - \$97,449  
 FY07 INTEREST EARNED - \$23,974  
 FY08 INTEREST EARNED - (\$260,528.68)  
 FY09 INTEREST EARNED - \$90,343.22  
 FY10 INTEREST EARNED - \$59,248.51  
 FY11 INTEREST EARNED - \$21,740.33  
 FY12 INTEREST EARNED - \$61,154.62

## EXPENDITURES:

FY06 SCHOLARSHIP DISTRIBUTIONS - \$0  
 FY07 SCHOLARSHIP DISTRIBUTIONS - \$27,400  
 FY08 SCHOLARSHIP DISTRIBUTIONS - \$27,400  
 FY09 SCHOLARSHIP DISTRIBUTIONS - \$0  
 FY10 SCHOLARSHIP DISTRIBUTIONS - \$0  
 FY11 SCHOLARSHIP DISTRIBUTIONS - \$15,950  
 FY12 SCHOLARSHIP DISTRIBUTIONS - \$16,450  
 BALANCE AT DECEMBER 31, 2012: \$606,181.00

DATES OF REPORTS RECEIVED FROM GRANTEE:

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

6/26/2007  
 5/19/2008  
 6/2/2009  
 6/2/2010  
 7/16/2011  
 6/20/2012  
 6/7/2013

FY12 UPDATE: AS THE FIRST TWO RECIPIENTS OF THE CHARLES ANNENBERG WEINGARTEN ENDOWED SCHOLARSHIPS GRADUATED, EARTH UNIVERSITY SELECTED TWO NEW INDIVIDUALS: RONALD DAVID MORA HERNANDEZ FROM COSTA RICA, AND ADA MARLENE MACAZANA FROM PERU. BOTH STUDENTS AGAIN PERFORMED AT THE TOP OF THEIR CLASS DURING THEIR SECOND YEAR OF STUDIES, AND PARTICIPATED IN EXTRACURRICULAR ACTIVITIES. DUE TO A CONTINUED LAG IN EARNINGS ON THE SCHOLARSHIP FUND, EARTH UNIVERSITY PROVIDED PARTIAL SCHOLARSHIP SUPPORT TO EACH STUDENT THROUGH THE FUND, AND USED OTHER CONTRIBUTIONS TO COVER THE REMAINING TUITION COSTS FOR BOTH STUDENTS.

21 - FONDAZIONE PALAZZO STROZZI  
 12-201/ FON004  
 ADDRESS: PIAZZA STROZZI, FLORENCE, 50123, ITALY  
 FYE DATE: DECEMBER 31  
 FOREIGN ORGANIZATION  
 GRANT DATE: MAY 11, 2012  
 TOTAL GRANT AMOUNT: 30,000 EUROS (\$38,844)  
 DATES AND AMOUNTS OF PAYMENTS:  
 6/12/2012 - 10,000 EUROS (\$12,948)  
 3/27/2013 - 10,000 EUROS (\$13,251)

PURPOSE OF THE GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE ORGANIZATION'S CHARITABLE MISSION TO BRING INTERNATIONAL QUALITY CULTURAL EVENTS TO FLORENCE, AND TO GIVE THE PALAZZO BACK TO THE CITY. THE FONDAZIONE PALAZZO STROZZI HAS WORKED TO: BRING AN INTERNATIONAL APPROACH TO MAKING CULTURE IN FLORENCE, PROVIDING A PLATFORM FOR EXPERIMENTATION, AND A PLACE FOR DEBATE AND DISCUSSION; CREATE NEW SYNERGIES WITH OTHER CULTURAL PLAYERS; BE A CATALYST FOR CULTURAL CHANGE, AND IN SHORT, TO THINK GLOBAL, ACT LOCAL.

THE PALAZZO STROZZI IS VISITOR-CENTERED, AND ONE OF THE THINGS THAT MAKES THE EXHIBITIONS SPECIAL IS THE VISITOR-FRIENDLINESS OF ALL THE PALAZZO STROZZI'S ACTIVITIES, FROM THE SPECIAL LABELING FOR FAMILIES AND CHILDREN, LABELING FOR THE VISUALLY IMPAIRED, TO THE VIDEO INFORMATION

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SCREENS IN THE COURTYARD. THE GOAL OF ALL THESE INNOVATIONS IS TO AWAKEN THE VISITOR'S CURIOSITY, TO WHET THEIR APPETITE FOR CULTURE. SINCE ITS INCEPTION, THE PALAZZO STROZZI HAS CONTINUED TO HOST A STRONG ANNUAL PROGRAM OF CULTURAL EVENTS, INCLUDING MAJOR EXHIBITIONS, INSTALLATIONS OF CONTEMPORARY ART, CONFERENCES, CONCERTS AND FASHION SHOWS. EXHIBITIONS PLANNED FOR 2012 INCLUDE WORKS FEATURING AMERICAN ARTISTS, WITH SUBSEQUENT YEARS BRINGING TOPICS INCLUDING EARLY RENAISSANCE SCULPTURE, RUSSIAN AVANT-GARDE PAINTING, AND MANNERISM, AMONG OTHERS.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - 10,000 EUROS

## EXPENDITURES:

FAMILY AND CHILDREN LABELS FOR EXHIBITION, CHILDREN'S BOOK, AND INTERACTIVE TOUCHTABLE - 10,000 EUROS

TOTAL EXPENDITURES: 10,000 EUROS

BALANCE AT DECEMBER 31, 2012: 0 EUROS

DATES OF REPORTS RECEIVED FROM GRANTEE:

3/7/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, THE FONDAZIONE PALAZZO STROZZI PRESENTED THE EXHIBITION, "THE THIRTIES. THE ARTS IN ITALY BEYOND FASCISM," WHICH EXPLORED THE COMPLEX ARTISTIC AND CULTURAL SETTING WHERE ARTISTS CONFRONTED STYLISTIC CHANGES, ALONG WITH THE ARRIVAL OF DESIGN AND MASS COMMUNICATION THROUGH POSTERS, RADIO, THE CINEMA, AND THE FIRST ILLUSTRATED MAGAZINE. THESE MEDIUMS STOLE NUMEROUS IDEAS FROM THE FINE ARTS AND TRANSMITTED THEM TO A BROADER AUDIENCE. IN CONJUNCTION WITH THE EXHIBITION, THE FONDAZIONE PALAZZO STROZZI CREATED SEPARATE LABELS FOR CHILDREN AND FAMILIES, AS WELL AS A CHILDREN'S BOOK TO COMPLEMENT THE EXHIBITION, AND AN INTERACTIVE TOUCHTABLE THAT INVITED FAMILIES TO EXPLORE THE WORKS OF ART TOGETHER. TOTAL ATTENDANCE WAS 74,000 - AN AVERAGE OF 580 DAILY VISITORS.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #22-28  
FORM 990-PF, PART XV

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #22-28  
22- FONDAZIONE TEATRO COMUNALE DI FERRARA  
12-355/ FON005  
ADDRESS: CORSO MARTIRI DELLA LIBERTA 5, FERRARA, 44121, ITALY  
FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: SEPTEMBER 17, 2012  
TOTAL GRANT AMOUNT: \$50,000  
DATES AND AMOUNTS OF PAYMENTS:  
9/19/2012 - \$50,000

PURPOSE OF THE GRANT: GRANT FUNDS WILL BE USED TO REPAIR THE TEATRO COMUNALE DI FERRARA, WHICH WAS DAMAGED BY TWO MAJOR EARTHQUAKES THAT STRUCK THE EMILIA-ROMAGNA REGION OF ITALY IN MAY 2012. THE THEATRE'S FLOORS, STRUCTURE, AND ORNATE DECORATIONS WERE SEVERELY DAMAGED, RENDERING THE THEATRE UNFIT FOR USE. REPAIRS WILL INCLUDE RENOVATIONS OF THE ELECTRICAL, FIRE SAFETY, AND AIR CONDITIONING SYSTEMS; INSPECTIONS OF THE THEATRE CEILINGS, STALLS, STAGE, OFFICES, AND AUDITORIUM; PLASTERING OF WALLS, AND WORK ON THE FOYER AND REHEARSAL ROOMS.

THE THEATRE IS STEEPED IN A RICH CULTURAL TRADITION OF THEATRICALS WHERE THE FIRST RECORD OF A STAGED PLAY DATES BACK TO 1486. SINCE ITS INAUGURATION IN 1798, THE THEATRE'S FUNDAMENTAL OBJECTIVES HAVE REMAINED CONSTANT: TO GIVE EXHIBITING SPACE TO A HIGH STANDARD OF ARTISTIC PERFORMANCE, ENCOURAGE GROWTH AND EVALUATION OF NEW EXPERTISE AND PROFESSIONALISM, AND TO CONSOLIDATE THE ROLE OF THE THEATRE AS A POINT OF REFERENCE IN THE TASK OF CULTIVATING AND STIMULATING ITS AUDIENCE. EACH YEAR, APPROXIMATELY 120 PRODUCTIONS, TOTALING OVER 220 PERFORMANCES OF DRAMA, DANCE, OPERA, CONCERTS, EXPERIMENTAL THEATRE, AND YOUTH THEATRE, TAKE PLACE. IN ADDITION, THE THEATRE HOSTS THE TOWN'S CONCERT SEASON AND MUSIC FESTIVAL, AS WELL AS PROVIDES A VARIEGATED PROGRAM OF EDUCATIONAL OPPORTUNITIES TO THE PUBLIC.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$50,000

## EXPENDITURES:

REPLACEMENT OF ELECTRICAL SYSTEM (THEATER CONTROL PANEL AND ELECTRICAL CABINET) \$50,000

TOTAL EXPENDITURES: \$50,000

BALANCE AT DECEMBER 31, 2012: \$0



FORM 990PF - GENERAL EXPLANATION ATTACHMENT

DATES OF REPORTS RECEIVED FROM GRANTEE:  
3/28/13

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, FONDAZIONE TEATRO COMUNALE DI FERRARA REPLACED AND UPGRADED THE ORGANIZATION'S ELECTRICAL SYSTEM THAT WAS DAMAGED BY TWO MAJOR EARTHQUAKES THAT STRUCK THE EMILIA-ROMAGNA REGION OF ITALY IN MAY 2012. THE ORGANIZATION REPLACED THE CONTROL PANEL AND ADDED ADDITIONAL ELECTRICAL LINES FOR FUTURE UPGRADES, WHICH INCREASED THE TEATRO'S ELECTRICAL CONNECTIONS FOR ACTING COMPANIES UTILIZING THE FACILITY. IN ADDITION, THE ORGANIZATION INSTALLED A NEW ELECTRICAL CABINET WITH AN ELECTRICAL SAFETY SWITCH ALLOWING THE ORGANIZATION TO ADHERE TO SAFETY REGULATIONS. WITH THE UPGRADES, THE TEATRO WAS ABLE TO REOPEN ON SEPTEMBER 23, 2012.

23 - THE FREEDOM THEATER

11-075/FRE008

ADDRESS: THE WEST BANK, JENIN REFUGEE CAMP, ALMADARES STREET, JENIN, PALESTINIAN TERRITORIES

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: OCTOBER 15, 2010

TOTAL GRANT AMOUNT: \$50,000

DATES AND AMOUNTS OF PAYMENTS:

11/04/2010 - \$50,000

PURPOSE OF THE GRANT: GRANT FUNDS WILL BE USED FOR CONSTRUCTION OF THE NEW THEATER SPACE FOR THE FREEDOM THEATER IN JENIN, WHICH WILL INCREASE ACCESS TO THEATER AND PERFORMING ARTS ACTIVITIES FOR ONE OF THE MOST DISADVANTAGED AND ISOLATED AREAS OF THE WEST BANK. THE NEW THEATER WILL INCLUDE: A LARGE PERFORMANCE HALL WITH SEATING FOR 400; A PROFESSIONAL STAGE AND BACKSTAGE SPACE WITH TWO LARGE DRESSING ROOMS; AN AREA FOR WORKSHOPS AND SMALL PRESENTATIONS; GREEN ROOM AND LIBRARY FOR ACTORS; A SMALL CONFERENCE ROOM, AND A LARGE FOYER WITH CAFETERIA. ONCE COMPLETED, THE THEATER WILL HOST THE ORGANIZATION'S ACTING SCHOOL AND DRAMA ACTIVITIES FOR CHILDREN AND YOUTH, AS WELL AS AN EXTENSIVE PROGRAM OF PERFORMANCES IN THEATER AND PERFORMING ARTS.

AS PART OF THE JUNE 21, 2011 REPORTS, THE ORGANIZATION REQUESTED AN AMENDMENT TO THE GRANT PURPOSE, WHICH WAS APPROVED. FUTURE REPORTS WILL DETAIL THE USE OF GRANT FUNDS IN OPERATING THE TEMPORARY FACILITY OVER THE NEXT TWO YEARS.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$50,000

## EXPENDITURES:

JANUARY 1- DECEMBER 31, 2010- \$21,371

JANUARY 1- DECEMBER 31, 2012

LOCATION MANAGER SALARY - \$6,486.49

TECHNICIANS SALARY - \$9,269.73

FURNITURE - \$1,830.81

ELECTRICITY - \$243.24

ELECTRICAL APPLIANCES - \$1,605.14

RENT - \$5,833.33

RENOVATION - \$3,360.27

TOTAL EXPENDITURES: \$28,629.01

BALANCE AT DECEMBER 31, 2012: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

6/21/2011

2/25/2012

FY12UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, THE FREEDOM THEATER SECURED, EQUIPPED, AND OPERATED A TEMPORARY WORKSPACE IN JENIN CITY. THE TEMPORARY FACILITY, PREVIOUSLY EMPTY AND UNOCCUPIED WITH 250 SQUARE METERS, WAS RENOVATED AND FEATURES A WOODEN FLOOR PLATFORM FOR REHEARSALS AND WORKSHOPS, MEASURING 140 SQUARE METERS, TWO DRESSING ROOMS, AND A SMALL KITCHEN AREA. THE ORGANIZATION COMPLETED THE SECOND FLOOR RENOVATIONS, ADDED AN OFFICE, FINALIZED THE ELECTRICAL WORK, AND PURCHASED PAINT, DOORS, AND PARTITION WALLS. WITHIN THE FACILITY, THE FREEDOM THEATER OPERATED AN ACTING SCHOOL PROVIDING COURSES IN ACTING; DANCE & MOVEMENT; VOICE TRAINING; PANTOMIME; MASKS; CIRCUS SKILLS; TEXT ANALYSIS; HISTORY OF THEATER; IMPROVISATION; PLAYBACK THEATER, AND SOCIAL AND CULTURAL STUDIES. IN ADDITION, THE FACILITY HELD CAPACITY BUILDING COURSES FOR PSYCHODRAMA AND TRAUMA RESPONSE FOR PSYCHOLOGISTS, SOCIAL WORKERS, AND OTHER MENTAL HEALTH WORKERS IN THE JENIN AREA. FURTHERMORE, THE FREEDOM THEATER HELD PREPARATORY WORKSHOPS FOR THE PRODUCTION OF THE STREET THEATER PROJECT.

GIVEN THAT GRANT FUNDS WERE USED FOR CAPITAL PURPOSES, INCLUDING THE PURCHASE OF CONSTRUCTION MATERIALS, FURNITURE, AND OTHER GOODS, AN AFFIDAVIT OF EQUIVALENCY WAS SECURED AND THE ORGANIZATION WILL CONTINUE TO REPORT FOR AN ADDITIONAL FISCAL YEAR.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

24 - THE FREEDOM THEATER  
12-107/FRE008

ADDRESS: (C/O CHANNA WINFELD), TENNA 5, BNEI DROR, 4581500, ISRAEL  
FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: MARCH 6, 2012  
TOTAL GRANT AMOUNT: \$50,000

DATES AND AMOUNTS OF PAYMENTS:  
4/13/2012

PURPOSE OF THE GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE ORGANIZATION'S MISSION TO PROVIDE THE CHILDREN OF JENIN REFUGEE CAMP WITH A SPACE IN WHICH BOYS AND GIRLS CAN EQUALLY AND SAFELY EXPRESS THEMSELVES, DARE TO EXPERIMENT, TAKE RISKS, IMAGINE OTHER REALITIES AND CHALLENGE EXISTING SOCIAL AND CULTURAL BARRIERS; TO EMPOWER CHILDREN TO FIND NEW WAYS OF SOLVING PROBLEMS AND TO DEVELOP THE CONFIDENCE TO FACE HARDSHIPS IN THEIR LIVES; TO ADDRESS THE CULTURAL ISOLATION THAT LIMITS ACCESS TO WIDER PALESTINIAN AND GLOBAL COMMUNITIES, AND TO DEMONSTRATE A MODEL OF ARTISTIC EXCELLENCE IN THEATER AND THE ARTS. THE FREEDOM THEATER IS A COMMUNITY-BASED THEATER AND CULTURAL CENTER THAT OFFERS THE ONLY PROFESSIONAL VENUE FOR THEATER AND ARTS IN THE NORTHERN PART OF THE OCCUPIED WEST BANK. ACTIVITIES PRIMARILY TARGET CHILDREN AND YOUTH, GIVING PARTICIPANTS AN OPPORTUNITY TO EXPRESS THEMSELVES THROUGH DRAMA THERAPY, FILM, PHOTOGRAPHY, AND CREATIVE WRITING.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT: \$50,000

## EXPENDITURES:

GENERAL ADMINISTRATIVE EXPENSES (INCLUDING AUDITOR FEES, UTILITIES, AND SALARIES) \$50,000

TOTAL EXPENDITURES: \$50,000

BALANCE AT DECEMBER 31, 2010: \$0

DATES OF REPORTS RECEIVED FROM GRANTEE:  
3/14/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, THE FREEDOM THEATER HIRED A FULL-TIME ARTISTIC MANAGER TO IMPROVE THE

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ORGANIZATION'S MANAGERIAL FUNCTIONS. UNDER THEIR LEADERSHIP, THE ORGANIZATION PRODUCED FOUR STUDENT PRODUCTIONS AND CARRIED OUT TWO INTENSIVE WORKSHOPS, TRANSFORMING THE ACTING STUDENT'S ABILITY TO MATURE AS ACTORS. IN ADDITION, THE ARTISTIC MANAGER HELD THE DRAMA FOR CONFLICT TRANSFORMATION AND TRAUMA RESPONSE WORKSHOP FOR MENTAL HEALTH WORKERS, EDUCATORS, AND COUNSELORS; DRAMA IN EDUCATION WORKSHOP TO FAMILIARIZE EDUCATORS WITH DRAMA AS A PEDAGOGICAL TOOL, AND THE STORY-TELLING WORKSHOP, A SET OF INTERACTIVE ACTIVITIES FOR CHILDREN UTILIZING VARIOUS THEATER ACTIVITIES. FURTHERMORE, THE FREEDOM THEATER CONTINUED TO OPERATE THE ACTING SCHOOL PROVIDING YOUTH AN EDUCATION IN ALL ASPECTS OF THEATRE AND ACTING.

25 - GIRL CHILD NETWORK WORLDWIDE

11-111/GIR002

ADDRESS: 4 WEST ROAD, WEST CLIFF ON SEA, ESSEX, SS0 9DA, UNITED KINGDOM

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: DECEMBER 3, 2010

TOTAL GRANT AMOUNT: \$10,000

DATES AND AMOUNTS OF PAYMENTS:

01/24/2011 - \$10,000

PURPOSE OF THE GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE CHARITABLE MISSION OF THE GIRL CHILD NETWORK WORLDWIDE IN ITS EFFORTS TO SUPPORT AND PROMOTE GIRLS' RIGHTS, EMPOWERMENT, AND EDUCATION BY REACHING OUT TO GIRLS ANYWHERE WHO ARE ECONOMICALLY DEPRIVED, AT RISK OF ABUSE, SUBJECT TO HARMFUL CULTURAL PRACTICES, OR LIVING IN AREAS OF INSTABILITY. GCNW USES ITS GIRL CHILD EMPOWERMENT MODEL DEVELOPED IN 1998 BY THE GIRL CHILD NETWORK IN ZIMBABWE TO MOBILIZE GIRLS INTO SCHOOL CLUBS THAT ENABLE THEM TO LEARN THEIR RIGHTS, PREVENT SEXUAL VIOLENCE AND HARASSMENT, AND BECOME SELF-CONFIDENT LEADERS. OTHER ACTIVITIES INCLUDE THE ESTABLISHMENT OF GIRLS EMPOWERMENT VILLAGES, WHICH ARE INTEGRAL CENTERS FOR VICTIMS OF SEXUAL VIOLENCE THAT PROVIDE MEDICAL, LEGAL, AND EDUCATIONAL SERVICES AS WELL AS ACCESS TO POLICE PROTECTION; RAISING FUNDS FOR THE GIRLS EMPOWERMENT AND EDUCATION FUND, AND PROVIDING SMALL GRANTS FOR CLUBS AND SELF-HELP PROJECTS FOR INDIVIDUAL GIRLS CLUBS.

FINANCIAL SUMMARY

REVENUE:

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

GRANT PAYMENT: \$10,000

## EXPENDITURES:

TRAINING, MONITORING, EVALUATION, AND FIELD VISITS IN AFRICA - \$4,144.29

PARTNER TRAINING - \$377.28

FUNDRAISING, MARKETING, AND ADVERTISING - \$2,217.80

FINANCE AND ADMINISTRATION - \$3,336.33

TOTAL EXPENDITURES: \$10,075.70

BALANCE AT DECEMBER 31, 2010: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

4/18/2012

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2011, GIRL CHILD NETWORK WORLDWIDE (GCNW) WAS ABLE TO REPLICATE ITS GIRL CHILD EMPOWERMENT MODEL IN UGANDA, SIERRA LEONE, AND SOUTH AFRICA, WHICH MOBILIZES GIRLS INTO SCHOOL CLUBS THAT ENABLE THEM TO LEARN THEIR RIGHTS, PREVENT SEXUAL VIOLENCE AND HARASSMENT, AND BECOME SELF-CONFIDENT LEADERS. IN ADDITION, GCNW WAS ABLE TO LAUNCH THE ORGANIZATION'S FIRST GIRLS EMPOWERMENT AND EDUCATION FUND TO RECEIVE CONTRIBUTIONS FROM INDIVIDUAL DONORS AS WELL AS ITS FIRST GLOBAL GIVING CAMPAIGN, WHICH WILL ASSIST THE ORGANIZATION'S PROGRAMMATIC INFRASTRUCTURE. FURTHERMORE, GCNW HAS STRENGTHENED THE ORGANIZATION'S OPERATIONS AND STREAMLINED ITS INTERNAL OPERATIONS AND AS A RESULT, SECURED NEW PARTNERSHIPS AND NEW FUNDING PARTNERS, INCLUDING \$30,000 IN CONTRIBUTIONS FROM INDIVIDUAL DONORS.

26 - GLOBAL CIVIC POLICY SOCIETY

11-1109/ GLO005

ADDRESS: PLAZA OF NATIONS, SUITE B100- 750 PACIFIC BOULEVARD, VANCOUVER, BRITISH COLUMBIA, V6B 5E7

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: OCTOBER 7, 2011

TOTAL GRANT AMOUNT: \$500,000

## DATES AND AMOUNTS OF PAYMENTS:

10/21/2011- \$250,000

3/14/2013 - \$250,000

PURPOSE OF THE GRANT: GRANT FUNDS WILL BE USED OVER TWO YEARS TO FURTHER THE ORGANIZATION'S MISSION TO ENCOURAGE A MORE EDUCATED CITIZENRY. THE

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

GLOBAL CIVIC POLICY SOCIETY UNDERTAKES AND FUNDS RESEARCH THAT SUPPORTS THE SOCIAL, ENVIRONMENTAL, AND ECONOMIC RESILIENCE OF CANADIAN COMMUNITIES, MOST OFTEN THROUGH PARTNERSHIPS WITH EDUCATION INSTITUTIONS, AND DISSEMINATES THE RESULTS OF THAT RESEARCH WITHOUT RESTRICTION TO THE PUBLIC TO STIMULATE DISCUSSION. PROPOSED RESEARCH AREAS INCLUDE: ENVIRONMENTAL CHALLENGES CAUSED BY SUBURBAN AND URBAN SPRAWL; A MULTI-LINGUAL NEIGHBORHOODS PROJECT; ENHANCED COMMUNITY INVOLVEMENT IN ALL CIVIC ISSUES, AND FEEDBACK MECHANISMS TO DISSEMINATE RESEARCH FINDINGS TO THE PUBLIC. CURRENTLY, THE ORGANIZATION IS ENGAGED IN THREE PRIMARY INITIATIVES: THE CENTER FOR SUSTAINABLE MARKET URBANISM, WHICH WORKS TO ENCOURAGE THE USE OF ECONOMIC ANALYSIS AND MARKET FORCES IN CITY DEVELOPMENT, IN AN EFFORT TO REDUCE GOVERNMENT INTERVENTION; THE URBAN EXPERIENCE INITIATIVE, WHICH SEEKS TO IMPROVE THE QUALITY OF LIFE AND ENGAGE CITIZENS LIVING IN HIGH DENSITY NEIGHBORHOODS, AND THE GREETING FLUENCY INITIATIVE, WHICH TEACHES INDIVIDUALS TO SAY A FEW WORDS OF GREETING IN MANY LANGUAGES.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT: \$250,000

FUNDRAISING INCOME: \$2,087.29

## EXPENDITURES

OCTOBER - DECEMBER 31, 2011: \$51,372.32

JANUARY - DECEMBER 31, 2012:

EXECUTIVE DIRECTOR: \$136,392

PROGRAM MANAGER: \$50,000.04

CIVIC THEATERS RENT FOR THREE EVENTS: \$14,322.93

TOTAL EXPENDITURES: \$252,087.29

BALANCE AT DECEMBER 31, 2012: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

5/23/12

2/4/13

FY12UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, THE GLOBAL CIVIC POLICY SOCIETY WAS ABLE TO CONTINUE ITS EFFORTS TO ENCOURAGE A MORE EDUCATED CITIZENRY. THE ORGANIZATION HELD FOUR PUBLIC SALONS AT THE VANCOUVER PLAYHOUSE, EACH OF WHICH FEATURED EIGHT SPEAKERS INCLUDING GOVERNMENT OFFICIALS, REPORTERS, ACADEMICS, ENTREPRENEURS, AND ARTISTS. THE PUBLIC SALONS ATTRACTED REGULAR AUDIENCES OF OVER 500 INDIVIDUALS. THE GLOBAL CIVIC POLICY SOCIETY CONTINUED ITS WORK STRENGTHENING THE GREETING FLUENCY INITIATIVE BY HOSTING EVENTS THAT FEATURED DIFFERENT

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

LANGUAGES AND INTERESTING CULTURAL INSIGHTS FROM INDIVIDUALS THAT SPEAK THESE LANGUAGES. AS PART OF THE INITIATIVE, THE ORGANIZATION'S SMARTPHONE APP CALLED "GREETING FLUENCY AID" ADDED TEN NEW LANGUAGES FOR A TOTAL OF 20 FEATURED ON THE APP, WHICH IS AVAILABLE ON THE IPHONE, ANDROID, AND BLACKBERRY PLATFORMS FREE OF CHARGE. THE ORGANIZATION'S VANCOUVER URBAN FORUM TOOK ON THE ISSUES OF URBAN SPRAWL AND ITS IMPACT ON THE ENVIRONMENT AND COMMUNITY LIFE IN THE CITY.

27 -GREENPEACE - ORGANIZZAZIONE NON LUCRATIVA DI UTILITA SOCIALE  
12-255/ GRE014

ADDRESS: ROME OFFICE, VIA DELLA CORDONATA, 7, ROMA, 00187, ITALY

FYE DATE: DECEMBER 31, 2012

FOREIGN ORGANIZATION

GRANT DATE: JUNE 21, 2012

TOTAL GRANT AMOUNT: \$50,000

DATES AND AMOUNTS OF PAYMENTS:

7/02/2012 - \$50,000

PURPOSE OF THE GRANT: GRANT FUNDS WILL BE USED TO SUPPORT CAMPAIGN EFFORTS TO PREVENT GREATER OFFSHORE OIL DRILLING AND BRING MARINE PROTECTION TO THE SICILIAN CHANNEL. RICH IN BIODIVERSITY, THE SICILIAN CHANNEL IS CURRENTLY UTILIZED AS A RESOURCE FOR FISHERY, NATURAL MINERALS, AND LOW-EXTRACTION OIL DRILLING. UP TO TWELVE MILES OF THE SEA AREA FALL UNDER ITALY'S NATIONAL JURISDICTION AND PROCESSES HAVE TAKEN PLACE TO ESTABLISH ECOLOGICAL PROTECTION ZONES IN THE REMAINING INTERNATIONAL WATERS. HOWEVER, OIL DRILLING INTERESTS AND OTHER GEOPOLITICAL ISSUES MAY HAVE THWARTED SUCH DESIGNATION OF THE SICILIAN CHANNEL.

WITH THE AIM TO MOBILIZE LOCAL COMMUNITIES AND RAISE SUPPORT AGAINST OFFSHORE DRILLING, GREENPEACE - ORGANIZZAZIONE NON LUCRATIVA DI UTILITÀ SOCIALE WILL RESEARCH THE WORK OF THE REGION'S OIL INDUSTRY, INCLUDING THE ECONOMIC IMPACT ON FISHING AND TOURISM; DOCUMENT THE BEAUTY OF SENSITIVE AREAS AT RISK, AND PROMOTE COORDINATION OF LOCAL COMMUNITIES AND FISHERMEN. FURTHERMORE, IN A PUBLIC CAMPAIGN THAT WILL INVOLVE CELEBRITY VIDEOS AND INFORMATION ON THE WEB, THE ORGANIZATION WILL INCREASE AWARENESS AMONG THE GENERAL PUBLIC AND PRESSURE ON THE NATIONAL GOVERNMENT TO INTERVENE IN THE AREA'S PROTECTION FROM OFFSHORE OIL PROJECTS.

CAMPAIGN ACTIVITIES BEGAN IN MAY 2012, WITH THE PUBLIC CAMPAIGN SCHEDULED TO LAUNCH FROM JULY THROUGH SEPTEMBER 2012.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$50,000

INTEREST INCOME - \$76

## EXPENDITURES:

RESEARCH VESSEL "ASTREA" FOR REMOTELY OPERATED VEHICLE UNDERWATER  
EXPLORATION - \$13,341

RESEARCHER - \$3,166

INSURANCE - \$1,745

SAILING BOAT "LUNA" COSTS - \$4,544

SKIPPER SAILING BOAT "LUNA"- \$1,900

TRAVELING COSTS - \$8,432

PRESS OFFICER JUNIOR - \$1,912

PHOTO &amp; VIDEO - \$12,033

CAMPAIGN TOOLS - \$2,921

BANK COSTS - \$13

TOTAL EXPENDITURES: \$49,931

BALANCE AT DECEMBER 31, 2012: \$69

BALANCE OF GRANT FUNDS RETURNED TO THE ANNENBERG FOUNDATION: \$69

## DATES OF REPORTS RECEIVED FROM GRANTEE:

2/8/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, GREENPEACE - ORGANIZZAZIONE NON LUCRATIVA DI UTILITA SOCIALE MOBILIZED LOCAL COMMUNITIES AND RAISED STRONG PUBLIC SUPPORT AGAINST OFFSHORE OIL DRILLING THROUGH A VARIETY OF CAMPAIGN ACTIVITIES THAT INCLUDED: ORGANIZING PROTESTS ON THE BEACHES WITH "OILED" PEOPLE AGAINST THE RISK OF OIL POLLUTION; PARTICIPATING IN POPULAR LOCAL EVENTS (FROM FOOD TO RELIGIOUS "FESTA"); UTILIZING SAILING VESSELS TO "SHOW" WHAT IS AT RISK ALONG THE SICILIAN COASTLINE AND VISITING NINE SMALL HARBORS TALK TO PEOPLE ABOUT THE ISSUE; HOLDING PUBLIC MEETINGS WITH LOCAL ADMINISTRATORS AND FISHERMAN; LEADING THE FIRST UNDERWATER EXPLORATION WITH A ROV (REMOTELY OPERATED VEHICLE) ON SENSITIVE AREAS OF THE SICILIAN CHANNEL, AND PRODUCING VIDEOS WITH LOCAL CELEBRITIES TO CONVEY THE MESSAGE TO A LARGER AUDIENCE. THESE ACTIVITIES AIMED TO RAISE SUPPORTERS FOR AN APPEAL TO THE ITALIAN MINISTER OF ENVIRONMENT TO PROTECT THE SEA AND PREVENT DRILLING IN THE SICILIAN CHANNEL. THESE EFFORTS RESULTED IN 60,000 PEOPLE SIGNING AN ONLINE AND OFFLINE PETITION AND SECURED A MEETING WITH THE ITALIAN MINISTER OF THE ENVIRONMENT ON OCTOBER 9, 2012. DURING THE MEETING, THE PETITION WAS DELIVERED.



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28 - GUSEN MEMORIAL COMMITTEE

10-040/GUS001

ADDRESS: GEDENKDEINSTKOMITEE GUSEN, C/O MAKARTSTRASSE 33, ST. MARTIN BEI  
TRUAN 4050, AUSTRIA

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: AUGUST 11, 2009

TOTAL GRANT AMOUNT: \$25,000

DATES AND AMOUNTS OF PAYMENTS:

9/10/2009 - \$25,000

PURPOSE OF THE GRANT: GRANT FUNDS WILL BE USED TO SUPPORT PUBLICATIONS, RESEARCH, AND COMMEMORATION OF THE FORMER CONCENTRATION CAMP COMPLEX ST. GEORGEN-GUSEN-MAUTHAUSEN IN AUSTRIA, CONDUCTED BY THE GUSEN MEMORIAL COMMITTEE. THE FOUNDATION UNDERSTANDS THAT THE ORGANIZATION WILL PUBLISH THE MEMOIRS OF CONCENTRATION CAMP SURVIVORS, AND A BROCHURE ON "PAPA GRUBER," A PROMINENT ROMAN CATHOLIC PRIEST AND AUSTRIAN AND POLITICAL PRISONER HELD IN GUSEN FROM 1940 UNTIL 1944, WHEN HE WAS KILLED FOR SMUGGLING MONEY AND FOOD INTO THE CAMP TO HELP THE OTHER PRISONERS. IN ADDITION, THE ORGANIZATION WILL CREATE AN ITALIAN VERSION OF ITS WALKING TOUR TO REACH A LARGER NUMBER OF EUROPEAN VISITORS.

THE GUSEN MEMORIAL COMMITTEE WILL CONTINUE ACQUIRING AND CONDUCTING RESEARCH ON ARCHIVAL MATERIALS FROM LOCAL SOURCES, SURVIVORS, AND CONCENTRATION CAMP LIBERATORS. THIS RESEARCH WILL BE INCORPORATED INTO SCHOLARLY ARTICLES AND PUBLICATIONS, WHICH CONTRIBUTE TO A GREATER UNDERSTANDING AND ANALYSIS OF THE HISTORY OF THE CONCENTRATION CAMPS AND THE HOLOCAUST IN GENERAL. OTHER COMMEMORATION ACTIVITIES WILL FOCUS ON THE CONCENTRATION CAMP SITE, INCLUDING HOSTING INTERNATIONAL COMMEMORATION EVENTS, AND WORKING WITH THE AUSTRIAN GOVERNMENT TO BRING ALL REMNANTS OF THE CAMP UNDER MONUMENT STATUS, AND MAKING THE BERGKRISTALL UNDERGROUND MANUFACTURING FACILITIES ACCESSIBLE TO THE PUBLIC. THE BERGKRISTALL PROJECT WAS INTENDED FOR THE MASS PRODUCTION OF ME 262 JET FIGHTERS, TO BE ASSEMBLED BY PRISONERS AT GUSEN.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$25,000

EXPENDITURES:

SEPTEMBER - DECEMBER 31, 2009 - \$16,266.10

JANUARY 1 - DECEMBER 31, 2010 - \$7,158.18

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JANUARY 1 - DECEMBER 31, 2011

ARCHIVAL RESEARCH IN AUSTRIAN STATE ARCHIVE, VIENNA - \$856.59

END OF PUBLICATION PROCESS OF THE MEMOIRS OF KZ GUSEN II SURVIVOR, KARL LITTNER - \$719.14

TOTAL EXPENDITURES: \$25,000

BALANCE AT DECEMBER 31, 2011: \$0

DATES OF REPORTS RECEIVED FROM GRANTEE:

3/08/2010

3/24/2010

3/10/2012

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2011, THE GUSEN MEMORIAL COMMITTEE (GMC) HIRED TWO AUSTRIAN STUDENTS TO CONDUCT SYSTEMATIC ARCHIVAL RESEARCH IN THE AUSTRIAN STATE ARCHIVE IN VIENNA TO DETERMINE IF KZ GUSEN DOCUMENTS EXISTED WITHIN ITS ARCHIVES. IN ADDITION, GMC COMPLETED THE PUBLICATION PROCESS FOR THE MEMOIRS OF KZ GUSEN II SURVIVOR KARL LITTNER IN SEPTEMBER 2011. GMC WAS ABLE TO SECURE A PRINT-ON-DEMAND PUBLISHER IN NORDERSTEDT, GERMANY TO PUBLISH THE MEMOIRS.

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EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #29-34  
FORM 990-PF, PART XV

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #29-34

29 - HIGH OAKS, INC.

07-505/HIG001

ADDRESS: 726 FITZWATERTOWN ROAD #7, WILLOW GROVE, PA 19090

FYE DATE: DECEMBER 31

501(C)(3) 509(A)(3) TYPE III, NON-FUNCTIONALLY INTEGRATED

NON-QUALIFYING DISTRIBUTION

GRANT DATE: MAY 2, 2007

TOTAL GRANT AMOUNT: \$5,000

DATES AND AMOUNTS OF PAYMENTS:

5/25/2007 - \$1,000

6/13/2008 - \$1,000

5/22/2009 - \$1,000

5/14/2010 - \$1,000

6/24/2011 - \$1,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO FURTHER HIGH OAK'S MISSION TO ASSIST CHRISTIAN SCIENTISTS IN RECEIVING AND PAYING FOR HEALTHCARE SERVICES. HIGH OAKS PROVIDES THIS ASSISTANCE TO INDIVIDUALS WHO LIVE IN PENNSYLVANIA, NEW JERSEY, DELAWARE, MARYLAND, VIRGINIA AND NEW YORK.

AMOUNTS EXPENDED BY GRANTEE: \$5,000

DATES OF REPORTS RECEIVED FROM GRANTEE:

5/14/2008

4/24/2009

4/28/2010

5/20/2011

6/27/2012

THE \$1,000 GRANT PAYMENT RECEIVED BY HIGH OAKS, INC. IN JUNE 2011 WAS EXPENDED IN JULY 2011 AS PART OF THE \$20,000.08 JUNE BENEVOLENCE GRANTS MADE BY HIGH OAKS, INC. TO INDIVIDUALS IN NEED OF CARE.

30 - INSTITUT CURIE

11-384/INS011

ADDRESS: 26 RUE D'ULM, PARIS, 75007, FRANCE

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: JUNE 22, 2011

TOTAL GRANT AMOUNT: 1,500,000 EUROS (\$2,137,680)

DATES AND AMOUNTS OF PAYMENTS:

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8/8/2011 - 300,000 EUROS (\$427,500)  
3/23/2012- 300,000 EUROS (\$403,063)  
4/8/2013 - 300,000 EUROS (\$388,230)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED OVER FIVE YEARS TO SUPPORT THE CREATION OF A LABORATORY OF TRANSLATIONAL RESEARCH IN PEDIATRIC ONCOLOGY, INCLUDING PROVIDING SALARY SUPPORT FOR AN ONCOLOGY SPECIALIST. THE LAB WILL WORK TO BETTER UNDERSTAND THE ORIGIN OF NEUROBLASTOMA, ONE OF THE MOST COMMON FORMS OF CHILDHOOD CANCER, IN ORDER TO IDENTIFY NEW DRUGS TARGETING THE TUMOR CELLS. THE LAB WILL BUILD ON THE MORE THAN 25 YEARS OF RESEARCH BY THE DEPARTMENT OF PEDIATRIC ONCOLOGY TO DEVELOP PRECISE DIAGNOSTIC CRITERIA OF CHILDHOOD SOLID TUMORS. THIS RESEARCH HAS LED TO TREATMENT STRATEGIES ADAPTED TO SPECIFIC GENOMIC PROFILES FOR CERTAIN TYPES OF NEUROBLASTOMA, AND THIS TREATMENT PROTOCOL WILL BE FINANCED BY THIS LABORATORY. CONTINUED INVESTIGATION WILL CREATE TREATMENT STRATIFICATION TO ADAPT TREATMENTS ACCORDING THE RISK OF RELAPSE. THUS, DECISIONS REGARDING THE NEED FOR CHEMOTHERAPY WILL BE BASED ON THE GENETIC PROFILE OF THE TUMOR CELLS.

THE LABORATORY IS ALIGNED WITH THE MISSION OF THE INSTITUT CURIE TO INTEGRATE THE PRACTICE OF MEDICINE WITH SCIENTIFIC RESEARCH, IN ORDER TO RAPIDLY ENABLE THE USE OF SCIENTIFIC DISCOVERIES FOR NEW THERAPEUTIC APPROACHES OR MORE PRECISE DIAGNOSES. DOCTORS ARE ENCOURAGED TO BE ACTIVELY INVOLVED IN RESEARCH PROJECTS, INSPIRED FROM THEIR DAILY CONTACT WITH PATIENTS. THE LAB WILL HAVE A SENIOR DOCTOR DEDICATED TO THE TRANSLATIONAL RESEARCH, WHICH MEANS COMBINING PATIENT CARE WITH CLINICAL RESEARCH.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENTS - 600,000 EUROS (\$830,563)

## EXPENDITURES:

JUNE - DECEMBER 2011 - 85,804.48 EUROS

JANUARY - DECEMBER 2012

SALARIES - 178,298.19 EUROS

LABORATORY EXPENSES - 36,492.50 EUROS

INDIRECT EXPENSES - 22,500 EUROS

TOTAL EXPENDITURES: 323,095.17 EUROS

BALANCE AT DECEMBER 31, 2012: 276,904.83 EUROS

## DATES OF REPORTS RECEIVED FROM GRANTEE:

3/15/2012

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

3/21/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, INSTITUT CURIE CONTINUED ITS ADVANCED RESEARCH INTO THE CHILDHOOD CANCER OF NEUROBLASTOMA, SPECIFICALLY AROUND THE GENETIC MARKERS OF THE TUMORS THAT CAN IMPACT OUTCOMES IN PATIENTS. THE LAB AND ITS STAFF RECEIVED THE SIRIC (SITE DE RECHERCHE INTEGRE EN CANCERLOGIE) LABEL BY THE INSTITUT NATIONAL DU CANCER, WHICH IS A SIGN OF EXCELLENCE IN FRANCE. WITH THIS DESIGNATION, THE LAB WILL BE ELIGIBLE FOR GOVERNMENT FUNDING TO OFFSET LAB AND EQUIPMENT COSTS.

31 - INTERNATIONAL CENTRE FOR THE STUDY OF THE PRESERVATION AND RESTORATION OF CULTURAL PROPERTY

11-041/INT014

ADDRESS: VIA DI SAN MICHELE, 13, ROME I-00153, ITALY

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: AUGUST 20, 2010

TOTAL GRANT AMOUNT: 25,000 EUROS (\$33,353)

DATES AND AMOUNTS OF PAYMENTS:

9/20/2010 - 25,000 EUROS (\$33,353)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE EPA FUND, WHICH FINANCES THE ACTIVITIES OF THE ECOLE DU PATRIMOINE AFRICAIN (EPA) IN PORTO-NOVO, BENIN, A POSTGRADUATE INSTITUTION THE SPECIALIZES IN THE CONSERVATION AND PROMOTION OF MATERIAL AND IMMATERIAL CULTURAL HERITAGE. EPA WORKS TO STRENGTHEN THE NETWORK OF AFRICAN PROFESSIONALS WORKING IN CONSERVATION AND CULTURAL HERITAGE THROUGH PROFESSIONAL TRAINING, SPECIAL PROJECTS, AND A RESOURCE CENTER AND PUBLICATIONS DEPARTMENT. MANAGED BY THE ICCROM, THE EPA FUND PROVIDES SUSTAINABLE INCOME TO EPA TO COVER OPERATING COSTS WHILE PROVIDING HIGH-QUALITY TRAINING MUSEUM AND CULTURAL PROFESSIONALS WORKING IN FRENCH, SPANISH, AND PORTUGUESE-SPEAKING AFRICAN COUNTRIES LOCATED SOUTH OF THE SAHARA.

## FINANCIAL SUMMARY

\*ANNENBERG FOUNDATION FUNDS ADDED TO ENDOWMENT IN 2010 - AT THAT TIME THE BALANCE WAS 2,304,231 EUROS.

BEGINNING VALUE (JANUARY 1, 2012) - 2,235,723 EUROS

REVENUE:

NEW CONTRIBUTION- 51,500 EUROS

INVESTMENT INCOME - 136,671 EUROS

EXPENDITURES:

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

DISBURSEMENT TO ECOLE DU PATRIMOINE AFRICAIN - 46,294 EUROS  
ENDING VALUE (DECEMBER 31, 2012): 2,377,600 EUROS

## DATES OF REPORTS RECEIVED FROM GRANTEE:

3/14/2011  
3/09/2012  
3/25/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, ICCROM WAS ABLE TO MAKE A DISBURSEMENT TO THE ECOLE DU PATRIMOINE AFRICAIN (EPA), WHICH COVERED 30% OF EPA'S OPERATING COSTS INCLUDING STAFF SALARIES, COMMUNICATIONS EXPENSES, EQUIPMENT, MAINTENANCE, SUPPLIES, AND TRANSPORTATION COSTS.

## 32 - THE IQALUIT COMMUNITY GREENHOUSE SOCIETY

08-471 / IQA001

ADDRESS: P.O. BOX 2469, IQUALUIT, NUNAVUT X0A 0H0, CANADA

FYE DATE: MARCH 31

FOREIGN ORGANIZATION

GRANT DATE: MARCH 25, 2008

TOTAL GRANT AMOUNT: \$50,000

DATES AND AMOUNTS OF PAYMENTS:

4/18/2008 - \$50,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE IQALUIT COMMUNITY GREENHOUSE EXPANSION PROJECT, WHICH WILL MEET THE DEMAND FOR GREENHOUSE SERVICES WITHIN THE COMMUNITY, AND CONTINUE RESEARCHING THE EFFECTS OF USING GREENHOUSES AS A LOCAL FOOD SOURCE FOR ARCTIC COMMUNITIES. THE IQALUIT COMMUNITY GREENHOUSE SOCIETY WILL CONSTRUCT AN ADDITIONAL GREENHOUSE ADJACENT TO THE CURRENT BUILDING; EXTEND ELECTRICITY, WATER, AND HEATING SYSTEMS TO THE NEW GREENHOUSE, AND PURCHASE SOIL, PLANTER BOXES, VENTILATION FANS, AND OTHER TOOLS. THE EXPANDED FACILITIES WILL PROVIDE GARDENING SPACE FOR SCHOOL CLASSROOMS AND OTHER COMMUNITY GROUPS. MOREOVER, THE GREENHOUSE EXPANSION WILL CONTINUE RESEARCH EFFORTS TO MEASURE THE SUITABILITY OF LOCAL IQALUIT SOILS FOR GROWING PLANTS, AND MONITOR HOW MUCH FOOD CAN BE PRODUCED IN THE GREENHOUSES TO REDUCE THE COMMUNITY'S RELIANCE ON OUTSIDE FOOD SOURCES, AND FOSTER AWARENESS AND INTEREST IN THE GREENHOUSE PROCESS IN OTHER COMMUNITIES ALONG THE ARCTIC CIRCLE.

## FINANCIAL SUMMARY

REVENUE:

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

GRANT PAYMENT - \$50,000  
INTEREST INCOME - \$66.45  
EXPENDITURES:  
APRIL 2008 - MARCH 31, 2009 - \$10,191.70  
APRIL 1, 2009 - MARCH 31, 2010 - \$6,503.90  
APRIL 1, 2010 - MARCH 31, 2011 - \$3,539.86  
APRIL 1, 2010 - MARCH 31, 2012 - \$0  
APRIL 1, 2012 - MARCH 31, 2013 - \$0  
TOTAL EXPENDITURES: \$20,235.46  
BALANCE AT MARCH 31, 2013: \$29,830.99

## DATES OF REPORTS RECEIVED FROM GRANTEE:

7/27/2009  
7/13/2010  
3/28/2011  
2/20/2013

FY12 UPDATE: DURING THE 2012 FISCAL YEAR, THE IQALUIT COMMUNITY GREENHOUSE SOCIETY DID NOT DRAW ON ANNENBERG FOUNDATION FUNDS TO CONTINUE ITS OPERATIONS. THE ORGANIZATION IS UNDERGOING A PLANNING PROCESS FOR HOW TO BEST UTILIZE THE REMAINING FUNDS, WHICH WILL LIKELY BE USED FOR SPECIFIC OUTREACH AND EXPANSION PROJECTS DURING THE 2013 - 2014 FISCAL YEAR.

33 -KADAM

12-170/ KAD001

ADDRESS: 44B SYED AMIR ALI AVENUE, KOLKATA, 700017, INDIA

FYE DATE: MARCH 31

FOREIGN ORGANIZATION

GRANT DATE: APRIL 6, 2012

TOTAL GRANT AMOUNT: 10,000 EUROS (\$13,122)

DATES AND AMOUNTS OF PAYMENTS:

5/16/2012 - 10,000 EUROS (\$13,122)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED FOR THE CREATION OF A CRAFT VILLAGE/ASHRAM IN THE EASTERN INDIAN STATE OF WEST BENGAL. THE FACILITY WILL IMPROVE THE OVERALL EFFECTIVENESS OF KADAM'S COMMUNITY DEVELOPMENT PROGRAMS IN THE REGION BY PROVIDING ONE CENTRALIZED LOCATION SERVING MORE THAN 600 CRAFT VILLAGES NEAR THE TOWN OF BELDA. RURAL VILLAGERS FROM THE SURROUNDING AREA CAN COME TO THE CRAFT VILLAGE/ASHRAM TO RECEIVE TRAINING, ACCESS TO TECHNOLOGY, AND MARKETING SUPPORT FOR THEIR TRADES. THE CENTER WILL SERVE AS A MARKET FOR HANDICRAFTS AND OTHER SMALL-SCALE

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

BUSINESSES, ENABLING RURAL INDIVIDUALS TO MAINTAIN A SUSTAINABLE INCOME AND NOT MIGRATE TO CITIES TO SEARCH FOR EMPLOYMENT OPPORTUNITIES. INDIVIDUALS VISITING THE CENTER WILL BE ABLE TO LEARN ABOUT THE NATURAL RESOURCES AND MATERIALS AVAILABLE IN THEIR REGION TO MAKE HANDICRAFTS, AND WILL RECEIVE THE NECESSARY TRAINING AND LICENSING TO BEGIN MAKING AND SELLING PRODUCTS. KADAM WILL ALSO HELP TRANSFER ANY NECESSARY EQUIPMENT TO THE SURROUNDING VILLAGES, PROVIDE RESEARCH AND QUALITY TESTING, AND CONDUCT MARKETING TRAINING TO HELP INDIVIDUALS SELLS THEIR HANDICRAFTS.

KADAM HAS ALREADY CONDUCTED AN ASSESSMENT OF THE LOCAL RESOURCES TO IDENTIFY USABLE RAW MATERIALS, AND THE SUSTAINABILITY, QUALITY, AND ECO-FRIENDLINESS OF THE MATERIALS FOR CERTIFICATION AND NECESSARY LICENSING. THE ORGANIZATION HAS ALSO HELPED DEVELOP APPROPRIATE TECHNOLOGY FOR THE COMMUNITIES TO BE SERVED, AND PROVIDED RESEARCH AND DEVELOPMENT FOR QUALITY TESTING AND PRODUCT IMPROVEMENT. VILLAGERS WILL ALSO BE TRAINED IN MARKETING TO SELL THEIR PRODUCTS. KADAM HAS PARTNERED WITH TWO LOCAL NONGOVERMENTAL ORGANIZATIONS WHO WILL PROVIDE OPERATIONAL AND TECHNOLOGICAL SUPPORT, TRAINING, AND THE LAND FOR THE CRAFT VILLAGE/ASHRAM DEVELOPMENT.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$13,122 (10,000 EUROS)

## EXPENDITURES:

SURVEY AND PROGRAMMING AT CRAFT VILLAGE/ASHRAM - 10,000 EUROS

TOTAL EXPENDITURES: 10,000 EUROS

BALANCE AT MARCH 31, 2013 (IN EUROS): 0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

6/10/2013

8/26/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING MARCH 31, 2013, KADAM COMPLETED WORK ON THE CRAFT VILLAGE/ASHRAM, INCLUDING READYING THE GUEST ROOMS, OFFICE ROOMS, TRAINING HALL, BATHROOMS, AND KITCHEN. THE PROGRAM PLANNING FOR THE FISCAL YEAR ENDING MARCH 31, 2014 WAS CONDUCTED AT THE CRAFT VILLAGE/ASHRAM, WHERE KADAM EMPLOYEES SELECTED THE TRAININGS TO BE HELD IN THE COMING YEAR. THE ORGANIZATION ALSO CONDUCTED A SURVEY TO DETERMINE THE BEST TYPES OF CRAFTS TO TEACH AT THE VILLAGE/ASHRAM. THE STUDY COLLECTED DATA ON THE DEMOGRAPHY, LOCATION, HOUSEHOLD DETAILS, OCCUPATION, INCOME, CRAFT EXPERIENCE, AND CONCERNS OF 98 INDIVIDUALS IN



FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EIGHT VILLAGES SURROUNDING THE CRAFT VILLAGE/ASHRAM LOCATION. FINDINGS DEMONSTRATED THAT 99% OF RESPONDENTS USE TRADITIONAL TECHNOLOGY FOR THEIR GOODS, AND SELL THEIR PRODUCTS WITHIN LOCAL MARKETS. KADAM WILL USE THIS SURVEY TO FURTHER REFINE ITS TRAINING PROGRAMS.

34 - L'ACADÉMIE AMÉRICAINE DE DANSE A PARIS  
12-079/LAC001  
ADDRESS: 100 RUE DU CHERCHE MIDI, PARIS, 75006, FRANCE  
FYE DATE: AUGUST 31  
FOREIGN ORGANIZATION  
GRANT DATE: FEBRUARY 16, 2012  
TOTAL GRANT AMOUNT: \$1,732,610 (1,320,000 EUROS)  
DATES AND AMOUNTS OF PAYMENTS:  
3/9/12 - \$438,075 (330,000 EUROS)  
10/22/12 - \$433,290 (330,000 EUROS)

PURPOSE OF GRANT: TO FURTHER THE ORGANIZATION'S MISSION TO PROVIDE STUDENTS ASPIRING TO BECOME PROFESSIONAL DANCERS THE SUPPORT AND OPPORTUNITY TO REALIZE THEIR DREAMS, AND TO GIVE STUDENTS AMPLE OPPORTUNITY TO PERFORM AND TRAIN AROUND THE WORLD. L'ACADÉMIE AMÉRICAINE DE DANSE À PARIS (THE AMERICAN ACADEMY OF DANCE IN PARIS OR AADP) IS THE FIRST DANCE ACADEMY IN EUROPE TO FOLLOW A SPECIFICALLY AMERICAN METHOD OF TEACHING DANCE. STUDENTS LEARN DANCE STYLES THAT INCLUDE CLASSICAL BALLET, POINTE AND VARIATIONS, CREATIVE MOVEMENT, BOY'S TECHNIQUE, FLAMENCO, JAZZ, MODERN, CHARACTER, AND CLASSES FOR CHILDREN WITH SPECIAL NEEDS. AADP OFFERS AN AFTER SCHOOL PROGRAM; PRE-PROFESSIONAL/TRAINEE PROGRAM; SUMMER INTENSIVE, AND SCHOOL VACATION WORKSHOPS. IN ADDITION, THE ORGANIZATION PARTNERS WITH A NUMBER OF AMERICAN UNIVERSITIES AND BALLET ACADEMIES IN STUDENT EXCHANGE PROGRAMS. GUEST TEACHERS ARE INVITED FROM VARIOUS COUNTRIES INCLUDING FRANCE, ENGLAND, GERMANY AND THE UNITED STATES.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$438,075 (330,000 EUROS)  
INVESTMENT INCOME - 905 EUROS

## EXPENDITURES:

PREMISES RENTAL COST - 330,905 EUROS  
TOTAL EXPENDITURES: 330,905 EUROS  
BALANCE AT AUGUST 31, 2012 (IN EUROS): 0

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

DATES OF REPORTS RECEIVED FROM GRANTEE:  
09/28/2012

FY12 UPDATE: DURING THE FISCAL YEAR ENDING AUGUST 31, 2012, L'ACADÉMIE AMÉRICAINNE DE DANSE A PARIS(AADP) SAW A SIGNIFICANT INCREASE IN ENROLLMENT, STARTING THE YEAR WITH 580 STUDENTS AND CLOSING IN JUNE 2012 WITH 740 STUDENTS. THE ORGANIZATION'S SUMMER INTENSIVE PROGRAM WELCOMED A GROWING NUMBER OF FOREIGN STUDENTS, WITH A MAJORITY BEING FROM THE UNITED STATES. TICKET SALES WENT UP 20% FOR THIS YEAR'S PERFORMANCES, WHICH INCLUDED CASSE NOISETTE AT THE PALAIS DES CONGRÈS AND EIGHT SMALLER PRESENTATIONS IN THE ANNENBERG STUDIO. AADP HELD THREE WORKSHOPS AND TWO MASTER CLASSES DURING THE SCHOOL YEAR AND THE VACATIONS. THE INCREASING NUMBER OF CLASSES AND STUDENTS TAUGHT BROUGHT ABOUT THE NEED FOR AN ADDITIONAL PIANIST, TEACHER, AND SECURITY GUARD WHILE CLASSES ARE IN SESSION.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #35-41  
FORM 990-PF, PART XV

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #35-41  
35- L'ENVOL POUR LES ENFANTS EUROPEENS

11-035/ LEN001

ADDRESS: CHATEAU DE BOULAINS, ECHOUBOULAINS 77830, FRANCE

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: AUGUST 5, 2010

TOTAL GRANT AMOUNT: \$65,555 (50,000 EUROS)

DATES AND AMOUNTS OF PAYMENTS:

9/20/2010 - \$65,555 (50,000 EUROS)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT OPERATION HAITI, WHICH WILL BRING CHILDREN AFFECTED BY THE JANUARY 2010 EARTHQUAKE IN HAITI TO L'ENVOL FOR A 3-4 WEEK PROGRAM DURING SEPTEMBER AND OCTOBER 2010. PARTICIPANTS WILL BE IDENTIFIED BY DOCTORS, HEALTHCARE PROFESSIONALS, AND NONGOVERNMENTAL ORGANIZATION WORKERS IN HAITI WHO HAVE DEVELOPED PARTNERSHIPS WITH L'ENVOL FOR THIS PROGRAM. WHILE AT L'ENVOL, EACH CHILD WILL BE IN THE CARE OF A HIGHLY-RESPECTED MEDICAL TEAM AND WILL BE ABLE TO PARTICIPATE IN RECREATIONAL AND THERAPEUTIC ACTIVITIES SUITED TO THEIR INDIVIDUAL SITUATION AND NEEDS, INCLUDING SWIMMING, HORSEBACK RIDING, NATURE GAMES, THEATER, DANCE, AND FINE ARTS. L'ENVOL WILL USE THESE ACTIVITIES AS A MECHANISM TO INSTILL A SENSE OF RESILIENCE IN EACH CHILD, TO HELP THEM OVERCOME THE EMOTIONAL TRAUMA OF THE EARTHQUAKE, AS WELL AS ANY PHYSICAL INJURIES. THE PROJECT IS DESIGNED PROVIDE LONG-TERM SUPPORT, AND L'ENVOL WILL CONNECT WITH LOCAL NONGOVERNMENTAL ORGANIZATIONS IN HAITI TO ENSURE THAT EACH CHILD RECEIVES ANY NECESSARY MEDICATION OR MEDICAL CARE UPON THEIR RETURN HOME.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - 50,000 EUROS (\$65,555)

OTHER REVENUE -5,318 EUROS

GLAXO SMITH KLINE GRANT - 25,000 EUROS

TOTAL REVENUE: 80,318 EUROS

EXPENDITURES:

TRANSPORTATION: FLIGHTS -23,800 EUROS

MEDICAL: HOSPITALIZATION, VACCINES, MEDICINES -5,318 EUROS

SALARIES - 7,376 EUROS

OPERATING COSTS - 41,528 EUROS

LOCAL TRANSPORTATION, INCIDENTAL PURCHASES FOR CHILDREN - 2,296 EUROS

TOTAL EXPENDITURES: 80,318 EUROS

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

REMAINING BALANCE: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

02/28/2011

2/25/2012

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2011, L'ENVOL ALLOCATED GRANT FUNDS TO SUPPORT TWO WEEKS OF MEDICAL CARE AND THERAPEUTIC RECREATION FOR TEN CHILDREN AFFECTED BY THE JANUARY 2012 EARTHQUAKE IN HAITI. THE CHILDREN WERE TREATED FOR SERIOUS MEDICAL PATHOLOGIES AND PROVIDED RECREATIONAL AND THERAPEUTIC ACTIVITIES THAT INCLUDED SWIMMING, HORSEBACK RIDING, THEATER, DANCE, ARTS AND CRAFTS, SUITED TO THEIR INDIVIDUAL SITUATION AND NEEDS. IN ADDITION, L'ENVOL TRAINED RELATIVES AND HEALTHCARE PROFESSIONALS WHO ACCOMPANIED EACH CHILD TO ENSURE CONTINUED MEDICAL CARE AND MEDICATIONS UPON THEIR RETURN HOME. THE ORGANIZATION HAD NOTIFIED THE FOUNDATION THAT THE PROGRAM WOULD TAKE PLACE IN 2011, INSTEAD OF 2010 AS ORIGINALLY INTENDED IN THE PROJECT PROPOSAL. THIS CHANGE HAD BEEN APPROVED BY THE FOUNDATION IN 2010.

36 - L'ESPACE DE L'ART CONCRET

11-1147/LES005

ADDRESS: CHÂTEAU DE MOUANS, MOUANS-SARTOUX, F06370, FRANCE

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: NOVEMBER 15, 2011

TOTAL GRANT AMOUNT: 18,000 EUROS (\$24,776)

DATES AND AMOUNTS OF PAYMENTS:

11/21/2011 - 18,000 EUROS (\$24,776)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE EXHIBITION OF "LYRE" BY LAURENT SAKSIK AT L'ESPACE DE L'ART CONCRET. THE PIECE IS BOTH A PLAYABLE MUSICAL INSTRUMENT AND A CONTEMPLATIVE SCULPTURE THAT PAYS HOMAGE TO THE THEREMIN, THE FIRST ELECTRONIC MUSICAL INSTRUMENT, WHICH PRODUCES SOUND THAT RESONATES LIKE A HUMAN VOICE. THE SCULPTURE WILL BE COMPOSED OF THREE QUASI-IDENTICAL MODULES, IN A TRIANGLE FORMATION, MADE OF STEEL AND GLASS FEATURING PRISMATIC QUALITIES REFLECTING AND TRANSMITTING LIGHT FROM ONE MODULE TO ANOTHER, SURROUNDING THE SPECTATOR WITH A SUBTLE OPTICAL PLAY OF VIRTUAL IMAGES. VIEWED FROM ABOVE, AS IN A PLAN VIEW, "LYRE'S" FORM CAN BE DESCRIBED AS A COMPOSITION OF STAR-LIKE POINTS. AS A SCULPTURE, THE WORK ESTABLISHES A RAPPORT WITH AN UNTOUCHABLE BODY, AND AS A MUSICAL INSTRUMENT, THE WORK CAN BE PLAYED. MOVEMENT SENSORS ARE INSTALLED IN THE MAIN FRAME, AND AS A PERSON ENTERS

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

THE SCULPTURE, THESE SENSORS CAUSE THE GLASS PANES TO VIBRATE, PRODUCING A SOUND LIKE A GUITAR STRING BEING PLUCKED. THE THREE MODULES COMPOSE A TONALITY OF MELODY, HARMONY, AND TONE, CREATING AN ORGANIC SOUND TO THE LISTENER.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - 18,000 EUROS

FUNDS FROM OTHER SOURCES - 35,710.68 EUROS

## EXPENDITURES:

INSTALLATION - 23,183.68 EUROS

IT DEVELOPMENT COSTS (GLING GLANG) - 29,017 EUROS

INSURANCE - 510 EUROS

OTHER EXPENSES - 1,000 EUROS

TOTAL EXPENDITURES: 53,710.68 EUROS

REMAINING BALANCE: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

5/2/2012

FY12 UPDATE: L'ESPACE DE L'ART CONCRETE PRESENTED THE INSTALLATION "LYRE" BY LAURENT SAKSIK AS PART OF THE EXHIBITION, "ANICROCHES, VARIATIONS, CHORAL AND FUGUE." THE EXHIBITION WAS OPEN TO THE PUBLIC FROM NOVEMBER 18, 2011 - FEBRUARY 19, 2012, AND ENABLED VISITORS TO EXPLORE AND DISCOVER WORKS THAT TACKLE THE DOMAINS OF SCULPTURE OR INSTALLATION, AND AT THE SAME TIME, OPEN THEM TO THE REALM OF MUSIC. "LYRE" CREATED A STRUCTURE WHERE EVERY VISITOR COULD MAKE A SOUND, WITHOUT ACTUALLY MAKING CONTACT WITH THE PIECE OF ART. THE WORKS WERE WELL RECEIVED BY ART CRITICS, AS WELL AS THE GENERAL PUBLIC.

37 - LA PETITE BIBLIOTHEQUE RONDE

11-1221/ LAP002

ADDRESS: 14, RUE DE CHAMPAGNE, CITÉ DE LA PLAINE, CLAMART, 92140, FRANCE

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: DECEMBER 16, 2011

TOTAL GRANT AMOUNT: \$13,371 (10,000 EUROS)

DATES AND AMOUNTS OF PAYMENTS:

02/06/2012 - 10,000 EUROS (\$13,371)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE THINK DIGITAL AND LIVING TOGETHER PROGRAMS OF LA PETITE BIBLIOTHEQUE RONDE, WHICH WORK

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

TO INTEGRATE THE LIBRARY INTO THE LOCAL LIFE IN THE CITY OF CLAMART, FRANCE, AS WELL AS PREPARE CHILDREN AND THEIR FAMILIES FOR LIFE IN THE DIGITAL AGE. LIVING TOGETHER BRINGS COMMUNITY AND NEIGHBORHOOD GROUPS TO THE LIBRARY FOR A SERIES OF CONVERSATIONS ABOUT BOOKS, CHILDREN, AND EDUCATION, WHILE COOKING A MEAL TOGETHER. THE PROGRAM IS ORGANIZED IN PARTNERSHIP WITH A LOCAL ASSOCIATION OF IMMIGRANT WOMEN, AND TARGETS INDIVIDUALS WHO MIGHT NOT OTHERWISE VISIT THE LIBRARY. OTHER ACTIVITIES INCLUDE MUSICAL PERFORMANCES AND READINGS. THE THINK DIGITAL PROGRAM WORKS TO REDUCE THE DIGITAL DIVIDE FOR CHILDREN AND THEIR PARENTS, AS MORE AND MORE SCHOOL WORK IS TIED TO USING TECHNOLOGY. THE LIBRARY HAS IDENTIFIED THAT WHILE MANY STUDENTS HAVE INTERNET ACCESS IN THEIR HOMES, MANY ARE NOT ABLE TO USE THE TECHNOLOGY TO ITS FULL CAPACITY. THE PROGRAM OFFERS MULTI-MEDIA WORKSHOPS AND ASSISTED COMPUTER SESSIONS TO THOUSANDS OF CHILDREN EACH YEAR. FUTURE PLANS FOR THE PROGRAM INCLUDE REORGANIZING THE LIBRARY SPACE TO INCLUDE SPECIAL FURNITURE, VIDEO GAMES, AND MOBILE DEVICES TO MAKE DIGITAL TECHNOLOGIES EVEN MORE ACCESSIBLE.

## FINANCIAL SUMMARY:

## REVENUE:

GRANT PAYMENT - 10,000 EUROS

## EXPENDITURES:

## THINK DIGITAL PROGRAM

PURCHASE OF TABLETS, APPLICATIONS AND BOOKS - 2,258 EUROS

OFFICE SUPPLIES - 796 EUROS

PROFESSIONAL DOCUMENTATION AND TRAINING - 1,520 EUROS

MEALS FOR GUESTS - 419 EUROS

COMMUNICATIONS MATERIALS - 834.44 EUROS

## LIVE TOGETHER PROGRAM

ANIMATIONS AND WORKSHOP SUPPLIES - 493 EUROS

BOOKS - 845 EUROS

WORKSHOP/EVENT FOR CHILDREN - 298 EUROS

FOOD (SNACKS AND COOKING) - 441.17 EUROS

PROFESSIONAL DOCUMENTATION AND TRAINING - 1,332 EUROS

COMMUNICATIONS MATERIALS - 764.50 EUROS

TOTAL EXPENDITURES: 10,001.11 EUROS

BALANCE AT DECEMBER 31, 2012: 0 EUROS

## DATES OF REPORTS RECEIVED FROM GRANTEE:

4/10/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, LA PETITE

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BIBLIOTHEQUE RONDE PROVIDED STAFF TRAINING AND PLANNING ASSISTANCE FOR THE THINK DIGITAL AND LIVING TOGETHER PROGRAMS. FOR THE THINK DIGITAL PROGRAM, THE ORGANIZATION CONDUCTED A SERIES OF WORKSHOPS FOR PARENTS AND CHILDREN TO INTRODUCE SOME DIGITAL TOOLS THAT PARENTS CAN USE TO LINK TECHNOLOGY TO BOOKS AND THE LIBRARY AS A CENTER FOR LEARNING. THE ORGANIZATION ALSO PARTNERED WITH AUTHORS, APP CREATORS, LIBRARIANS AND A CHILD PSYCHOLOGIST FROM FRANCE, CANADA, AND BELGIUM TO BEGIN THE PROCESS OF CREATING A DIGITAL APPLICATION FOR CHILDREN'S LIBRARIES. FOR THE LIVING TOGETHER PROGRAM, THE LIBRARY INVITED WOMEN AND THEIR CHILDREN TO THE LIBRARY FOR READING AND COOKING ACTIVITIES. SOCIAL WORKERS ALSO ATTENDED TO LEAD DISCUSSIONS ABOUT PARENTING, AND TO LINK THOSE TALKS TO BOOKS THAT THE MOTHERS CAN READ. THE PROGRAM ALSO INTRODUCES LIBRARY SERVICES TO THESE PARENTS, WHO ARE OFTEN SINGLE MOTHERS WITH VERY LOW INCOMES, AND MAKING THE LIBRARY AN INVITING PLACE TO BUILD A SENSE OF COMMUNITY.

38- LES AMIS DU LYRIQUE EN BRETAGNE

11-1004 /LES001

ADDRESS: CHATEAU FOUQUET, BP 80, LE PALAIS, BELLE ILE EN MER 56360, FRANCE

FYE DATE: SEPTEMBER 30

FOREIGN ORGANIZATION

GRANT DATE: JULY 21, 2011

TOTAL GRANT AMOUNT: \$29,004 (20,000 EUROS)

DATES AND AMOUNTS OF PAYMENTS:

08/03/2011 - \$29,004 (20,000 EUROS)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE 2011 LYRIQUE-EN-MER FESTIVAL DE BELLE-ILE, AN INTERNATIONAL OPERA AND CLASSICAL MUSIC FESTIVAL HELD ON THE ISLAND OF BELLE ILE, LOCATED OFF THE BRITTANY COAST OF NORTHWEST FRANCE AT THE HISTORIC CITADELLE VAUBAN. LES AMIS DU LYRIQUE EN BRETAGNE SUPPORTS THE ANNUAL FESTIVAL AND ALSO WORKS WITH THE U.S.-BASED LYRIQUE EN MER FOUNDATION TO SUPPORT THE PARTICIPATION OF AMERICAN OPERA SINGERS AND MUSICIANS IN THE PERFORMANCES, WHICH ARE HELD DURING JULY AND AUGUST. IN ADDITION TO THE OPERA AND ORCHESTRAL PIECES THE FESTIVAL OFFERS MASTER CLASSES DESIGNED TO ENABLE SINGERS TO IMPROVE VARIOUS ASPECTS OF THEIR LYRIC ART, INCLUDING DICTION, VOCALISM, AND STAGE COMPORMENT.

FINANCIAL SUMMARY

REVENUE:

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

GRANT PAYMENT - \$29,004 (20,000 EUROS)  
FUNDING FROM RESERVES - 21,105 EUROS

## EXPENDITURES:

DAILY ALLOWANCES (PER DIEM COSTS) FOR U.S. BASED OPERA AND CHOIR SINGERS  
- 8,680 EUROS  
ACCOMMODATIONS - 34,425 EUROS  
TOTAL EXPENDITURES: 41,105 EUROS  
BALANCE AT SEPTEMBER 30, 2011: 0

DATES OF REPORTS RECEIVED FROM GRANTEE:  
6/28/12

FY12 UPDATE: DURING THE FISCAL YEAR ENDING SEPTEMBER 30, 2011, LES AMIS DU LYRIQUE EN BRETAGNE HELD THE LYRIQUE EN MER FESTIVAL DE BELLE-ILE ON JULY 22 THROUGH AUGUST 18, 2011. THE FESTIVAL WAS PRESENTED AT THE VAUBAN CITADEL AND FEATURED TWO OPERAS: LA BOHEME FROM G. PUCCINI DIRECTED BY PHILLIP WALSH AND L'ELIXIR D'AMOUR FROM G. DONIZETTI DIRECTED BY PHILIP MOREHEAD. IN ADDITION, THE FESTIVAL HELD SACRED MUSIC CONCERTS WITH THE MOZART'S REQUIEM AND SCHUBERT'S MESSE EN SOL, WHICH WAS PERFORMED FIVE TIMES IN THE FOUR CHURCHES OF BELLE ILE. LES AMIS DU LYRIQUE EN BRETAGNE ALSO HELD CONCERT COCKTAILS PERFORMED BY LE PALAIS, WHICH OFFERED AN OPPORTUNITY TO SHOWCASE YOUNG INTERNATIONAL SINGERS. THE FESTIVAL ATTRACTED APPROXIMATELY 1,000 ATTENDEES.

39 - LES AMIS DU LYRIQUE EN BRETAGNE  
12-265 / LES001

ADDRESS: CHATEAU FOUQUET, BP 80, LE PALAIS, BELLE ILE EN MER 56360,  
FRANCE

FYE DATE: SEPTEMBER 30

FOREIGN ORGANIZATION

GRANT DATE: JULY 5, 2012

TOTAL GRANT AMOUNT: \$25,012 (20,000 EUROS)

DATES AND AMOUNTS OF PAYMENTS:

07/30/2012 - \$25,012 (20,000 EUROS)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE 2012 LYRIQUE-EN-MER FESTIVAL DE BELLE-ILE, AN INTERNATIONAL OPERA AND CLASSICAL MUSIC FESTIVAL HELD ON THE ISLAND OF BELLE ILE, LOCATED OFF THE BRITTANY COAST OF NORTHWEST FRANCE AT THE HISTORIC CITADELLE VAUBAN. LES AMIS DU LYRIQUE EN BRETAGNE SUPPORTS THE ANNUAL FESTIVAL AND ALSO WORKS WITH THE U.S.-BASED LYRIQUE EN MER FOUNDATION TO SUPPORT THE



FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PARTICIPATION OF AMERICAN OPERA SINGERS AND MUSICIANS IN THE PERFORMANCES, WHICH ARE HELD DURING JULY AND AUGUST. IN ADDITION TO THE OPERA AND ORCHESTRAL PIECES THE FESTIVAL OFFERS MASTER CLASSES DESIGNED TO ENABLE SINGERS TO IMPROVE VARIOUS ASPECTS OF THEIR LYRIC ART, INCLUDING DICTION, VOCALISM, AND STAGE COMPORMENT.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - 20,000 EUROS

## EXPENDITURES:

ARTIST EXPENSES AND PER DIEMS - 20,000 EUROS

TOTAL EXPENDITURES: 20,000 EUROS

BALANCE AT SEPTEMBER 30, 2012: 0 EUROS

## DATES OF REPORTS RECEIVED FROM GRANTEE:

01/15/2013

FY12 UPDATE: THE LYRIQUE EN MER FESTIVAL TOOK PLACE IN BELLE ILE FROM JULY 20TH - AUGUST 19, 2012. TWO OPERAS WERE PRESENTED: OTELLO BY VERDI AND CENERENTOLA BY ROSSINI; BOTH DIRECTED BY RICHARD COWAN WITH ORCHESTRA CONDUCTING BY PHILIP WALSH. OTHER EVENTS INCLUDED PERFORMANCES BY STUDENTS, OUTDOOR CONCERTS, AND MASTER CLASSES FOR BEGINNERS AND SEASONED MUSICIANS. THE ORGANIZATION DID EXPERIENCE LOWER ATTENDANCE LEVELS IN 2012 AND IS LOOKING FOR WAYS TO ATTRACT LARGER AUDIENCES WHILE MAINTAINING THE BUDGET AND STRICT PROFESSIONAL STANDARDS.

40 - LIVERPOOL BIENNIAL OF CONTEMPORARY ART LIMITED

12-332/LIV002

ADDRESS: P.O. BOX 1200 55 JORDAN STREET, LIVERPOOL, L69,1XB, UNITED KINGDOM

FYE: MARCH 31

FOREIGN ORGANIZATION

GRANT DATE: AUGUST 29, 2012

TOTAL GRANT AMOUNT: \$50,000

DATES AND AMOUNTS OF PAYMENTS:

9/13/12 - \$50,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE PROJECT, "HOMEBAKED," LED BY ARTIST JEANNE VAN HEESWIJK THROUGH 2UP 2DOWN, A COMMISSION BY THE LIVERPOOL BIENNIAL OF CONTEMPORARY ART LIMITED. HOMEBAKED AIMS TO RUN A COMMUNITY-OWNED CO-OPERATIVE BAKERY, TRAINING

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FACILITY, AND SMALL CAFE IN THE FORMER SITE OF MITCHELL'S BAKERY IN THE ANFIELD NEIGHBORHOOD OF NORTH LIVERPOOL, ENGLAND. LOCAL RESIDENTS ARE WORKING WITH ARCHITECTS TO REMODEL THE BAKERY AND TWO ADJACENT HOUSES TO ACCOMMODATE A COMMUNITY BAKERY ENTERPRISE WITH A TRAINING KITCHEN ALONGSIDE A SMALL SUSTAINABLE HOUSING SCHEME FOR FOUR HOUSEHOLDS. HOMEBAKED WILL SERVE AS A PLACE FOR LOCAL PEOPLE TO BUY FRESH AND AFFORDABLE BAKERY PRODUCTS. FURTHERMORE, HOMEBAKED WILL OFFER TRAINING AND JOB OPPORTUNITIES FOR PEOPLE FROM THE AREA, FUNCTIONING AS A MEETING POINT FOR LOCAL COMMUNITY AND A HUB FOR OTHER COMMUNITY FOOD INITIATIVES, PROJECTS, ENTERPRISES, AND EVENTS.

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

DATES OF REPORTS RECEIVED FROM GRANTEE: REPORT NOT YET RECEIVED.

41 - MÉDECINS DU MONDE  
11-265 / MED007  
ADDRESS: 62 RUE MARCADET, 75018 PARIS, FRANCE  
FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: APRIL 7, 2011  
TOTAL GRANT AMOUNT: \$400,000  
DATES AND AMOUNTS OF PAYMENTS:  
05/05/2011 - \$200,000  
05/04/2012 - \$200,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED OVER TWO YEARS TO IMPROVE THE HEALTH OF STREET CHILDREN IN THE DEMOCRATIC REPUBLIC OF THE CONGO, AN INITIATIVE TO PROVIDE ACCESS TO HEALTHCARE FOR CHILDREN, PARTICULARLY GIRLS, LIVING ON THE STREETS IN KINSHASA. MDM HAS PARTNERED WITH AED, A LOCAL NONGOVERNMENTAL ORGANIZATION, TO PROVIDE PRIMARY HEALTHCARE CONSULTATIONS AT FOUR CLINICS IN KINSHASA, WITH REFERRALS TO PROGRAMS OFFERING HIV TESTING AND CARE FOR YOUTH WITH HIV/AIDS. IN ADDITION TO DIRECT MEDICAL CARE, MDM WILL CREATE EDUCATIONAL TOOLS AND MATERIALS, AND CREATE A PREVENTION COUNCIL COMPRISED OF STREET CHILDREN, AND HEALTH EDUCATORS. THE COUNCIL WILL WORK TO RAISE AWARENESS OF HIV/AIDS AND OTHER STI PREVENTION STRATEGIES AMONG STREET CHILDREN, AS WELL AS AVOIDING VIOLENCE, THROUGH PEER-TO-PEER EDUCATION AND INFORMATION EXCHANGE. THESE AWARENESS BUILDING ACTIVITIES WILL BE PROVIDED IN CONCERT WITH THE DISTRIBUTION OF CONDOMS AND OTHER BIRTH CONTROL MEASURES. MDM WILL CONTINUE OPERATING A NIGHT SHELTER WITH FIVE BEDS FOR GIRLS, AND WELL AS A MOBILE NIGHT UNIT TO MONITOR STREET ACTIVITIES.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

IN CONDUCTING ALL ACTIVITIES, MDM WILL WORK TO BUILD THE CAPACITY OF ITS PROGRAM PARTNERS, PARTICULARLY AED, TO ENSURE THE OUTREACH AND PROGRAMS TO STREET CHILDREN WILL BE SUSTAINED AFTER THE COMPLETION OF MDM'S ROLE IN THE PROJECT. MOREOVER, MDM WILL PROVIDE ADVOCACY AND AWARENESS BUILDING AMONG LOCAL AND NATIONAL AGENCIES TO ENSURE THE STREET CHILDREN HAVE ACCESS TO FREE HEALTHCARE.

## AMOUNT EXPENDED BY GRANTEE:

## REVENUE:

GRANT PAYMENTS - \$400,000

## EXPENDITURES:

MAY - DECEMBER 31, 2011 - \$200,000.52

JANUARY - DECEMBER 2012

ADDITIONAL EXPENSES FROM 2011 - \$2.91

EXPATRIATE PERSONNEL - \$30,126.75

LOCAL PERSONNEL - \$79,896.17

FOLLOW-UP AND EVALUATION - \$800.68

CONFERENCES AND SEMINARS - \$180.90

PROGRAM COSTS (MEDICAL, FACILITIES, NON-MEDICAL, WATER, SANITATION, TRAINING) - \$54,203.73

TRANSPORTATION &amp; LOGISTICS - \$14,819.99

ADMINISTRATION AND COMMUNICATIONS - \$19,971.15

TOTAL EXPENDITURES: \$400,002.80

REMAINING BALANCE: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

4/27/12

5/07/13

5/17/13

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, MÉDECINS DU MONDE (MDM) IMPLEMENTED A NEW STRATEGY THAT ESTABLISHED A HEALTH PROMOTION PROGRAM DESIGNED TO GIVE STREET GIRLS A SENSE OF CONTROL OVER THEIR OWN HEALTH AND ITS DETERMINANTS, AND DEVELOP THEIR OWN CAPACITY TO INFLUENCE THESE IN A POSITIVE WAY. THE ORGANIZATION WORKED WITH PARTNERS TO OPERATE IN THREE DISTRICTS IN KINSHASA, PROVIDING THE FOLLOWING SIX PROGRAM COMPONENTS: (1) ACCESS TO PRIMARY HEALTHCARE FOR CHILDREN AND YOUTH UNDER 21; (2) IMPROVEMENT IN AWARENESS OF SEXUAL AND REPRODUCTIVE HEALTH; (3) SHELTER FOR GIRLS UNDER 21 AND THEIR CHILDREN UNDER 5; (4) DIRECT INVOLVEMENT BY PROGRAM PARTICIPANTS TO SHAPE IMPLEMENTATION; (5) FORMALIZING THE PRINCIPLES OF HARM REDUCTION AND SHARING AMONG PARTNERS,

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

AND (6) ACCEPTANCE AT THE INSTITUTIONAL LEVEL OF A SEXUAL AND REPRODUCTIVE HEALTH POLICY FOR MINORS. MDM AVERAGED 10,473 HEALTH CONSULTATIONS AT ITS PARTNER SITES DURING THE YEAR, WHICH WAS 105% OF THE GOAL OF 10,000. THE MAJORITY OF OTHER PROGRAMMATIC BENCHMARKS WERE ACHIEVED OR SURPASSED.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #42-46  
FORM 990-PF, PART XV

EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #42-46  
42 - MEXICALI ROSE CENTRO DE ARTES/MEDIOS, ASOCIACION CIVIL  
12-222/MEX001  
ADDRESS: AVE. COLIMA 1436, PUEBLO NUEVO, MEXICALI, BAJA CALIFORNIA,  
21120, MEXICO  
FYE DATE: DECEMBER 31  
FOREIGN ORGANIZATION  
GRANT DATE: MAY 25, 2012  
TOTAL GRANT AMOUNT: \$5,000  
DATES AND AMOUNTS OF PAYMENTS:  
11/29/2012 - \$5,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE ORGANIZATION'S MISSION TO PROVIDE FREE ACCESS TO ARTISTIC MEDIA FOR AT-RISK YOUTH IN THE NEIGHBORHOOD OF PUEBLO NUEVO. THE ORGANIZATION PROVIDES BORDER TOWN YOUTH AN AVENUE TO EXPRESS THEMSELVES AND REFLECT THEIR ENVIRONMENT CREATIVELY AND POSITIVELY THROUGH ART IN A PLACE AS CULTURALLY DIVERSE AND CHALLENGING AS THE UNITED STATES/MEXICO BORDER. TO THAT AIM, MEXICALI ROSE OPERATES A COMMUNITY CENTER THAT PROVIDES PROGRAMMING TARGETING YOUTH, AGES 14-25, WHICH INCLUDES DOCUMENTARY FILMMAKING WORKSHOPS, FINE ARTS AND FASHION DESIGN CLASSES, ANIMATION AND DRAWING CLASSES, TRADITIONAL MEXICAN PAPER MACHE ARTISAN WORKSHOPS, AND HAIRSTYLING CLASSES. IN ADDITION, MEXICALI ROSE OPERATES A COMMUNITY ART GALLERY AND OFFERS YOUTH ACCESS TO COMPUTERS AND THE INTERNET. THE ORGANIZATION SERVES AS A POSITIVE ALTERNATIVE FOR AT-RISK YOUTH THAT WOULD NOT OTHERWISE BE ABLE TO ACCESS ARTISTIC OPPORTUNITIES.

AMOUNT EXPENDED BY GRANTEE: \$0

DATES OF REPORTS RECEIVED FROM GRANTEE:  
2/23/13

FY12 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2012, MEXICALI ROSE CENTRO DE ARTES/MEDIOS, ASOCIACION CIVIL'S PROGRAMMING FEATURED THE HOMENAJE A LAS VOCES PIONERAS DE MEXICALI (HOMAGE TO MEXICALI'S PIONEER VOICES) EVENT, WHICH SHOWCASED A SERIES OF PORTRAITS OF MEXICALI'S MUSICAL PAST BY LOCAL VETERAN PAINTER JORGE C. BROAKLINA. IN ADDITION, THE ORGANIZATION OPENED THE FELIPE GUICHO GUTIERREZ COMMUNITY LIBRARY, NAMED AFTER THE RESIDENT OF THE PUEBLO NUEVO COMMUNITY WHO FOUGHT FOR LITERARY COURSES AND SPACES THROUGHOUT HIS LIFE, WHICH WAS HELD IN CONJUNCTION WITH THE "POETRY AS RESISTANCE" FEATURING LOCAL WRITERS TOMAS DI BELLA AND ALEJANDRO ESPINOZA. FURTHERMORE, MEXICALI HELD ITS ANNUAL

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

JESUS TRISTE VIDEO SHOWCASE CULMINATING THE ORGANIZATION'S ANNUAL ACTIVITIES FEATURING YOUTH AND ADULT DOCUMENTARIES AND EXPERIMENTAL VIDEOS PRODUCED IN ITS AUDIOVISUAL WORKSHOPS.

ANNENBERG FOUNDATION FUNDS WERE NOT UTILIZED TO CONDUCT THESE ACTIVITIES.

43 - NORTHERN VISIONS INDEPENDENT VIDEO AND FILM ASSOCIATION  
12-210/NOR077

ADDRESS: C/O IMAGES FESTIVAL, 448-401 RICHMOND STREET WEST, TORONTO,  
ONTARIO, M5V 3A8, CANADA

FYE DATE: JUNE 30

GRANT DATE: MAY 16, 2012

TOTAL GRANT AMOUNT: \$10,000

DATES AND AMOUNTS OF PAYMENTS:

6/22/12 - \$10,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE INDEPENDENT IMAGING RETREAT, A WORKSHOP FOR NEW FILMMAKERS THAT EMPHASIZES EXPERIMENTATION, PERSONAL INTEGRITY, AND THE USE OF HAND PROCESSING TECHNIQUES. SINCE ITS ESTABLISHMENT IN 1994, THE RETREAT HAS BE GUIDED BY THE FOLLOWING OBJECTIVES: TEACHING OF NON-INDUSTRIAL TECHNOLOGIES; NON-HIERARCHICAL APPROACH TO CREATION WITH AN EMPHASIS ON PERSONAL EXPRESSION; DEDICATION TO EXPERIMENTATION; SHAPING THE CONTEMPORARY DISCOURSE OF FILM THEORY; ACCESSIBILITY; REGIONAL FOCUS; INCREASING OPPORTUNITIES FOR WOMEN, AND A FOCUS ON INDIVIDUAL ARTISTS AND THEIR INDEPENDENT FILM WORKS. NORTHERN VISIONS INDEPENDENT VIDEO AND FILM ASSOCIATION [DBA IMAGES FESTIVAL OF INDEPENDENT FILM AND VIDEO (IMAGES FESTIVAL)] HAS SUPPORTED THE RETREAT, GIVEN ITS DEDICATION TO FOSTERING KNOWLEDGE OF CELLULOID FILMMAKING, INCLUDING ITS HISTORY, CRAFT, AND DEBUNKING MYTHS AROUND TECHNICAL KNOWLEDGE. THE IMAGES FESTIVAL AND THE RETREAT WORK TO SUBVERT THE TRADITIONAL FILM AND ART EDUCATIONAL MODELS BY OFFERING A LOW-COST, HIGH-IMPACT RESIDENCY PROGRAM.

AMOUNT EXPENDED BY GRANTEE: \$0

DATES OF REPORTS RECEIVED FROM GRANTEE:

11/12/2012

FY12 UPDATE: AS FUNDS WERE RECEIVED LATE IN THE ORGANIZATION'S FISCAL YEAR ENDING JUNE 30, 2012, NORTHERN VISIONS DETERMINED IT WOULD APPLY THE ENTIRE GRANT TO ACTIVITIES CONDUCTED DURING THE FISCAL YEAR ENDING JUNE

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

30, 2013. THUS, FUTURE REPORTS WILL PROVIDE INFORMATION ON ACTIVITIES AND COMPLETE FINANCIAL DATA.

44 - PACIFIC ORCA SOCIETY  
10-068/PAC004

ADDRESS: P.O. BOX 510, ALERT BAY, BRITISH COLUMBIA V0N 1A0, CANADA

FYE DATE: NOVEMBER 30

FOREIGN ORGANIZATION

GRANT DATE: SEPTEMBER 30, 2009

TOTAL GRANT AMOUNT: \$25,000

DATES AND AMOUNTS OF PAYMENTS:

11/05/2009 - \$25,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE CHARITABLE MISSION OF THE PACIFIC ORCA SOCIETY IN ITS EFFORTS TO CONDUCT RESEARCH INTO ORCA AND OTHER CETACEAN SPECIES; PROMOTE AND ADVANCE THE UNDERSTANDING OF ORCA AND OTHER CETACEAN; ESTABLISH AND MAINTAIN RESEARCH AND EXHIBITION FACILITIES; CONDUCT LECTURES AND DEVELOP AND DISTRIBUTE EDUCATIONAL MATERIALS; DEVELOP ADVANCED TECHNOLOGY FOR THE BENIGN OBSERVATION OF ORCA IN THEIR NATURAL ENVIRONMENT, AND TO INVESTIGATE AND DEVELOP METHODS FOR ENHANCING HUMAN APPRECIATION OF THE ENVIRONMENT. THE PACIFIC ORCA SOCIETY OPERATES ORCALAB, A SMALL LAND-BASED WHALE RESEARCH STATION LOCATED ON HANSON ISLAND IN BRITISH COLUMBIA, CANADA, WITH THE PHILOSOPHY THAT IT IS POSSIBLE TO STUDY WILD ANIMALS WITHOUT INTERFERING WITH THEIR LIVES OR HABITAT. IN ADDITION, THE PACIFIC ORCA SOCIETY HAS WORKED TO ENSURE THE PROTECTION OF HANSON ISLAND FROM LOGGING, AND IS FURTHER DEVELOPING ALTERNATIVE ENERGY SYSTEMS AT ITS LAB FACILITIES, INCLUDING SOLAR AND WIND POWER, ANTICIPATING CARBON NEUTRALITY WITHIN A FEW YEARS.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$25,000 (\$28,121.84 CND)

EXPENDITURES:

FLOORING - \$3,087.49

LABOR - \$11,010

BUILDING MATERIALS FOR DOORS - \$3,483.45

TRANSPORTATION - \$889.28

APPLIANCES - \$2,778.80

HOUSEHOLD ITEMS - \$883.71

WINDOWS - \$2,428.79

UTILITIES - \$353.21

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FURNITURE - \$2,766.87  
LANDSCAPING - \$212.33  
EQUIPMENT - \$227.91  
TOTAL EXPENDITURES: 28,121.84  
REMAINING BALANCE: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

3/2/2010  
2/28/2011  
1/14/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING NOVEMBER 30, 2012 THE PACIFIC ORCA SOCIETY CONDUCTED INFRASTRUCTURE IMPROVEMENTS WITH PRIORITY TO ITS REMOTE NETWORKS, BOTH WIRELESS RADIO AND HYDROPHONE, AT THE PROPERTY IN ALERT BAY, BRITISH COLUMBIA, WHICH SERVES AS AN IMPORTANT LINK TO THE CONTINUOUS ACOUSTIC MONITORING SYSTEM AT THE ORCALAB ON HANSON ISLAND. THE FACILITY PROVIDES THE ORGANIZATION WITH THE ABILITY TO SECURELY STORE THE HISTORIC ACOUSTIC AND VIDEO RECORDINGS DATING BACK TO 1994, AND WILL ENABLE THE PACIFIC ORCA SOCIETY TO FURTHER INTEGRATE OPERATIONS FROM THE REMOTE HANSON ISLAND LOCATION TO ALERT BAY, ULTIMATELY WORKING IN TANDEM TO CONDUCT ONGOING MONITORING AND DATA COLLECTION. IN ADDITION, BOTH SURFACE AND UNDERWATER CAMERAS WERE PLACED AT CRACROFT POINT, ALLOWING FOR THE VIEWING OF RICH KELP FOREST AND A PANORAMA VIEW OF JOHSTONE STRAIGHT.

GIVEN THAT GRANT FUNDS WERE USED FOR CAPITAL PURPOSES, INCLUDING THE PURCHASE OF CONSTRUCTION MATERIALS, FURNITURE, AND OTHER GOODS, AN AFFIDAVIT OF EQUIVALENCY WAS SECURED AND THE ORGANIZATION SATISFIED ITS REPORTING REQUIREMENT FOR THE THIRD CONSECUTIVE FISCAL YEAR.

## 45 - RESCUE FOUNDATION

12-103/RES004

ADDRESS: PLOT NO. 39, BEHIND OUR LADY OF REMEDY SCHOOL, FATHIMADEVI ROAD, POISUUR, KANDIVALI (W), MUMBAI, MAHARASHTRA, 400067, INDIA

FYE DATE: MARCH 31

FOREIGN ORGANIZATION

GRANT DATE: FEBRUARY 28, 2012

TOTAL GRANT AMOUNT: \$150,000

DATES AND AMOUNTS OF PAYMENTS:

4/5/12 - \$150,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE ORGANIZATION'S MISSION TO RESCUE, REHABILITATE, AND EMPOWER TRAFFICKED WOMEN AND



FORM 990PF - GENERAL EXPLANATION ATTACHMENT

CHILDREN AND HELP THEM REENTER SOCIETY. EACH YEAR, THE RESCUE FOUNDATION SERVES HUNDREDS OF UNDERPRIVILEGED GIRLS FROM NEPAL, BANGLADESH, AND INDIA WHO HAVE BEEN SOLD TO BROTHELS AND FORCED INTO PROSTITUTION AGAINST THEIR WILL IN MUMBAI, INDIA AND ITS SURROUNDING COMMUNITIES. THE ORGANIZATION CONDUCTS INVESTIGATIONS REGARDING VERIFICATION OF MISSING AND TRAFFICKED GIRLS, AND COLLABORATES WITH LOCAL POLICE TO RESCUE THOSE INDIVIDUALS. ONCE RESCUED, THE ORGANIZATION PROVIDES PROTECTION AND HOUSING FOR 100 GIRLS AT ITS LICENSED HOME IN MUMBAI, ANOTHER 100 AT ITS SECOND LOCATION AT BOISAR, 85 KILOMETERS FROM MUMBAI, AND 40 AT ITS FACILITY IN PUNE. GIRLS TYPICALLY REMAIN AT THE RESCUE FOUNDATION FACILITIES FOR A PERIOD OF SEVERAL MONTHS, WHERE THEY UNDERGO A PROCESS OF REHABILITATION AND REPATRIATION. IN ADDITION TO RESCUE SERVICES, THE RESCUE FOUNDATION OFFERS A WIDE RANGE OF SUPPORTIVE SERVICES INCLUDING COMPLETE HEALTH CARE AND HIV/AIDS TREATMENT; LEGAL ASSISTANCE TO HELP INDIVIDUALS FILE PROSECUTION COMPLAINTS AGAINST THE TRAFFICKERS; BASIC EDUCATION IN ENGLISH, HINDI, AND MATHEMATICS; VOCATIONAL TRAINING COURSES IN TAILORING, EMBROIDERY, AND OTHER HANDICRAFTS; COMPUTER LITERACY; DRAWING, COOKING, AND YOGA TO HELP THE GIRLS BECOME SELF-SUFFICIENT AFTER LEAVING THE PROTECTIVE HOME. FINALLY, THE ORGANIZATION OFFERS COUNSELING TO HELP EACH GIRL COPE WITH THE PSYCHOLOGICAL EFFECTS OF FORCED PROSTITUTION, AND WORKS TO REUNITE GIRLS WITH THEIR FAMILIES OR ARRANGE MARRIAGES TO HELP THEM REENTER SOCIETY.

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - \$150,000

OTHER FUNDERS - \$515.95

## EXPENDITURES:

BANK FEE - \$20

PROTECTIVE HOME EXPENSES - \$31,252.08

MAINTENANCE OF RESCUE CENTRE- \$15,707.96

PROGRAMME STAFF HONORARIUM - \$60,881.37

TRAINING- \$4,621.76

INVESTIGATION - \$12,474.15

VIDEO SHOOTING &amp; PHOTOGRAPHY - \$688.57

COMMUNICATION EXPENSES -\$6,311.23

STATIONARY EXPENSES - \$4,536.76

TRAVEL EXPENSES - \$3,602.45

LEGAL EXPENSES - \$3,330.56

REPARTITION EXPENSES - \$7,089.06

TOTAL EXPENDITURES: \$150,515.95

REMAINING BALANCE: \$0

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## DATES OF REPORTS RECEIVED FROM GRANTEE:

4/12/2013

FY12 UPDATE: DURING THE FISCAL YEAR ENDING MARCH 31, 2013, THE RESCUE FOUNDATION RESCUED, REHABILITATED, AND REPATRIATED GIRLS, WOMEN, AND CHILDREN WHO WERE VICTIMS OF HUMAN TRAFFICKING. THE ORGANIZATION ESTABLISHED AN OFFICE IN NEW DELHI FOR INVESTIGATION & RESCUE AND CONDUCTED 20 RESCUE RAIDS IN AND NEARBY NEW DELHI ENABLING THE ORGANIZATION TO RESCUE 104 MINOR GIRLS. IN ADDITION, THE ORGANIZATION CONCLUDED THE YEAR BY CONDUCTING 164 INVESTIGATIONS, 38 RESCUE RAIDS, RESCUED 352 GIRLS, ADMITTED 644 INTO THE RESCUE FOUNDATION'S HOUSING, AND REPATRIATED 552 GIRLS. FURTHERMORE, THE RESCUE FOUNDATION OFFERED EDUCATIONAL CLASSES TO 365 GIRLS, YOGA INSTRUCTION TO 634 GIRLS, CRAFT AND PAINTING OPPORTUNITIES TO 297 GIRLS, TAILORING CLASSES TO 206 GIRLS, ACCESS TO THE BEAUTY PARLOR TO 274 GIRLS AND COMPUTER CLASSES TO 114 GIRLS. THE ORGANIZATION ALSO ESTABLISHED NEW CONTACTS WITH 12 NEW AGENCIES TO PLACE TRAINED GIRLS IN COMPANIES, HOSPITALS, LABS, CLINICS AND GARMENT FACTORIES.

46 - SOCIÉTÉ DES AMIS DU MUSÉE D'ART MODERNE DE LA VILLE DE PARIS  
11-380 / SOC003

ADDRESS: 9, RUE GASTON DE SAINT-PAUL, PARIS, 75116, FRANCE

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: JUNE 20, 2011

TOTAL GRANT AMOUNT: 50,000 EUROS (\$71,501)

DATES AND AMOUNTS OF PAYMENTS:

07/22/2011 - 50,000 EUROS (\$71,501)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE ORGANIZATION'S MISSION TO CONTRIBUTE TO THE DEVELOPMENT OF THE MUSÉE D'ART MODERNE DE LA VILLE DE PARIS, TO ENRICH ITS COLLECTIONS, AND MORE GENERALLY TO CONTRIBUTE TO THE DEVELOPMENT, INFLUENCE, AND SCHOLARSHIP OF MODERN ART BY: THE ACQUISITION OF WORKS ON BEHALF OF THE MUSEUM COLLECTIONS; SUPPORT OF ARTISTIC EVENTS ORGANIZED BY THE MUSEUM; THE PUBLICATION AND SALE OF BOOKS, PAMPHLETS, CATALOGUES, LITHOGRAPHS, AND SOUVENIRS, AND ORGANIZING CONFERENCES AND MEETINGS IN THE FIELD OF MODERN AND CONTEMPORARY ART. THE FOUNDATION UNDERSTANDS THAT THE ORGANIZATION ORGANIZES A RANGE OF ACTIVITIES INCLUDING GUIDED TOURS OF SPECIAL EXHIBITIONS, LECTURES, TRIPS TO MUSEUMS AND CULTURAL INSTITUTIONS OUTSIDE OF PARIS, AND MEETINGS WITH ARTISTS AND CURATORS. THESE ACTIVITIES EXPAND THE RANGE OF THE MUSEUM COLLECTIONS BY ENABLING AUDIENCES TO ENGAGE MORE DEEPLY WITH THE WORKS OF ART.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

## FINANCIAL SUMMARY

## REVENUE:

GRANT PAYMENT - 50,000 EUROS

## EXPENDITURES:

CHRISTOPHER WOOL EXHIBITION - 50,000 EUROS

REMAINING BALANCE: \$0

## DATES OF REPORTS RECEIVED FROM GRANTEE:

5/18/2012

FY12 UPDATE: SOCIÉTÉ DES AMIS DU MUSÉE D'ART MODERNE DE LA VILLE DE PARIS UTILIZED THE GRANT FUNDS TO SUPPORT AN EXHIBITION AT THE MUSÉE D'ART MODERNE DE LA VILLE DE PARIS OF THE WORK OF CHRISTOPHER WOOL, AN INFLUENTIAL AMERICAN PAINTER AND MAJOR FIGURE IN THE INTERNATIONAL ART SCENE. ON VIEW FROM MARCH 30 - AUGUST 19, 2012, THE EXHIBITION FOCUSED ON 30 LARGE-FORMAT WORKS PAINTED BETWEEN 2000 AND 2011. THE PAINTINGS SELECTED COMBINE SILKSCREEN PRINTING TECHNIQUES WITH HAND-PAINTED PASSAGES. WOOL'S WORK HAS BEEN THE SUBJECT OF NUMEROUS EARLIER EXHIBITIONS IN THE UNITED STATES AND THROUGHOUT EUROPE. IN 2013, THE SOLOMON R. GUGGENHEIM MUSEUM WILL ORGANIZE A MAJOR RETROSPECTIVE.

ATTACHMENT 1FORM 990-PF, PART I - GROSS SALES LESS RETURNS AND ALLOWANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ANNENBERG LEARNER	1,346,338.
ANNENBERG SPACE FOR PHOTOGRAPHY	173,966.
EXPLORE ANNENBERG LLC	842.
TOTAL	<u>1,521,146.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EVENT INCOME - METABOLIC STUDIO LLC	3,804.	
INC-OTHER THAN CAP G/L: SCHEDULES K-1		-5,796,540.
RETURN OF PHILADELPHIA ORCHESTRA GRANT	43,120,278.	
TOTALS	<u>43,124,082.</u>	<u>-5,796,540.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SHEPPARD MULLIN RICHTER&HMPTN	1,866,159.	40,404.	12,133.	1,827,542.
DILWORTH PAXSON LLP	75,155.			82,036.
HOLLAND & KNIGHT LLP	49,477.		2,845.	40,858.
LAW OFFICES DENISE M CHRISTIAN	18,560.		18,560.	
NORTHERN TRUST FOR SNR DENTON	30,000.			30,000.
KATTEN MUCHIN ROSENMAN LLP	10,595.			
DAVID SHAPIRO	8,000.			8,000.
OTHER	12,416.			12,841.
TOTALS	<u>2,070,362.</u>	<u>40,404.</u>	<u>33,538.</u>	<u>2,001,277.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GRANT THORNTON LLP	106,806.			102,708.
TOTALS	<u>106,806.</u>	<u></u>	<u></u>	<u>102,708.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT	19,673,740.	10,622,390.	
PROGRAM CONSULTING:			
ANNENBERG LEARNER	2,470,935.		2,470,935.
ANNENBERG SP FOR PHOTOGRAPHY	4,620,525.		4,663,590.
BALLONA URBAN ECOLOGY CENTER	70,283.		83,250.
EXPLORE	2,375,335.		2,161,054.
METABOLIC STUDIO	2,872,770.		2,598,710.
ANNENBERG VENTURES	866,500.		827,080.
PEER TO PEER AND PROGRAM	466,667.		280,781.
ADVERTISING AND MARKETING	334,953.		238,953.
COMPUTER SUPPORT	195,945.		179,678.
ACCOUNTING	80,023.		81,410.
HUMAN RESOURCES	48,759.		47,467.
BROKER FEES	28,788.		
MISCELLANEOUS CONSULTING FEES	24,803.		86,527.
TOTALS	<u>34,130,026.</u>	<u>10,622,390.</u>	<u>13,719,435.</u>



ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CURRENT FED EXCISE TAX EXP	529,052.			
DEFERRED FED EXCISE TAX EXP	5,324,977.			
MISCELLANEOUS	75,658.		4,544.	56,668.
FORIEGN TAXES PAID		354,864.		
TOTALS	<u>5,929,687.</u>	<u>354,864.</u>	<u>4,544.</u>	<u>56,668.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TEMPORARY SERVICES	313,541.		4,500.	285,121.
INSURANCE	164,148.		13,324.	56,839.
MISCELLANEOUS PROGRAM EXPS:				
METABOLIC STUDIO SUPPLIES	289,780.			289,780.
ANNENBERG SPACE FOR PHOTO	1,909.			1,909.
COMPUTER RELATED	542,734.		16,482.	480,415.
SALES EXPENSE	254,393.		45,110.	189,898.
OFFICE EXPENSE	224,926.		6,222.	209,905.
POSTAGE & FREIGHT	87,980.	71.	5,812.	82,097.
EMPLOYEE RELATED EXPENSES	146,574.	100.		146,474.
STATIONARY, SUPPLIES	64,639.		3,122.	61,517.
EQUIPMENT & EQUIPMENT MAINT	249,813.		7,299.	242,514.
DUES & SUBSCRIPTIONS	35,705.		2,027.	33,679.
LOSS ON DISPOSAL OF ASSETS	150.			150.
MISCELLANEOUS-SP EV ATTENDING	15,784.			
EXPS REPRESENTED ON FORM 990T		-2,724.		
TOTALS	<u>2,392,076.</u>	<u>-2,553.</u>	<u>103,898.</u>	<u>2,080,298.</u>

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNITED STATES TREAS BDS 2.75%	1,599,307.	1,599,307.
UNITED STATES TREAS NTS .625%	23,495,812.	23,495,812.
UNITED STATES TREAS NTS 1.625%	4,427,833.	4,427,833.
UNITED STATES TREAS .25%	14,215,554.	14,215,554.
UNITED STATES TREAS .375%	26,830,143.	26,830,143.
UNITED STATES TREAS 1%	12,517,544.	12,517,544.
US OBLIGATIONS TOTAL	<u>83,086,193.</u>	<u>83,086,193.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1ST HORIZON NATL CORP	2,795.	2,795.
ABERDEEN FDS EMERGING MKTS FD	39,795,886.	39,795,886.
ACTIVISION BLIZZARD INC	754,328.	754,328.
ADAGE CAPITAL PARTNERS	110,393,125.	110,393,125.
ADR ACCOR S A ADR	980,645.	980,645.
ADR AMARIN CORP PLC	518,253.	518,253.
ADR TOYOTA MTR CORP	1,354,270.	1,354,270.
ADR VIVENDI SA ADR	1,450,602.	1,450,602.
BANK OF AMERICA CORP	2,204,000.	2,204,000.
BOEING CO	1,370,422.	1,370,422.
BRINKS CO	646,176.	646,176.
BROADCOM CORP	1,252,083.	1,252,083.
BUNGE LTD	1,291,483.	1,291,483.
CADENCE DESIGN SYS INC	1,425,778.	1,425,778.
CALPINE CORP	1,545,347.	1,545,347.
CAMERON INTL CORP	1,681,548.	1,681,548.
COBALT INTL ENERGY INC	986,919.	986,919.
COMCAST CORP	1,606,462.	1,606,462.
CONSOL ENERGY INC	1,484,208.	1,484,208.
CVS CAREMARK CORP	1,282,822.	1,282,822.
DELTA AIR LINES INC	863,626.	863,626.
DFA INTL SMALL CO	19,616,654.	19,616,654.
DOVER CORP	614,651.	614,651.
ECHOSTAR CORPORATION	288,611.	288,611.
EMC CORP	854,583.	854,583.
ENSCO PLC	880,664.	880,664.
EOG RESOURCES INC	1,028,648.	1,028,648.
EVERCORE PARTNERS INC	976,918.	976,918.
EXELIS INC	1,085,842.	1,085,842.

ATTACHMENT 9 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EXPRESS SCRIPTS HLDG CO	1,105,866.	1,105,866.
FLEXSHARES TR MORNINGSTAR GLOB	2,160,674.	2,160,674.
FRACTIONAL FIRST HORIZON NATIO		
GAMESTOP CORP	952,366.	952,366.
GMO TR FGN FD	24,108,114.	24,108,114.
GOLDCORP INC	570,869.	570,869.
GOLDMAN SACHS GROUP INC	1,653,305.	1,653,305.
GOOGLE INC	1,661,345.	1,661,345.
HOLOGIC INC	1,141,089.	1,141,089.
HYATT HOTELS CORP	1,183,945.	1,183,945.
IMPAX LABORATORIES INC	891,561.	891,561.
INTL GAME TECH	1,310,229.	1,310,229.
JPMORGAN CHASE & CO	834,551.	834,551.
JUNIPER NETWORKS INC	1,202,860.	1,202,860.
KIRBY CORP	1,012,211.	1,012,211.
KRAFT FOODS GROUP INC	564,465.	564,465.
LEAR CORP	1,382,904.	1,382,904.
LIBERTY GLOBAL INC	880,310.	880,310.
LIVE NATION ENTERTAINMENT INC	1,045,187.	1,045,187.
MANPOWER INC	1,043,472.	1,043,472.
MAXIM INTEGRATED PRODS INC	872,739.	872,739.
METLIFE INC	1,485,495.	1,485,495.
MICROSOFT CORP	1,553,414.	1,553,414.
MONDELEZ INTL INC	1,176,001.	1,176,001.
MONSANTO CO	1,892,148.	1,892,148.
MONSTER WORLDWIDE INC	374,326.	374,326.
MORGAN STANLEY	1,367,520.	1,367,520.
NEWFIELD EXPLORATION	747,805.	747,805.
NEWS CORP	1,586,928.	1,586,928.

ATTACHMENT 9 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHERN FDS MULTI MANAGER LAR	4,312,390.	4,312,390.
NORTHERN MULTI MANAGER GLOBAL	856,827.	856,827.
NORTHN FDS MULTI-MANAGER EMERG	3,233,736.	3,233,736.
NORTHN MID CAP INDEX FD	868,043.	868,043.
NORTHN MULTI-MANAGER INTL EQTY	1,817,456.	1,817,456.
NORTHN MULTI-MANAGER MID CAP F	861,604.	861,604.
NORTHN MULTI-MANAGER SMALL CAP	858,889.	858,889.
NTGI COMMON DAILY RUSSELL 2000	1,319,600.	1,319,600.
NTGI MFB NTGI-QM COMMON DAILY	6,533,621.	6,533,621.
NTGI -QM COMMON DAILY ALL COUN	4,089,340.	4,089,340.
NVIDIA CORP	760,923.	760,923.
ORCHARD SUPPLY HARDWARE STORES	67,246.	67,246.
PEABODY ENERGY CORP	1,557,084.	1,557,084.
PFIZER INC	1,772,780.	1,772,780.
PINNACLE ENTMT INC	1,638,199.	1,638,199.
PPG IND INC	857,036.	857,036.
QUEST DIAGNOSTICS INC	835,825.	835,825.
SANDERSON INTL VALUE FD	82,432,686.	82,432,686.
SCHLUMBERGER LTD	1,699,476.	1,699,476.
SCHWAB CHARLES CORP	1,044,288.	1,044,288.
SEARS HLDGS CORP	1,357,022.	1,357,022.
SSGA MSCI EAFE INDEX NL CTF	10,925,083.	10,925,083.
SYMETRA FINL CORP	972,604.	972,604.
TELEDYNE TECHNOLOGIES INC	445,925.	445,925.
THERMO FISHER CORP	601,318.	601,318.
THOMSON REUTERS	861,367.	861,367.
TYSON FOODS INC	869,877.	869,877.
UNITED STS STL CORP	745,102.	745,102.
UNITED TECHNOLOGIES CORP	1,347,998.	1,347,998.

ATTACHMENT 9 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNVL HEALTH SERVICES INC	1,320,680.	1,320,680.
VANGUARD FTSE EMERGING MKTS ET	20,903,629.	20,903,629.
VERTEX PHARMACEUTICALS INC	1,020,442.	1,020,442.
VIACOM INC	946,261.	946,261.
WAL-MART STORES INC	1,164,140.	1,164,140.
WELLS FARGO & CO	1,329,534.	1,329,534.
WENDYS CO	1,313,838.	1,313,838.
XILINX INC	1,281,486.	1,281,486.
XYLEM INC	1,015,573.	1,015,573.
TOTALS	<u>419,837,976.</u>	<u>419,837,976.</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBVIE INC SR NT 144A 1.75%	520,602.	520,602.
ABBVIE INC SR NT 144A 2.9%	254,595.	254,595.
ACCEP AUTO LN TR 2010-1 AST	758,650.	758,650.
AGILENT 2.5%	292,570.	292,570.
AH MTG ADVANCE CO LTD TERM 1A	728,107.	728,107.
ALTRIA GROUP INC 4.75%	351,315.	351,315.
AMERICAN EXPRESS CR NTS1.75	566,624.	566,624.
AMERN EXPRESS CO 5.5%	457,305.	457,305.
AMERN INTL GROUP 3.8%	432,934.	432,934.
AMERN INTL GROUP 4.875%	199,784.	199,784.
ANADARKO PETE CORP 6.375%	907,816.	907,816.
ANHEUSER BUSCH 1.375%	404,212.	404,212.
ANHEUSER BUSCH 2.5%	150,939.	150,939.
ARRAN CARDS FDG PLC 2012-1A	1,662,562.	1,662,562.
ARRAN RES MTGS 2011-1 PLC NT	306,709.	306,709.
B A T INTL FIN PLC 144A 3.25%	271,008.	271,008.
BAMLL COML MTG SECS 2012 144A	736,257.	736,257.
BANC AMER COML MTG INC 2004-1	1,007,163.	1,007,163.
BANC AMER COML MTG INC CL A-3	626,638.	626,638.
BANC AMER COML MTG INC 2005-3	646,841.	646,841.
BANC AMER COML MTG TR 2007-3	431,752.	431,752.
BANC AMER COML MTG TR 2007-4	1,031,048.	1,031,048.
BANK AMER CORP 5.625%	94,850.	94,850.
BANK AMER CORP 5.7%	408,867.	408,867.
BANK AMER CORP 6.5%	1,668,627.	1,668,627.
BB-UBS TR 2012-TFT L144A 2.892	559,175.	559,175.
BEAR STEARNS COML MTG 5.736	644,155.	644,155.
BHP BILLITON FIN USA LTD 1.125	860,249.	860,249.
BP CAP MKTS P L C 3.245	526,754.	526,754.



ATTACHMENT 10 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CAIXA ECONOMICA FEDERAL 2.375	431,738.	431,738.
CAP 1 FINL CORP 4.75%	645,771.	645,771.
CAREFUSION CORP 5.125%	377,223.	377,223.
CC HLDGS GS V LLC 2.381%	351,711.	351,711.
CDN NAT RES LTD 5.15%	446,560.	446,560.
CDN NAT RES LTD 5.7%	335,723.	335,723.
CITIGROUP INC 2.25%	660,563.	660,563.
CITIGROUP INC 4.587%	311,149.	311,149.
CITIGROUP INC 4.75%	776,186.	776,186.
COMCAST CORP NEW 3.125%	302,132.	302,132.
COMCAST CORP NEW 5.9%	143,617.	143,617.
COMCAST CORP NEW NT 5.3	445,903.	445,903.
COMMERCIAL MTG TR 2006-GG7	450,004.	450,004.
CONSTELLATION 4.55%	620,626.	620,626.
COX COMMUNICATIONS 5.45%	69,797.	69,797.
CR ACCEP AUTO LN TR 2012-2	561,068.	561,068.
CR SUISSE AG GUERNSEY BRH 1.62	870,907.	870,907.
CR SUISSE COML MTG 2007-C1	742,829.	742,829.
CREDIT ACCEP AUTO LN TR 2012-1	864,957.	864,957.
DBRR 2012-EZ1 TR CMBS A .946	1,382,517.	1,382,517.
DIRECTV HLDGS LLC 3.5%	842,228.	842,228.
DIRECTV HLDGS LLC 4.75%	731,388.	731,388.
DOMINION RES INC 5.2%	564,671.	564,671.
DT AUTO OWNER TR 2.72%	661,415.	661,415.
DT AUTO OWNER TR 2012-1 AST	648,724.	648,724.
DUKE ENERGY CORP 2.15%	548,028.	548,028.
DUKE ENERGY CORP 3.35%	338,105.	338,105.
DUKE ENERGY CORP 3.95%	910,893.	910,893.
DUKE ENERGY CORP SR NT 6.3%	768,098.	768,098.

ATTACHMENT 10 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EL PASO PIPELN 6.5%	390,185.	390,185.
ENERGY TRANSFER PARTNERS 5.2	399,249.	399,249.
ENTERPRISE PRODS 3.2%	200,761.	200,761.
FEDERAL HOME LN MTG #2B0646	402,719.	402,719.
FEDERAL HOME LN MTG #A90320 5%	847,642.	847,642.
FEDERAL HOME LN MTG #C09001 4%	44,640.	44,640.
FEDERAL HOME LN MTG #G08417 5%	2,294,209.	2,294,209.
FEDERAL HOME LN MTG #G08492 4	311,215.	311,215.
FEDERAL HOME LN MTG #J1-3273	1,400,327.	1,400,327.
FEDERAL HOME LN MTG CORP Q1032	1,159,562.	1,159,562.
FEDERAL NATL MTG ASSN #AH0969	666,059.	666,059.
FEDERAL NATL MTG ASSN #AH2380	91,724.	91,724.
FEDERAL NATL MTG ASSN #AH3394	950,857.	950,857.
FEDERAL NATL MTG ASSN #AH5583	1,850,341.	1,850,341.
FEDERAL NATL MTG ASSN #AH6958	283,680.	283,680.
FEDERAL NATL MTG ASSN #AJ1416	3,606,527.	3,606,527.
FEDERAL NATL MTG ASSN #AJ4046	1,765,100.	1,765,100.
FEDERAL NATL MTG ASSN #AJ4381	3,680,959.	3,680,959.
FEDERAL NATL MTG ASSN #AJ6023	2,234,736.	2,234,736.
FEDERAL NATL MTG ASSN #AK0785	2,480,939.	2,480,939.
FEDERAL NATL MTG ASSN #AK9442	3,961,287.	3,961,287.
FEDERAL NATL MTG ASSN #AL0851	1,626,071.	1,626,071.
FEDERAL NATL MTG ASSN #AL1842	8,225.	8,225.
FEDERAL NATL MTG ASSN #AL1938	83,847.	83,847.
FEDERAL NATL MTG ASSN #AL2682	1,124,996.	1,124,996.
FEDERAL NATL MTG ASSN #AL2683	196,433.	196,433.
FEDERAL NATL MTG ASSN #AL2781	1,489,813.	1,489,813.
FHLB BD 5.625	137,176.	137,176.
FHLMC .5	1,602,011.	1,602,011.

ATTACHMENT 10 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FHLMC GOLD Q08313 4	246,801.	246,801.
FHLMC GOLD Q08656 4	129,180.	129,180.
FHLMC GOLD Q13216 3.5	319,393.	319,393.
FHLMC GOLD SINGLE FAMILY 4%	2,882,250.	2,882,250.
FHLMC GOLD SINGLE FAMILY 4.5	5,364,845.	5,364,845.
FHLMC MULTICLASS SER 12-K708	601,291.	601,291.
FHLMC MULTICLASS SER 3062	115,767.	115,767.
FHLMC MULTICLASS SER 3876	598,888.	598,888.
FHLMC MULTICLASS SER 3957	908,096.	908,096.
FHLMC MULTIFAMILY STRUCTURED	38,027.	38,027.
FHLMC POOL #1B8062 ADJ RT	199,367.	199,367.
FHLMC POOL #1G2511 ADJ RT	377,158.	377,158.
FHLMC TRANCHE # TR 00451 .6	1,066,605.	1,066,605.
FHLMC TRANCHE # TR 00765 .42	945,549.	945,549.
FINANCIERE CDP INC 4.4%	1,674,171.	1,674,171.
FLEXSHARES TR TR IBOXX 3 YR	1,352,101.	1,352,101.
FMS WERTMANAGEMENT 1%	654,149.	654,149.
FNMA . POOL #AO6482 ADJ RT	152,969.	152,969.
FNMA 1.7	1,287,565.	1,287,565.
FNMA 15 YEAR PASS-THROUGHS 5%	108,234.	108,234.
FNMA 2.7	1,351,519.	1,351,519.
FNMA 30 YEAR PASS-THROUGH 5.5%	5,869,125.	5,869,125.
FNMA 30 YEAR PASS-THROUGHS 6%	2,075,157.	2,075,157.
FNMA CAP DEB ZERO 10/09/84 0%	2,049,973.	2,049,973.
FNMA POOL #725027 5%	2,533,710.	2,533,710.
FNMA POOL #745418 5.5%	1,149,195.	1,149,195.
FNMA POOL #888129 5.5%	1,067,768.	1,067,768.
FNMA POOL #889466 6%	209,666.	209,666.
FNMA POOL #889529 6%	72,322.	72,322.

ATTACHMENT 10 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FNMA POOL #889579 6%	1,064,503.	1,064,503.
FNMA POOL #995203 5%	1,069,351.	1,069,351.
FNMA POOL #995265 5.5%	293,501.	293,501.
FNMA POOL #AB5423 3.5%	101,986.	101,986.
FNMA POOL #AB6861 3%	314,737.	314,737.
FNMA POOL #AB6956 3%	314,709.	314,709.
FNMA POOL #AB7136 3%	209,285.	209,285.
FNMA POOL #AB7343 3%	314,844.	314,844.
FNMA POOL #AB7347 3%	104,949.	104,949.
FNMA POOL #AB7443 3%	315,764.	315,764.
FNMA POOL #AC6294 4%	157,286.	157,286.
FNMA POOL #AC8512 4.5%	2,531,528.	2,531,528.
FNMA POOL #AE0704 4%	2,146,927.	2,146,927.
FNMA POOL #AE0949 4%	99,966.	99,966.
FNMA POOL #AE6121 4%	88,548.	88,548.
FNMA POOL #AO0762 4%	3,083,069.	3,083,069.
FNMA POOL #AO2986 4%	1,971,080.	1,971,080.
FNMA POOL #AO3369 3.5%	708,084.	708,084.
FNMA POOL #AO5941 3.5%	106,367.	106,367.
FNMA POOL #AO8044 3.5%	14,966.	14,966.
FNMA POOL #AO8632 3.5%	105,696.	105,696.
FNMA POOL #AO9368 3.5%	210,950.	210,950.
FNMA POOL #AP0006 ADJ RT	389,686.	389,686.
FNMA POOL #AP9736 3.5%	1,691,175.	1,691,175.
FNMA POOL #MA1237 3%	522,350.	522,350.
FNMA POOL #MA1275 3%	941,854.	941,854.
FNMA PREASSIGN 00298 4.75%	139,588.	139,588.
FNMA REMIC TR 2005-27 5.5%	359,190.	359,190.
FNMA REMIC TR 2005-64 5.25%	170,349.	170,349.

ATTACHMENT 10 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FNMA REMIC TR 2005-69 5.5%	72,084.	72,084.
FNMA REMIC TR 2011-56 3.5%	1,020,947.	1,020,947.
FNMA SINGLE FAMILY MTG 2.5% 15	1,882,125.	1,882,125.
FNMA SINGLE FAMILY MTG 3.5% 30	2,985,172.	2,985,172.
FNMA SINGLE FAMILY MTG 3.5% 30	106,396.	106,396.
FNMA SINGLE FAMILY MTG 4% 15	214,156.	214,156.
FNMA SINGLE FAMILY MTG 4% 30	214,375.	214,375.
FNMA SINGLE FAMILY MTG 4.5%	215,125.	215,125.
FNMA SINGLE FAMILY MTG 4.5% 30	2,808,507.	2,808,507.
FNMA SINGLE FAMILY MTG 3 15	3,060,860.	3,060,860.
FNMA SINGLE FAMILY MTG 5 30	4,549,780.	4,549,780.
FNMA TBA 3 30 YEARS	1,990,845.	1,990,845.
FORD CR AUTO LEASE TR 2012-A	1,044,620.	1,044,620.
FORD CR FLOORPLAN 1.9199999%	1,432,378.	1,432,378.
FORD CR FLOORPLAN 3.5%	740,209.	740,209.
FORD CR FLOORPLAN MASTER 2011	1,010,961.	1,010,961.
FORD MTR CR CO LLC 6.625%	116,847.	116,847.
FORD MTR CR CO LLC 8.125%	794,454.	794,454.
FREMF 2012-K705 MTG TR MLTIFAM	680,403.	680,403.
GE COML MTG CORP SER 2005-C4	594,084.	594,084.
GEN ELEC CAP CORP 2.375%	914,185.	914,185.
GEN ELEC CAP CORP 5.4%	900,951.	900,951.
GNMA I 30 YR SINGLE FAMILY	2,264,688.	2,264,688.
GNMA POOL #004745 4%	1,307,332.	1,307,332.
GNMA POOL #MA0319 4%	1,058,567.	1,058,567.
GNMAII POOL #MA0462 3.5	2,056,277.	2,056,277.
GNMAII POOL #MA0534 3.5	3,472,749.	3,472,749.
GOLDMAN SACHS 5.75%	833,459.	833,459.
HSBC BK PLC 2%	899,213.	899,213.

ATTACHMENT 10 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
HSBC HLDGS PLC 4.875%	580,284.	580,284.
IBM CORP .55	565,105.	565,105.
INTERPUBLIC GROUP 10%	480,700.	480,700.
ISHARES INTERMEDIATE CREDIT	905,678.	905,678.
J P MORGAN CHASE 144A 3.8813	431,269.	431,269.
JGWPT XXVI LLC SER 2012-2A CL	430,150.	430,150.
JPMORGAN CHASE & 2%	474,996.	474,996.
JPMORGAN CHASE & 3.7%	484,326.	484,326.
KINDER MORGAN 5.3%	169,007.	169,007.
LANARK MASTER SER 2012-2 NT CL	826,631.	826,631.
MET LIFE GLOBAL FDG I MTN TRAN	180,727.	180,727.
MORGAN STANLEY 5.5%	380,350.	380,350.
MORGAN STANLEY RE-REMIC TR SER	444,148.	444,148.
MSBAM COML MTG 3.277	384,668.	384,668.
NEW YORK LIFE GLOBAL FDG TRANC	853,897.	853,897.
NORTHERN FUNDS MULTI MANAGER H	2,780,174.	2,780,174.
NTGI-QM COMMON DAILY AGGREGATE	6,152,308.	6,152,308.
ONCOR ELEC 4.1	343,329.	343,329.
PENSKE TRUCK LEASING CO L P /	494,865.	494,865.
PFIZER INC NT 6.2	12,640.	12,640.
PFS FING CORP 2012-A CL A FLTG	993,072.	993,072.
PIMCO FDS EMERGING LOCAL BD FD	1,262,649.	1,262,649.
PROGRESS ENERGY SR NT 7.05	534,125.	534,125.
PRUDENTIAL FINL INC MEDIUM TER	140,132.	140,132.
PVTPL GLITNIR BANKI HF 4.451	998,568.	998,568.
QVC INC SR SECD NT 144A 5.125%	450,720.	450,720.
RUBY PIPELINE L L C NT 6	408,924.	408,924.
SANTANDER CNSMR ACQUIRED	742,804.	742,804.
SANTANDER DR 2012	707,634.	707,634.

ATTACHMENT 10 (CONT'D)FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SANTANDER DR AUTO 2.7%	692,331.	692,331.
SANTANDER DR AUTO 2.94%	687,655.	687,655.
SANTANDER DR AUTO 3.7799999713	731,882.	731,882.
SANTANDER DR AUTO 3.8699998855	707,838.	707,838.
SLM PRIVATE ED LN TR 2012-D NT	670,212.	670,212.
SLM PVT ED LN TR 2012-A STUD L	780,709.	780,709.
SPAREBANK 1 BOLIGKREDITT 2.3	351,693.	351,693.
STRPS 2012-1 LTD SR 2012-1A	502,846.	502,846.
TIERS FDG TR SER 2012-01 2YR U	960,288.	960,288.
TRANSOCEAN INC 5.05%	910,779.	910,779.
TURLOCK CORP SR NT 144A 2.75%	473,534.	473,534.
UNITEDHEALTH GROUP INC 3.375	324,939.	324,939.
UTD TECHNOLOGIES 3.1%	407,710.	407,710.
VERIZON 2.45%	250,084.	250,084.
VODAFONE GROUP PLC 1.625%	664,615.	664,615.
WELLPOINT INC 1.875%	425,216.	425,216.
WELLPOINT INC 3.3%	271,891.	271,891.
WELLS FARGO & CO 3.5%	335,995.	335,995.
WELLS FARGO & CO NEW MEDIUM TE	285,467.	285,467.
WF-RBS COML MTG TR 0	812,172.	812,172.
WFRBS COML MTG TR 2012-C10 WFR	609,154.	609,154.
WILLIAMS COS INC 3.7%	216,861.	216,861.
WILLIAMS PARTNERS 3.8%	179,756.	179,756.
XSTRATA FIN CDA LTD NT 2.85%	672,292.	672,292.
XYLEM INC SR NT 3.55%	281,246.	281,246.
TOTALS	<u>200,609,852.</u>	<u>200,609,852.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BAUPOST VALUE PARTNERS IV, LP	122,987,768.	122,987,768.
BLACKSTONE MARKET OPPORTUNITY	3,442,314.	3,442,314.
BLACKSTONE PARTNERS OFFSHORE	97,740,928.	97,740,928.
BLACKSTONE RESOURCES SELECT	26,507,924.	26,507,924.
BROOKSIDE CAYMAN, LTD	314,801.	314,801.
CONVEXITY CAP OFFSHORE	41,645,257.	41,645,257.
ELLIOTT INTL LTD	43,443,710.	43,443,710.
ESL LIMITED		
ETON PARK OVERSEAS LTD	27,939,822.	27,939,822.
GENERAL ATLANTIC PARTNERS	25,509,661.	25,509,661.
KAYNE ANDERSON ENERGY FUND VI	369,769.	369,769.
LONE CASCADE	59,008,355.	59,008,355.
NORTHERN FDS GLOBAL REAL EST	1,041,492.	1,041,492.
SPDR GOLD TR GOLD SHS	833,541.	833,541.
SUMMIT ROCK DIVERSIFIED STRAT	72,263,945.	72,263,945.
SUMMIT ROCK HEDGED EQUITY	89,147,111.	89,147,111.
SUMMIT ROCK NAT RES	22,283,986.	22,283,986.
SUMMIT ROCK PVT EQTY	20,674,605.	20,674,605.
SUMMIT ROCK SELECT EQTY	57,350,596.	57,350,596.
SUMMIT ROCK STRATEGIC FXD INC	20,845,284.	20,845,284.
VINIK OFFSHORE LTD	40,990,862.	40,990,862.
TOTALS	<u>774,341,731.</u>	<u>774,341,731.</u>



ATTACHMENT 12FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM INVESTMENT MANAGER	38,024,299.	38,024,299.
ACCRUED INTEREST RECEIVABLE	871,763.	871,763.
ACCRUED DIVIDENDS RECEIVABLE	62,171.	62,171.
OTHER RECEIVABLES	435,303.	435,303.
DEPOSITS	40,408.	40,408.
TOTALS	<u>39,433,944.</u>	<u>39,433,944.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DUE TO INVESTMENT MANAGER	29,695,011.
DEFERRED EXCISE TAX LIABILITY	3,119,389.
CURRENT TAXES PAYABLE	259,611.
ROYALTIES AND CONTRACTS PAYABLE	650,614.
TOTALS	<u>33,724,625.</u>

ATTACHMENT 14

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	155,969,452.
TOTAL	<u>155,969,452.</u>

FORM 990PF, PART VII-A, LINE 16 - LIST OF FOREIGN COUNTRIES

CAYMAN ISLANDS  
IRELAND  
BERMUDA  
CANADA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WALLIS ANNENBERG 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	CHAIRPERSON/CEO/PRESIDENT 20.00	0	0	0
LEONARD J AUBE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	EXECUTIVE DIRECTOR/SECRETARY 37.50	363,911.	59,524.	0
PAUL J MANGANIELLO 101 WEST ELM STREET 640 CONSHOHOCKEN, PA 19428	TREASURER/DIR OF FINANCE 37.50	213,272.	87,024.	0
LAUREN BON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30.00	38,091.	20,737.	0
CHARLES WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30.00	38,066.	20,737.	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 16 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GREGORY WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30.00	38,066.	31,405.	0
	GRAND TOTALS	<u>691,406.</u>	<u>219,427.</u>	<u>0</u>

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
THOMAS POLLACK 2000 AVE OF THE STARS LOS ANGELES, CA 90067	SR ADVISOR/EXEC PROD 38.00	186,229.	62,990.	0
SYLIA OBAGI 2000 AVE OF THE STARS LOS ANGELES, CA 90067	DIRECTOR- OPERATIONS 38.00	158,563.	62,772.	0
MICHAEL MORRISON 2000 AVE OF THE STARS LOS ANGELES,, CA 90067	TECHNOLOGY OFFICER 38.00	158,358.	34,665.	0
PETER NEAL 2000 AVE OF THE STARS LOS ANGELES, CA 90067	GM ANNENBERG LEARNER 38.00	125,153.	70,519.	0
JOHN YI 2000 AVE OF THE STARS LOS ANGELES, CA 90067	DIR STRAT INIT/FIN 38.00	159,343.	39,114.	0
	TOTAL COMPENSATION	<u>787,646.</u>	<u>270,060.</u>	<u>0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SHEPPARD, MULLIN RICHTER & HAMPTON LLP 333 S HOPE ST 43RD FL LOS ANGELES, CA 90071	LEGAL	1,923,845.
ARCLIGHT PRODUCTIONS 732 N. HIGHLAND AVE HOLLYWOOD, CA 90038	MULTIMEDIA	1,872,089.
IP VIDEO SPECIALIST INC 334 N. RIOS AVENUE, P.O. BOX 744 SOLANA BEACH, CA 92075	MULTIMEDIA	1,080,279.
SMITHSONIAN 60 GARDEN STREET CAMBRIDGE, MA 02138	PROGRAM	993,333.
GEOSYNTEC CONSULTANTS 900 BROKEN SOUND PARKWAY, NW, SUITE 200 BOCA RATON, FL 33487	PROGRAM	972,566.
	TOTAL COMPENSATION	<u>6,842,112.</u>



FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

WALTER H. ANNENBERG DONATED MORE THAN 2% OF THE TOTAL CONTRIBUTIONS TO THE ANNENBERG SCHOOL OF COMMUNICATIONS. ON JULY 1, 1989, THE ANNENBERG SCHOOL OF COMMUNICATIONS CHANGED ITS NAME TO THE ANNENBERG FOUNDATION AND WAS RECLASSIFIED AS A PRIVATE FOUNDATION. WALTER H. ANNENBERG PASSED AWAY ON OCTOBER 1, 2002.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

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

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

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.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ALGALITA MARINE RESEARCH INSTITUTE 148 N. MARINA DRIVE LONG BEACH, CA 90803	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
AMERICAN HUMANE ASSOCIATION 1400 16TH STREET NW, SUITE 360 WASHINGTON, DC 20036	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
ANAHUAK YOUTH SOCCER ASSOCIATION C/O ENVIRONMENTAL PROGRAMS 5317 N FIGUEROA, SUITE 9 LOS ANGELES, CA 90042	501(C)(3)	GENERAL OPERATING SUPPORT	62,000.
ASSOC PARROT CARE CONSERVATION ADOPTIONS RESCUE 15660 CURTIS TRAIL FRAZIER PARK, CA 93225	501(C)(3)	EXPANSION OF THE LOCKWOOD ANIMAL RESCUE CENTER	249,300.
AUTOMATA ARTS 1954 NORTH HILLHURST AVE, BOX 400 LOS ANGELES, CA 90027	501(C)(3)	GENERAL OPERATING SUPPORT	5,250.
BOUND ANGELS 22631 PACIFIC COAST HIGHWAY 122 MALIBU, CA 90265	501(C)(3)	GENERAL OPERATING SUPPORT	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BUFFALO FIELD CAMPAIGN 14365 HEBGEN LAKE ROAD WEST YELLOWSTONE, MT 59758	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
CAL POLY POMONA FOUNDATION, INC. 3801 W TEMPLE AVENUE, BLDG 55 POMONA, CA 91768	501(C)(3)	DISCRETIONARY FUND FOR THE DEAN OF THE COLLEGE OF ENVIRONMENTAL DESIGN AT THE CALIFORNIA STATE POLYTECHNIC UNIVERSITY, POMONA	100,000.
CALIFORNIA STATE PARKS FOUNDATION HEADQUARTERS SAN FRANCISCO, CA 94133	501(C)(3)	TO SUPPORT PROGRAMMING AT THE LOS ANGELES STATE HISTORIC PARK	100,000.
CALIFORNIA TROUT 360 PINE STREET, 4TH FLOOR SAN FRANCISCO, CA 94104	501(C)(3)	TO SUPPORT THE SOUTHERN CALIFORNIA STEELHEAD RESTORATION CAMPAIGN	95,000.
CENTER FOR BIOLOGICAL DIVERSITY, INC. 1333 NORTH ORACLE ROAD TUCSON, AZ 85708	501(C)(3)	CALIFORNIA ANTI-FRACKING CAMPAIGN	100,000.
CENTER FOR LAND USE INTERPRETATION 9331 VENICE BOULEVARD CULVER CITY, CA 90232	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CENTER FOR LAND USE INTERPRETATION 9331 VENICE BOULEVARD CULVER CITY, CA 90232	501(C)(3)	DISCRETIONARY FUND FOR THE FOUNDER AND DIRECTOR	50,000.
CENTER FOR LAND USE INTERPRETATION 9331 VENICE BOULEVARD CULVER CITY, CA 90232	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
CENTRO GOLFINHO ROTADOR 5 - VILA DO BOLDRÓ 53990 FERNANDO DE NOROHA PERNAMBUCO BRAZIL	FOREIGN ORG W/ ER	FOR RESEARCH AND EDUCATIONAL PROGRAMMING	25,000.
CHILDREN'S NATURE INSTITUTE 1910 MAGNOLIA PLACE 403 LOS ANGELES, CA 90007	501(C)(3)	FOR A STRATEGIC PLANNING PROCESS AND STAFF DEVELOPMENT	10,000.
CITIZENS COALITION FOR A SAFE COMMUNITY 4209 JACKSON AVE. CULVER CITY, CA 90232	501(C)(3)	FOR THE PURCHASE OF EQUIPMENT TO MONITOR EMISSIONS FROM THE INGLEWOOD OIL FIELD	50,000.
COLLECTIVE HERITAGE INSTITUTE C/O BIONEERS 1607 PASEO DE PERALTA, SUITE #3 SANTA FE, NM 87501	501(C)(3)	TO SUPPORT THE BIONEERSNET MEDIA SITE AND TO SUPPORT THE EDUCATION FOR ACTION NETWORK	150,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	501(C)(3)	TO SUPPORT CLIMATE RESOLVE'S CLIMATE AND WATER COMMUNICATIONS CAMPAIGN	152,678.
EASTERN SIERRA LAND TRUST 176 HOME STREET BISHOP, CA 93515	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
EASTERN SIERRA WILDLIFE CARE 800 KEOUGH'S HOT SPRINGS ROAD, SPACE 17B BISHOP, CA 93514	501(C)(3)	GENERAL OPERATING SUPPORT	30,000.
EMMA ZEN FOUNDATION 1025 S. LARAMIE STREET ANAHEIM, CA 92806	PRIVATE NON-OP FND	PET OXYGEN KITS	22,500.
FARM SANCTUARY, INC. 3100 AIKENS ROAD WATKINS GLEN, NY 14891	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
FEEDING PETS OF THE HOMELESS 206 S. DIVISION ST., SUITE 10 CARSON CITY, NV 89703	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FOOD & WATER WATCH MAIN OFFICE 1616 P STREET NW, SUITE 300 WASHINGTON, DC 20036	501(C)(3)	TO SUPPORT THE INVEST IN LOCAL WATER FIRST AND ANTI-FRACKING CAMPAIGNS IN LOS ANGELES	250,000.
THE GRASSROOTS COALITION 3749 GREENWOOD AVE LOS ANGELES, CA 90066	501(C)(3)	FOR THE 3-D IMAGING AND MAPPING PROJECT	4,000.
VIA DELLA CORDONATA, 7 187 ROMA ITALY	FOREIGN ORG W/ ER	TO SUPPORT CAMPAIGN EFFORTS TO PREVENT GREATER OFFSHORE OIL DRILLING AND BRING MARINE PROTECTION TO THE SICILIAN CHANNEL	50,000.
HONEYLOVE 4331 PURDUE AVE, UNIT B LOS ANGELES, CA 90066	501(C)(3)	TO EXPAND EDUCATION PROGRAMS	59,460.
HOPE VETERINARY CENTER 260205 FAIRSIDE RD. MAILBU, CA 90265	501(C)(3)	GENERAL OPERATING SUPPORT	82,500.
HUMANE SOCIETY OF THE PIKES PEAK REGION 610 ABBOTT LANE COLORADO SPRINGS, CO 80905	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET NW WASHINGTON, DC 20037	501(C)(3)	ASSATEAGUE OF THE WEST: PROTECTING WILD HORSES THROUGH IMMUNOCONTRACEPTION PROJECT	35,000.
JANE GOODALL INST WILDLIFE RSRCH EDU AND CONSRV 4245 NORTH FAIRFAX DRIVE, SUITE 600 ARLINGTON, VA 22203	501(C)(3)	GENERAL OPERATING SUPPORT	250,000.
KATMAI NATIONAL PARK AND PRESERVE 1 KING SALMON MALL P.O. BOX 7 KING SALMON, AK 99613	SECTION 170(C) ORG	TO PROVIDE SALARY SUPPORT AND EQUIPMENT FOR A SEASONAL MEDIA RANGER POSITION, TO SUPPORT EDUCATIONAL PROGRAMMING AND THE BROWN BEAR WEBCAMS, AND FOR ONGOING INTERPRETIVE ACTIVITIES	150,000.
LAKE TAHOE WILDLIFE CARE, INC. 1485 CHERRY HILLS CIRCLE SOUTH LAKE TAHOE, CA 96150-4921	501(C)(3)	FOR FLOORING IMPROVEMENTS, PURCHASE OF A NEW COMMERCIAL REFRIGERATOR AND FREEZER, AND TO REPLENISH THE RESERVE FUND	25,000.
LAND INSTITUTE 2400 E. WATER WELL ROAD SALINA, KS 67401	501(C)(3)	GENERAL OPERATING SUPPORT	150,000.
LARIMER HUMANE SOCIETY 5137 S. COLLEGE AVE FORT COLLINS, CO 80525	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LOS ANGELES NEIGHBORHOOD LAND TRUST 315 WEST NINTH STREET, SUITE 950 LOS ANGELES, CA 90015	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
MA SOC FOR THE PREVENTION OF CRUELTY TO ANIMALS 350 SOUTH HUNTINGTON AVENUE BOSTON, MA 02130	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.
MUJERES DE LA TIERRA L.A. RIVER CENTER 570 WEST AVENUE 26, SUITE 300 LOS ANGELES, CA 90065	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
MUJERES DE LA TIERRA L.A. RIVER CENTER 570 WEST AVENUE 26, SUITE 300 LOS ANGELES, CA 90065	501(C)(3)	FOR A BOARD RETREAT	10,000.
NATIONAL AUDUBON SOCIETY, INC. MAIN OFFICE 225 VARICK STREET NEW YORK, NY 10014	501(C)(3)	TO SUPPORT SEABIRD RESTORATION PROGRAM ACTIVITIES IN MAINE	254,000.
OCEAN DEFENDERS ALLIANCE 19744 BEACH BLVD., BOX 446 HUNTINGTON BEACH, CA 92648	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OCEANOGRAPHIC TEACHING STATIONS, INC. P.O. BOX 1 MANHATTAN BEACH, CA 90267-0001	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.
OJAI RAPTOR CENTER 370 BALDWIN ROAD OJAI, CA 93023	501(C)(3)	NEW AVIARY/MEWS FOR THE EDUCATIONAL AMBASSADOR BIRDS	35,000.
OJAI SULCATA PROJECT P.O. BOX 982 OJAI, CA 93024	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
ORANGUTAN FOUNDATION INTERNATIONAL 824 S. WELLESLEY AVE. LOS ANGELES, CA 90049	501(C)(3)	FOR A JOINT RETREAT WITH BOARD AND STAFF	10,000.
THE OWENS VALLEY COMMITTEE P.O. BOX 77 BISHOP, CA 93515	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
PACIFIC ENVIRONMENT AND RESOURCES CENTER 251 KEARNY, 2ND FLOOR SAN FRANCISCO, CA 94108-4530	501(C)(3)	CHINA PROGRAM	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BISHOP PAIUTE TRIBE 50 TU SU LANE BISHOP, CA 93514	SECTION 170(C) ORG	FOR THE WATER EDUCATION PROJECT OF FIRST BLOOM	7,709.
PANDAS INTERNATIONAL 4484 W. COTTONWOOD PLACE LITTLETON, CO 80123	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
PESTICIDE ACTION NETWORK N AMERICA REGIONAL CENTER 1611 TELEGRAPH AVE., SUITE 1200 OAKLAND, CA 94612	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
PESTICIDE ACTION NETWORK N AMERICA REGIONAL CENTER 1611 TELEGRAPH AVE., SUITE 1200 OAKLAND, CA 94612	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
PHYSICIANS FOR SOCIAL RESPONSIBILITY, INC. 617 SOUTH OLIVE STREET, SUITE 200 LOS ANGELES, CA 90014	501(C)(3)	TO ANALYZE FRACKING REGULATIONS AND DEVELOP A COMMUNITY ENGAGEMENT STRATEGY	100,000.
POLAR BEARS INTERNATIONAL P.O. BOX 3008 BOZEMAN, MT 59772	501(C)(3)	FOR THE SIKU CAM PROJECT AS PART OF THE MY PLANET, MY PART CAMPAIGN AND TUNDRA CONNECTIONS PROGRAM, AND FOR GENERAL OPERATING SUPPORT	250,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RANCHO SANTA ANA BOTANIC GARDEN 1500 NORTH COLLEGE AVENUE CLAREMONT, CA 91711	501(C)(3)	FOR AN ORGAL ASSESSMENT LEADING TO A FACILITATED STRATEGIC PLANNING EFFORT	10,000.
RANCHO SANTA ANA BOTANIC GARDEN 1500 NORTH COLLEGE AVENUE CLAREMONT, CA 91711	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
REEF CHECK FOUNDATION P.O. BOX 1057 PACIFIC PALISADES, CA 90272-1057	501(C)(3)	GENERAL OPERATING SUPPORT	60,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN STREET, 12TH FLOOR OAKLAND, CA 94607-5200	501(C)(3)	GROUND' PROJECT AT THE CENTER FOR FORCE MAJEURE STUDIES IN THE DIVISION OF ARTS AT THE UNIVERSITY OF CALIFORNIA, SANTA CRUZ	162,752.
RIVERSIDE HUMANE SOCIETY PET ADOPTION CENTER 6165 INDUSTRIAL AVE RIVERSIDE, CA 92504	501(C)(3)	LIFELINE SPAY/NEUTER CLINIC	30,000.
ROCKY MOUNTAIN WILDLIFE CONSERVATION CENTER C/O THE WILD ANIMAL SANCTUARY 1946 WEST COUNTY ROAD 53 KEENESBURG, CO 80643	501(C)(3)	GENERAL OPERATING SUPPORT	69,950.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SATO PROJECT, INC. 136 NELSON STREET BROOKLYN, NY 11231	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
SOUTHEAST AREA ANIMAL CONTROL AUTHORITY 9777 SEAACA STREET DOWNEY, CA 90241	SECTION 170(C) ORG	TO PROVIDE LOW-COST VETERINARY AND ANIMAL ADOPTION SERVICES	10,000.
SOUTHEAST AREA ANIMAL CONTROL AUTHORITY 9777 SEAACA STREET DOWNEY, CA 90241	SECTION 170(C) ORG	TO PROVIDE LOW-COST VETERINARY AND ANIMAL ADOPTION SERVICES	10,000.
SOUTHERN CALIFORNIA GOLDEN RETRIEVER RESCUE P.O. BOX 25698 LOS ANGELES, CA 90025	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
STRAY CAT ALLIANCE P.O. BOX 661277 LOS ANGELES, CA 90066	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET, SUITE 302 SAN FRANCISCO, CA 94111	501(C)(3)	PLANTRIGHT CAMPAIGN	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
THEODORE PAYNE FND WILD FLOWERS & NATIVE PLANTS 10459 TUXFORD STREET SUN VALLEY, CA 91352	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
TREEPEOPLE, INC. 12601 MULHOLLAND DRIVE BEVERLY HILLS, CA 90210	501(C)(3)	GENERAL OPERATING SUPPORT	200,000.
TREEPEOPLE, INC. 12601 MULHOLLAND DRIVE BEVERLY HILLS, CA 90210	501(C)(3)	DISCRETIONARY FUND FOR THE PRESIDENT	100,000.
VIRGINIA GERMAN SHEPHERD RESCUE, INC. P.O. BOX 126 STERLING, VA 20167	501(C)(3)	GENERAL OPERATING SUPPORT	450.
VITAL GROUND FOUNDATION, INC. BUILDING T-2 FORT MISSOULA ROAD MISSOULA, MT 59804	501(C)(3)	FOR THE PURCHASE OF A PARCEL AT BISMARK MEADOWS AS PART OF THE SELKIRK GRIZZLY BEAR HABITAT CONSERVATION INITIATIVE	300,000.
WATER ORG, INC. 920 MAIN STREET, STE 1800 KANSAS CITY, MO 64105	501(C)(3)	TO SUPPORT THE WATER AND SANITATION EFFORTS IN HAITI	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WOODBURY UNIVERSITY 7500 GLENOAKS BOULEVARD BURBANK, CA 91510-7846	501(C)(3)	DISCRETIONARY FUND FOR THE CO-DIRECTORS OF THE ARID LANDS INSTITUTE AT WOODBURY UNIVERSITY	100,000.
WORLD WILDLIFE FUND, INC. 1250 24TH STREET, NW WASHINGTON, DC 20037-1193	501(C)(3)	TO SUPPORT EFFORTS OF THE WWF ITALY PROGRAMME OFFICE TO MITIGATE OFFSHORE OIL-DRILLING AND BRING MARINE PROTECTION TO THE SICILIAN CHANNEL	396,825.
XERCES SOCIETY, INC. 628 NORTHEAST BROADWAY, SUITE 200 PORTLAND, OR 97232	501(C)(3)	BRING BACK THE POLLINATORS CAMPAIGN	80,000.
ZOOLOGICAL SOCIETY OF SAN DIEGO P. O. BOX 120551 SAN DIEGO, CA 92112-0551	501(C)(3)	FOR CHILDREN'S EDUCATION PROGRAMS AND GENERAL OPERATING SUPPORT	20,000.
18TH STREET ARTS COMPLEX 1639 18TH STREET SANTA MONICA, CA 90404	501(C)(3)	FOR A STAFF AND BOARD RETREAT	10,000.
THE ACADEMY OF PUPPETRY AND ALLIED ARTS 1345 WEST 1ST STREET LOS ANGELES, CA 90026	501(C)(3)	TO SUPPORT EDUCATIONAL PROGRAMS	10,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN FRIENDS OF COVENT GARDEN & ROYAL BALLET P.O. BOX 5155 ROCKEFELLER CENTER NEW YORK, NY 10185	501(C)(3)	GENERAL OPERATING SUPPORT	418,290.
AMERICAN FRIENDS OF COVENT GARDEN & ROYAL BALLET P.O. BOX 5155 ROCKEFELLER CENTER NEW YORK, NY 10185	501(C)(3)	GENERAL OPERATING SUPPORT	95,962.
THE AMERICAN FRIENDS OF THE BRITISH MUSEUM, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036-1802	501(C)(3)	GENERAL OPERATING SUPPORT	108,323.
AMERICAN FRIENDS OF THE MUSEE ORSAY 5666 LA JOLLA BLVD LA JOLLA, CA 92037	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
AMERICAN FRIENDS OF THE PARIS OPERA & BALLET 972 FIFTH AVENUE NEW YORK, NY 10075	501(C)(3)	GENERAL OPERATING SUPPORT	13,161.
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH ST. NEW YORK, NY 10024-5192	501(C)(3)	TO SUPPORT EDUCATION PROGRAMS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN PATRONS OF THE TATE GALLERY FND, INC. 520 WEST 27TH STREET, UNIT 404 NEW YORK, NY 10001	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
ANGELS GATE CULTURAL CENTER, INC. 3601 S GAFFEY ST., BOX 1 SAN PEDRO, CA 90731	501(C)(3)	FOR CAPACITY BUILDING EFFORTS	10,000.
ARMAND HAMMER MUSEUM OF ART & CULTURAL CENTER, INC 10899 WILSHIRE BOULEVARD 3RD FLOOR LOS ANGELES, CA 90024-4201	501(C)(3)	DISCRETIONARY FUND FOR THE DIRECTOR	500,000.
ARMORY CENTER FOR THE ARTS 145 NORTH RAYMOND AVENUE PASADENA, CA 91103	501(C)(3)	GENERAL OPERATING SUPPORT	16,800.
ARTANGEL AMERICA C/O PETER FLEISSIG 12 WEST 10TH STREET, 3RD FLOOR NEW YORK, NY 10011	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
AUTOMATA ARTS 1954 NORTH HILLHURST AVE, BOX 400 LOS ANGELES, CA 90027	501(C)(3)	GENERAL OPERATING SUPPORT	22,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BARNSDALL ART CENTER STUDENT ADVISORY COMMITTEE 4814 HOLLYWOOD BLVD LOS ANGELES, CA 90027	501(C)(3)	TO SUPPORT THE CERAMICS PROGRAM AT THE BARNSDALL ART CENTER	10,000.
BETHUNE THEATREDANSE 3342 BARHAM BOULEVARD LOS ANGELES, CA 90068	501(C)(3)	INFINITE DREAMS	50,000.
BODY WEATHER LABORATORY 636 MILWOOD AVENUE VENICE, CA 90291	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
BYRD HOFFMAN WATER MILL FOUNDATION 115 W 29TH ST., 10TH FLOOR NEW YORK, NY 10001	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
BYRD HOFFMAN WATER MILL FOUNDATION 115 W 29TH ST., 10TH FLOOR NEW YORK, NY 10001	501(C)(3)	INTERNATIONAL SUMMER ARTS PROGRAM	25,000.
BYRD HOFFMAN WATER MILL FOUNDATION 115 W 29TH ST., 10TH FLOOR NEW YORK, NY 10001	501(C)(3)	INTERNATIONAL SUMMER ARTS PROGRAM AND ARTIST RESIDENCY PROGRAM	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CAL STATE FULLERTON PHILANTHROPIC FOUNDATION 2600 NUTWOOD AVE, SUITE 850 FULLERTON, CA 92831	501(C)(3)	CALIFORNIA STATE UNIVERSITY FULLERTON GRAND CENTRAL ART CENTER'S ARTIST-IN-RESIDENCE PROGRAM	25,000.
CALIFORNIA ACADEMY OF SCIENCE 55 MUSIC CONCOURSE DRIVE GOLDEN GATE PARK SAN FRANCISCO, CA 94118	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
CALIFORNIA ART CLUB, INC. 75 SOUTH GRAND AVENUE PASADENA, CA 91105	501(C)(3)	CALIFORNIA ART CLUB NEWSLETTER	20,000.
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355-2397	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	501(C)(3)	GENERAL OPERATING SUPPORT	8,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CENTER FOR INDEPENDENT DOCUMENTARY, INC. 680 S. MAIN STREET SHARON, MA 02067-2868	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	501(C)(3)	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	63,624.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	501(C)(3)	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	34,591.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	501(C)(3)	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	101,905.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	501(C)(3)	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	64,564.
CHRISTINE QUOIRAUD 8 PLACE SAINT FLORENT 16110 LA ROUCHEFOUCAULD FRANCE	INDIVIDUAL	CHORA COUNCIL GRANTS TO INDIVIDUALS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CINEFAMILY 611 N FAIRFAX AVENUE LOS ANGELES, CA 90036	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
CITY OPERA OF VANCOUVER SOCIETY P.O. BOX 88393 V6A 4A6 VANCOUVER BRITISH COLUMBIA CANADA	FOREIGN ORG W/ ER	FOR THE FILM, 'THE MAKING OF FALLUJAH THE OPERA'	100,000.
CITYARTS, INC. 525 BROADWAY, SUITE 602 NEW YORK, NY 10012	501(C)(3)	ARTIST IN RESIDENCE PROGRAM	40,000.
CLAREMONT UNIVERSITY CONSORTIUM 101 SOUTH MILLS AVENUE CLAREMONT, CA 91711-5053	501(C)(3)	FOR THE DIGITIZATION AND PRESERVATION OF MATERIALS RELATED TO THE LOS ANGELES AQUEDUCT AS PART OF THE CALIFORNIA WATER DOCUMENTS IN THE SPECIAL COLLECTIONS OF THE HONNOLD/MUDD LIBRARY OF CLAREMONT UNIVERSITY CONSORTIUM	15,000.
COLLAGE DANCE THEATRE C/O HEIDI DUCKLER DANCE THEATRE 2934 1/2 BEVERLY GLEN CIRCLE, SUITE 25 LOS ANGELES, CA 90077	501(C)(3)	TO SUPPORT THE EXPULSION SERIES	15,000.
COMMUNITIES FOR A BETTER ENVIRONMENT HUNTINGTON PARK OFFICE 5610 PACIFIC BOULEVARD, SUITE 203 HUNTINGTON PARK, CA 90255	501(C)(3)	GENERAL OPERATING SUPPORT	17,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CORPORATION OF THE FINE ARTS MUSEUMS C/O DE YOUNG GOLDEN GATE PARK SAN FRANCISCO, CA 94118-4501	501(C)(3)	THE DIRECTOR'S DISCRETIONARY FUND AT THE FINE ARTS MUSEUMS OF SAN FRANCISCO	10,000.
DAN KNIGHT 29B CLAREMONT SQUARE N1 9LX LONDON UNITED KINGDOM	INDIVIDUAL	CHORA COUNCIL GRANTS TO INDIVIDUALS	12,500.
DANCE WORKS, INC. C/O PENTACLE 246 WEST 38TH STREET, 4TH FLOOR NEW YORK, NY 10018	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
DEBBIE ALLEN DANCE, INC. 3791 SANTA ROSALIA DRIVE LOS ANGELES, CA 90008	501(C)(3)	GENERAL OPERATING SUPPORT	333,333.
DEFIANT REQUIEM FOUNDATION P.O. BOX 6242 WASHINGTON, DC 20015	501(C)(3)	THE RAFAEL SCHÄCHTER INSTITUTE FOR ARTS & HUMANITIES	50,000.
DELTA BLUES FOUNDATION, INC. 121 SUNFLOWER AVENUE CLARKSDALE, MS 38614	501(C)(3)	TO SUPPORT ARTIST STIPENDS AS PART OF THE ARTS AND EDUCATION PROGRAM	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
DELTA BLUES FOUNDATION, INC. 121 SUNFLOWER AVENUE CLARKSDALE, MS 38614	501(C)(3)	TO SUPPORT AMERICA'S DELTA BLUES: THE BLESSISSIPPI CROSSROADS CONCERT AND TO PROVIDE GENERAL OPERATING SUPPORT FOR THE DELTA BLUES MUSEUM	125,000.
DELTA STATE COLLEGE FOUNDATION, INC. HIGHWAY 8 CLEVELAND, MS 38733	501(C)(3)	TO SUPPORT THE MOBILE MUSIC LAB OF THE DELTA MUSIC INSTITUTE IN THE COLLEGE OF ARTS AND SCIENCES AT DELTA STATE UNIVERSITY	125,000.
DILLWYN SMITH 33D PEMBERTON GARDENS N19 5RR LONDON UNITED KINGDOM	INDIVIDUAL	CHORA COUNCIL GRANTS TO INDIVIDUALS	12,500.
DREAMYARD PROJECT, INC. 1085 WASHINGTON AVENUE BRONX, NY 10456	501(C)(3)	TO SUPPORT PROGRAMMING AT THE DREAMYARD ART CENTER	340,000.
ECHO PARK FILM CENTER 1200 N. ALVARADO ST. LOS ANGELES, CA 90026	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
EDDIE AIKAU FOUNDATION, INC. 352 AUWAIOLIMU STREET HONOLULU, HI 96813	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ENGAGE, INC. 240 EAST VERDUGO AVENUE, SUITE 100 BURBANK, CA 91502	501(C)(3)	ENGAGE IN CREATIVITY	20,000.
ENSEMBLE LES TALENS LYRIQUES 49, RUE DE MAUBEUGE 75009 PARIS FRANCE	FOREIGN ORG W/ ER	TO SUPPORT THE 2012 SEASON	194,520.
EVERSON MUSEUM OF ART OF SYRACUSE & ONANDAGA CNTY 401 HARRISON STREET SYRACUSE, NY 13202	501(C)(3)	TO SUPPORT THE VIN VAN	10,000.
FILM FOUNDATION, INC. 7920 SUNSET BOULEVARD 6TH FLOOR LOS ANGELES, CA 90046	501(C)(3)	GENERAL OPERATING SUPPORT	500,000.
FILMFORUM, INC. 143 N. COMMONWEALTH AVE, 3 LOS ANGELES, CA 90004	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
FLAX 9255 W. SUNSET BLVD SUITE 901 LOS ANGELES, CA 90069	501(C)(3)	FOR THE EXHIBITION, 'LOST IN L.A.'	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FONDAZIONE PALAZZO STROZZI PIAZZA STROZZI 50123 FLORENCE ITALY	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	12,712.
FONDAZIONE TEATRO COMUNALE DI FERRARA CORSO MARTIRI DELLA LIBERTA 5 44121 FERRARA ITALY	FOREIGN ORG W/ ER	TO REPAIR THE TEATRO COMUNALE DI FERRARA	50,000.
THE FREEDOM THEATER C/O CHANNA WINFELD TEENA 5 4581500 BNEI DROR ISRAEL	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	50,000.
FRENCH REGIONAL AMERICAN MUSEUM EXCHANGE, INC. 4470 WEST SUNSET BOULEVARD, 706 LOS ANGELES, CA 90027	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
FRENCH-AMERICAN CULTURAL FOUNDATION 4101 RESERVOIR ROAD, NW WASHINGTON, DC 20007	501(C)(3)	TO SUPPORT FRANCE MAGAZINE	15,000.
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	501(C)(3)	GENERAL OPERATING SUPPORT	96,401.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	501(C)(3)	GENERAL OPERATING SUPPORT	15,496.
FRIENDS OF THE MUSES DES ARTS DCORATIFS 40 EAST 78TH STREET NEW YORK, NY 10021	501(C)(3)	GENERAL OPERATING SUPPORT	260,928.
FRIENDS OF THE UNIVERSE, INC. C/O MORNING STAR FOUNDATION P.O. BOX 83805 LOS ANGELES, CA 90083	501(C)(3)	FOR COMMUNITY EVENTS IN LOS ANGELES, CALIFORNIA	10,000.
FRIENDS, THE FND OF THE CA AFRICAN-AMERICAN MUSEUM 600 STATE DRIVE EXPOSITION PARK LOS ANGELES, CA 90037	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
GOLD COAST JAZZ SOCIETY, INC. 1350 EAST SUNRISE BOULEVARD FORT LAUDERDALE, FL 33304	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
GOLDEN GATE PHILHARMONIC 3058 MARKET STREET SAN FRANCISCO, CA 94114	501(C)(3)	SCHOLARSHIP SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GRAND VISION FOUNDATION 434 W. 6TH ST. SAN PEDRO, CA 90731	501(C)(3)	FOR BOARD TRAINING AND TECHNOLOGY UPGRADES	10,000.
INDEPENDENT SHAKESPEARE COMPANY, INC. 9800-D TOPANGA CANYON BLVD., 168 CHATSWORTH, CA 91311	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
INSTITUTE FOR FIGURING P.O. BOX 50346 LOS ANGELES, CA 90050	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
ISSUE PROJECT ROOM INCORPORATED 22 BOERUM PLACE BROOKLYN, NY 11201	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
JOHN BURROUGHS HIGH SCHOOL VOCAL MUSIC ASSOCIATION 1920 W. CLARK AVENUE BURBANK, CA 91606	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
KATHY PRENDERGAST 29B CLAREMONT SQUARE N1 9LX LONDON UNITED KINGDOM	INDIVIDUAL	CHORA COUNCIL GRANTS TO INDIVIDUALS	12,500.
L'ACADEMIE AMERICAINE DE DANSE A PARIS 100 RUE DU CHERCHE MIDI 75006 PARIS FRANCE	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	871,365.
LES AMIS DU LYRIQUE EN BRETAGNE CHATEAU FOUQUET BP 80 56360 BELLE ILE EN MER FRANCE	FOREIGN ORG W/ ER	LYRIQUE-EN-MER FESTIVAL DE BELLE-ILE	25,012.
LIVERPOOL BIENNIAL OF CONTEMPORARY ART LIMITED 55 NEW BIRD STREET L1 0BW LIVERPOOL MERSEYSIDE UNITED KINGDOM	FOREIGN ORG W/ ER	TO SUPPORT THE PROJECT, 'HOMEBAKED,' LED BY ARTIST JEANNE VAN HEESWIJK THROUGH ZUP 2DOWN, A COMMISSION BY THE LIVERPOOL BIENNIAL OF CONTEMPORARY ART LIMITED	50,000.
LOS ANGELES BALLET, INC. 11755 EXPOSITION BOULEVARD LOS ANGELES, CA 90064	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
LOS ANGELES CONTEMPORARY EXHIBITIONS, INC. 6522 HOLLYWOOD BLVD. LOS ANGELES, CA 90028	501(C)(3)	TO DEVELOP A STRATEGIC PLAN	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LOS ANGELES CONTEMPORARY EXHIBITIONS, INC. 6522 HOLLYWOOD BLVD. LOS ANGELES, CA 90028	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY FND 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	501(C)(3)	DISCRETIONARY FUND FOR THE PRESIDENT AND DIRECTOR	500,000.
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY FND 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES OPERA COMPANY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	333,333.
LOS ANGELES OPERA COMPANY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	2,500,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034	501(C)(3)	TO SUPPORT EDUCATION PROGRAMS	50,000.
LOYOLA MARYMOUNT UNIVERSITY CC 1 LMU DRIVE LOS ANGELES, CA 90045	501(C)(3)	TO SUPPORT THE DIGITIZATION OF MATERIALS RELATED TO THE HISTORY OF WATER IN OWENS VALLEY, CALIFORNIA AND THE LOS ANGELES AQUEDUCT AS PART OF THE DEPARTMENT OF ARCHIVES AND SPECIAL COLLECTIONS OF THE WILLIAM H. HANNON LIBRARY AT LOYOLA MARYMOUNT UNIVERSITY	15,000.
THE MAKE A FILM FOUNDATION P.O. BOX 360495 LOS ANGELES, CA 90036	501(C)(3)	TO SUPPORT BOARD DEVELOPMENT, A RETREAT, AND STRATEGIC PLANNING	10,000.
MARTHA GRAHAM CENTER OF CONTEMPORARY DANCE, INC. 316 EAST 63RD STREET NEW YORK, NY 10065	501(C)(3)	TO SUPPORT THE 2012 SEASON	25,000.
MATERIALS & APPLICATIONS 1619 SILVER LAKE BLVD. LOS ANGELES, CA 90026	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.
MELINDA RING 171 WEST 79TH STREET, PH3 NEW YORK, NY 10024	INDIVIDUAL	CHORA COUNCIL GRANTS TO INDIVIDUALS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MESERVE-KUNHARDT FOUNDATION, INC. 48 WHEELER AVENUE, 3RD FLOOR PLEASANTVILLE, NY 10570	501(C)(3)	FOR THE GORDON PARKS FOUNDATION	50,000.
MEXICALI ROSE CENTRO DE ARTES/MEDIOS, ASSOC CIVIL AVE. COLIMA 1436, PUEBLO NUEVO 21120 MEXICALI BAJA CALIFORNIA MEXICO	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	5,000.
MOBIUS, INC. 55 NORFOLK STREET CAMBRIDGE, MA 02139	501(C)(3)	TO RAISE THE VISIBILITY OF THE MOBIUS-RELATED ARCHIVES OF BOB RAYMOND	10,000.
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	501(C)(3)	DISCRETIONARY FUND FOR THE DIRECTOR	666,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
MUSEUM OF JURASSIC TECHNOLOGY 9341 VENICE BOULEVARD CULVER CITY, CA 90232-2621	501(C)(3)	TO SUPPORT A COLLABORATION WITH GORAN DJORDJEVIC AND TO PROVIDE GENERAL OPERATING SUPPORT	150,000.
MUSEUM OF JURASSIC TECHNOLOGY 9341 VENICE BOULEVARD CULVER CITY, CA 90232-2621	501(C)(3)	GENERAL OPERATING SUPPORT	7,500.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	501(C)(3)	WALLIS ANNENBERG FUND FOR INNOVATION IN CONTEMPORARY ART	1,250,000.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	501(C)(3)	GENERAL OPERATING SUPPORT	65,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	501(C)(3)	TO SUPPORT THE ANNUAL EXHIBITION FUND	50,000.
NATIONAL ALLIANCE OF MEDIA ARTS CENTERS, INC. 145 9TH STREET, SUITE 250 SAN FRANCISCO, CA 94103	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
NATIONAL ASSEMBLY OF STATE ARTS AGENCIES 1029 VERMONT AVENUE, NW, 2ND FLOOR WASHINGTON, DC 20005	501(C)(3)	ASSEMBLY 2012	50,000.
NEVADA MUSEUM OF ART, INC. 160 W. LIBERTY ST. RENO, NV 89501	501(C)(3)	DISCRETIONARY FUND FOR THE DIRECTOR OF THE CENTER FOR ART + ENVIRONMENT	100,000.
NEW YORK SHAKESPEARE FESTIVAL C/O THE PUBLIC THEATER 425 LAFAYETTE STREET NEW YORK, NY 10003	501(C)(3)	TO SUPPORT THE 2013 SEASON OF SHAKESPEARE IN THE PARK	50,000.
NORTH FORK COMMUNITY THEATRE, INC. P.O. BOX 86 MATTITUCK, NY 11952	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NORTHERN VISIONS INDEPENDENT VIDEO AND FILM ASSOC 448-401 RICHMOND ST W M5V 3A8 TORONTO ONTARIO CANADA	FOREIGN ORG W/ ER	TO SUPPORT THE INDEPENDENT IMAGING RETREAT	10,000.
OUTFEST 3470 WILSHIRE BOULEVARD, SUITE 935 LOS ANGELES, CA 90010	501(C)(3)	TO DEVELOP A COMMUNICATION STRATEGY AND SUPPORT TECHNOLOGY IMPROVEMENTS	10,000.
OVERTONE INDUSTRIES 6535 WILSHIRE BLVD., SUITE 202 LOS ANGELES, CA 90048-4905	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
PALM SPRINGS ART MUSEUM P.O. BOX 2310 PALM SPRINGS, CA 92263-2310	501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	501(C)(3)	DISCRETIONARY FUND FOR THE MUSIC CENTER CHAIRMAN AND PRESIDENT	250,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RHODE ISLAND SCHOOL OF DESIGN TWO COLLEGE STREET PROVIDENCE, RI 02903-2784	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
RHODE ISLAND SCHOOL OF DESIGN TWO COLLEGE STREET PROVIDENCE, RI 02903-2784	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
ROBERT SCHALLER 1124 RIDGE ROAD WARD, CO 80481	INDIVIDUAL	CHORA COUNCIL GRANTS TO INDIVIDUALS	10,000.
RYMAN CARROLL FOUNDATION C/O RYMAN ARTS 315 WEST NINTH ST., SUITE 806 LOS ANGELES, CA 90015-4202	501(C)(3)	GENERAL OPERATING SUPPORT	60,000.
SANTA ANA HISTORICAL PRESERVATION SOCIETY 120 CIVIC CENTER DRIVE WEST SANTA ANA, CA 92701-7505	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
SANTA CECILIA OPERA AND ORCHESTRA ASSOCIATION 2759 WEST BROADWAY LOS ANGELES, CA 90041	501(C)(3)	GENERAL OPERATING SUPPOORT	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SCHOOL OF AMERICAN BALLET, INC. 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6592	501(C)(3)	ADVISORY COUNCIL SCHOLARSHIP FUND	5,000.
SHOW BOX LA 1060 S. OGDEN DRIVE 2 LOS ANGELES, CA 90019	501(C)(3)	GENERAL OPERATING SUPPORT	6,000.
SHREVEPORT OPERA 212 TEXAS STREET, SUITE 101 SHREVEPORT, LA 71101	501(C)(3)	SHREVEPORT OPERA XPRESS PROGRAM	25,000.
SKIRBALL CULTURAL CENTER 2701 NORTH SEPULVEDA BOULEVARD LOS ANGELES, CA 90049-6833	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
SMITHSONIAN INSTITUTION 1000 JEFFERSON DRIVE, SW WASHINGTON, DC 20560-0016	501(C)(3)	TO SUPPORT THE SEASONAL INFLATABLE STRUCTURE	500,000.
SMITHSONIAN INSTITUTION 1000 JEFFERSON DRIVE, SW WASHINGTON, DC 20560-0016	501(C)(3)	TO SUPPORT THE SEASONAL INFLATABLE STRUCTURE	500,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SOCIETY OF SINGERS 26500 W. AGOURA RD., 102-554 CALABASAS, CA 91302	501(C)(3)	TO SUPPORT A RETREAT, WEBSITE ENHANCEMENTS, AND TECHNOLOGY UPGRADES	10,000.
SUNDANCE INSTITUTE 5900 WILSHIRE BLVD., SUITE 800 BEVERLY HILLS, CA 90036	501(C)(3)	GENERAL OPERATING SUPPORT	333,334.
THEATRE OF NOTE 1517 CAHUENGA BLVD. HOLLYWOOD, CA 90028	501(C)(3)	TO SUPPORT THREE PRODUCTIONS OF 'A MULHOLLAND CHRISTMAS CAROL'	16,556.
TOUCHABLE STORIES, INC. 319 HURLEY STREET CAMBRIDGE, MA 02141-2010	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 100 COLLEGE HALL PHILADELPHIA, PA 19104-6380	501(C)(3)	TO SUPPORT THE EXHIBITION 'MAYA 2012: LORDS OF OUR TIME' AT THE UNIVERSITY OF PENNSYLVANIA MUSEUM OF ARCHAEOLOGY AND ANTHROPOLOGY	125,000.
UNITED STATES HOLOCAUST MEMORIAL COUNCIL WESTERN REGIONAL OFFICE 9911 W. PICO BLVD., SUITE 1490 LOS ANGELES, CA 90035-2714		GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
VELASLAVASAY PANORAMA 1122 WEST 24TH STREET LOS ANGELES, CA 90007	501(C)(3)	GENERAL OPERATING SUPPORT	22,500.
VERSAILLES FOUNDATION, INC. 420 LEXINGTON AVE., SUITE 2044 NEW YORK, NY 10170	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.
VETERAN ARTIST PROGRAM, INC. 2400 BOSTON STREET, STE 102 BALTIMORE, MD 21224	501(C)(3)	GENERAL OPERATING SUPPORT	45,000.
VICTORIA COSTER 71 TALBOT COURT RM1 2DZ ROMFORD ESSEX UNITED KINGDOM	INDIVIDUAL	CHORA COUNCIL GRANTS TO INDIVIDUALS	12,500.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 470 NORTH CANON DRIVE BEVERLY HILLS, CA 90210	501(C)(3)	DISCRETIONARY FUND FOR THE EXECUTIVE DIRECTOR	333,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 470 NORTH CANON DRIVE BEVERLY HILLS, CA 90210	501(C)(3)	TO SUPPORT THE CAPITAL CAMPAIGN	5,000,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WATTS VILLAGE THEATER P.O. BOX 72715 LOS ANGELES, CA 90002	501(C)(3)	FOR CAPACITY BUILDING EFFORTS	10,000.
WORLD MONUMENTS FUND, INC. 350 FIFTH AVENUE, SUITE 2412 NEW YORK, NY 10118	501(C)(3)	TO SUPPORT THE RESTORATION OF THE CHURCH OF SAN PEDRO APÓSTOL AND THE JOVENES PATRIMONIO PROGRAM IN SAN PEDRO DE ANDAHUAYLILLAS	100,000.
THE WULF 1026 SOUTH SANTA FE AVENUE 203 LOS ANGELES, CA 90021	501(C)(3)	GENERAL OPERATING SUPPORT	2,500.
YIDDISHKAYT LOS ANGELES 3780 WILSHIRE BOULEVARD, 1000 LOS ANGELES, CA 90010	501(C)(3)	TO SUPPORT THE HELIX PROJECT	50,000.
ADVANCEMENT PROJECT 1910 W. SUNSET BLVD., SUITE 500 LOS ANGELES, CA 90026	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
AEGIS TRUST ACRE EDGE ROAD, LAXTON NG22 0PA NEWARK NOTTINGHAMSHIRE UNITED KINGDOM	FOREIGN ORG W/ ER	TO SUPPORT THE OPERATIONS OF THE KIGALI GENOCIDE MEMORIAL CENTRE	70,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN FOUNDATION FOR EQUAL RIGHTS 6565 SUNSET BLVD., SUITE 400 LOS ANGELES, CA 90028	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
AMERICAN LIBRARY IN PARIS, INC. 10, RUE DU GENERAL CAMOU 75007 PARIS FRANCE	501(C)(3)	TO SUPPORT THE EVENINGS WITH AN AUTHOR SERIES	25,998.
AMERICAN LIBRARY IN PARIS, INC. 10, RUE DU GENERAL CAMOU 75007 PARIS FRANCE	501(C)(3)	GENERAL OPERATING SUPPORT	26,199.
ANNENBERG FOUNDATION TRUST AT SUNNYLANDS 70177 HIGHWAY 111, SUITE 202 RANCHO MIRAGE, CA 90277	501(C)(3)	TO ENGAGE IN PROGRAMMING ACTIVITIES IN THE AREA OF CIVICS AND CIVICS EDUCATION AND FOR THE CONSTRUCTION OF A VISITOR CENTER AT SUNNYLANDS	28,333,333.
ASSOCIATION OF FUNDRAISING PROFESSIONALS 13761 GOLDENWEST ST., SUITE 370 WESTMINSTER, CA 92684	501(C)(3)	TO SUPPORT THE CHAPTER FUND	5,000.
BET TZEDEK 145 SOUTH FAIRFAX AVENUE, SUITE 200 LOS ANGELES, CA 90036-2172	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BICYCLE KITCHEN LA BICI-COCIN 706 N. HELIOTROPE DRIVE LOS ANGELES, CA 90029	501(C)(3)	TO SUPPORT THE CAPITAL CAMPAIGN TO PURCHASE A NEW FACILITY	100,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	501(C)(3)	INFORMATION EXCHANGE FUND	10,000.
CALIFORNIA VETERANS BENEFIT FUND 10311 WOODSIDE DRIVE FORESTVILLE, CA 95436	501(C)(3)	REINSTALLATION OF THE GRAND OLD FLAG MEMORIAL AT THE VETERAN'S ADMINISTRATION IN WEST LOS ANGELES, CALIFORNIA	12,000.
CARE FRANCE 17, RUE ARCHEREAU 75019 PARIS FRANCE	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	108,780.
CARE FRANCE 17, RUE ARCHEREAU 75019 PARIS FRANCE	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	105,908.
CENTER FOR THE STUDY OF SOCIAL POLICY 1575 EYE STREET NW STE. 500 WASHINGTON, DC 20005	501(C)(3)	TO SUPPORT THE NEIGHBORHOOD REVITALIZATION INITIATIVE ACTION PLANNING PROCESS	150,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	501(C)(3)	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	16,601.
CITIZENS NUCLEAR INFORMATION CENTER AKEBONOBASHI CO-OP 2F-B, 8-5 162-0065 TOKYO JAPAN	FOREIGN ORG W/ ER	RADIOACTIVE POLLUTED LAND RECOVERY PROGRAM	60,000.
COMMUNICATION NETWORK 1717 NORTH NAPER BLVD., SUITE 102 NAPERVILLE, IL 60563	501(C)(3)	GENERAL OPERATING SUPPOR	5,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	501(C)(3)	MOVE LA	100,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	501(C)(3)	FARMER VETERAN COALITION	150,000.
COMMUNITY VENTURES 436 14TH STREET,1120 OAKLAND, CA 94612	501(C)(3)	GENERAL OPERATING SUPPORT	60,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COUNCIL ON FOUNDATIONS, INC 2121 CRYSTAL DR STE 700 ARLINGTON, VA 22202	501(C)(3)	TO SUPPORT THE COUNCIL ON FOUNDATIONS, INC. ANNUAL CONFERENCE	20,000.
CRAFT & FOLK ART MUSEUM INCORP THE EGG & THE EYE 5814 WILSHIRE BLVD. LOS ANGELES, CA 90036	501(C)(3)	TO SUPPORT CRAFT AND FOLK ART EVERYWHERE 2.0 AND TO SUPPORT VETERAN OUTREACH EFFORTS	52,500.
CRSP 117 BIMINI PLACE, 221 LOS ANGELES, CA 90004	501(C)(3)	GENERAL OPERATING SUPPORT	85,000.
ECOPEACE MIDDLE EAST ENVIRONMENTAL NGO FORUM C/O FRIENDS - EARTH MIDDLE EAST 11181 AMMAN JORDAN	FOREIGN ORG W/ ER	TO SUPPORT THE JORDAN RIVER PEACE PARK PROJECT	50,000.
FOREIGN AFFAIRS MUSEUM COUNCIL 2401 CALVERT STREET NW, SUITE 902 WASHINGTON, DC 20008	501(C)(3)	TO CREATE THE I AM A DIPLOMAT EXHIBIT AT THE UNITED STATES DIPLOMACY CENTER	333,334.
FOUNDATION CENTER 79 FIFTH AVE. NEW YORK, NY 10003-3076	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FOUNDATION FINANCIAL OFFICERS GROUP, INC. 216 W. JACKSON BLVD., 625 CHICAGO, IL 60606	501(C)(3)	GENERAL OPERATING SUPPORT	2,750.
FOUNDATION FOR LEADERSHIP CALIFORNIA 253 NORTH SAN GABRIEL BLVD., STE. 101 PASADENA, CA 91107	501(C)(3)	FOR A STAFF AND BOARD RETREAT	7,500.
GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA 342 N. SAN FERNANDO ROAD LOS ANGELES, CA 90031	501(C)(3)	JOB DEVELOPMENT SERVICES IN LOS ANGELES, CALIFORNIA	20,000.
GRANTMAKERS FOR EFFECTIVE ORGS 1725 DESALES STREET, NW, SUITE 404 WASHINGTON, DC 20036	501(C)(3)	GENERAL OPERATING SUPPORT	10,400.
GRANTS MANAGERS NETWORK, INC. 1666 K STREET, NW, SUITE 440 WASHINGTON, DC 20006	501(C)(3)	GENERAL OPERATING SUPPORT	8,000.
GREATER WASHINGTON EDU TELECOM ASSOC, INC. 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	501(C)(3)	TO SUPPORT 'THE NEWSHOUR WITH JIM LEHRER'	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GREATER WASHINGTON EDU TELECOM ASSOC, INC. 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	501(C)(3)	GENERAL OPERATING SUPPORT	833,334.
GUIDESTAR USA, INC. 4801 COURTHOUSE STREET, SUITE 220 WILLIAMSBURG, VA 23188	501(C)(3)	MEMBERSHIP PROGRAM	15,000.
HARLEM CHILDREN'S ZONE, INC. 35 EAST 125TH STREET NEW YORK, NY 10035	501(C)(3)	GENERAL OPERATING SUPPORT	500,000.
HARLEM CHILDREN'S ZONE, INC. 35 EAST 125TH STREET NEW YORK, NY 10035	501(C)(3)	TO SUPPORT THE SUSTAINABILITY PLAN CAPITAL CAMPAIGN	500,000.
HAWAIIAN LIFEGUARD ASSOCIATION 3823 LEAHI AVENUE HONOLULU, HI 96815	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.
HEIFER PROJECT INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202-2863	501(C)(3)	GENERAL OPERATING SUPPORT	100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HSA COUNCIL 10900 WILSHIRE BLVD., SUITE 1500 LOS ANGELES, CA 90024	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
JAMES & GRACE LEE BOGGS CTR NURTURE COMM LEADERSHP 3061 FIELD STREET DETROIT, MI 48214	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
KABOOM, INC. 4455 CONNECTICUT AVENUE, NW, SUITE B100 WASHINGTON, DC 20008	501(C)(3)	PLAYFUL CITY USA: CREATING PLAY OPPORTUNITIES FOR CHILDREN IN LOS ANGELES	125,000.
KADAM 44B SYED AMIR ALI AVENUE 700017 KOLKATA INDIA	FOREIGN ORG W/ ER	FOR THE CREATION OF A CRAFT VILLAGE/ASHRAM	13,122.
KCRW FOUNDATION, INC. 1900 PICO BOULEVARD SANTA MONICA, CA 90405	501(C)(3)	GENERAL OPERATING SUPPORT	125,000.
KCRW FOUNDATION, INC. 1900 PICO BOULEVARD SANTA MONICA, CA 90405	501(C)(3)	GENERAL OPERATING SUPPORT	100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LA PETITE BIBLIOTHEQUE RONDE 14, RUE DE CHAMPAGNE 92140 CLAMART FRANCE	FOREIGN ORG W/ ER	TO SUPPORT THE THINK DIGITAL AND LIVING TOGETHER PROGRAMS	13,371.
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD., SUITE 700 LOS ANGELES, CA 90048	501(C)(3)	GENERAL OPERATING SUPPORT	30,000.
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	501(C)(3)	GENERAL OPERATING SUPPORT	125,000.
LINK MEDIA, INC. 901 BATTERY STREET, SUITE 308 SAN FRANCISCO, CA 94111	501(C)(3)	GENERAL OPERATIONS OF LINK TV	400,000.
LOS ANGELES FIRE DEPARTMENT FOUNDATION 1875 CENTURY PARK EAST, SUITE 200 LOS ANGELES, CA 90067	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
LOS ANGELES POLICE FOUNDATION 515 SOUTH FLOWER STREET, SUITE 1680 LOS ANGELES, CA 90071	501(C)(3)	GENERAL OPERATING SUPPORT	166,666.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LOS ANGELES POLICE FOUNDATION 515 SOUTH FLOWER STREET, SUITE 1680 LOS ANGELES, CA 90071	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES SOCIAL VENTURE PARTNERS, INC. P.O. BOX 5762 PLAYA DEL REY, CA 90296	501(C)(3)	SOCIAL INNOVATION FAST PITCH EVENT & SHOWCASE, INCLUDING THE ANNENBERG AUDIENCE AWARD	50,000.
MAKE IT RIGHT FOUNDATION 1055 ST. CHARLES AVENUE, SUITE 500 NEW ORLEANS, LA 70130	501(C)(3)	TO SUPPORT HOME CONSTRUCTION IN THE LOWER 9TH WARD OF NEW ORLEANS, LOUISIANA	500,000.
MARKETUMBRELLA.ORG 200 BROADWAY AVENUE, SUITE 107 NEW ORLEANS, LA 70118	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
NATIONAL URBAN FELLOWS, INC. 989 AVENUE OF THE AMERICAS, SUITE 400 NEW YORK, NY 10018-5410	501(C)(3)	GENERAL OPERATING SUPPORT	150.
NATIONAL WORLD WAR II MUSEUM, INC. 945 MAGAZINE STREET NEW ORLEANS, LA 70130-3813	501(C)(3)	DISCRETIONARY FUND FOR THE PRESIDENT AND CHIEF EXECUTIVE OFFICER	250,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NEW LIFE CHURCH OF WHITESVILLE P.O. BOX 594 WHITESVILLE, WV 25209	501(C)(3)	TO CONSTRUCT CLASSROOMS, ESTABLISH A PASTOR FUND, AND TO PROVIDE GENERAL OPERATING SUPPORT	37,500.
NONPROFIT FINANCE FUND LOS ANGELES OFFICE 626 WILSHIRE BOULEVARD, SUITE 510 LOS ANGELES, CA 90017	501(C)(3)	FOR FINANCIAL SERVICES TO SUPPORT PROJECT ANGEL FOOD	70,000.
PACIFIC COUNCIL ON INTERNATIONAL POLICY 801 SOUTH FIGUEROA STREET, SUITE 1130 LOS ANGELES, CA 90017	501(C)(3)	LOS ANGELES HEALTH CARE SYSTEMS SECURITY PROJECT	100,000.
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1101 15TH ST. NW, SUITE 600 WASHINGTON, DC 20005	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
PHILANTHROPY ROUNDTABLE 1730 M STREET, NW, SUITE 601 WASHINGTON, DC 20036	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
PLAN INTERNATIONAL USA, INC. 155 PLAN WAY WARWICK, RI 02886	501(C)(3)	GENERAL OPERATING SUPPORT	144.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PRINCE OF WALES FOUNDATION 888 17TH STREET, NW, SUITE 201 WASHINGTON, DC 20006	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
PUBLIC RADIO INTERNATIONAL, INC. 401 2ND AVENUE NORTH, SUITE 500 MINNEAPOLIS, MN 55401	501(C)(3)	THE WORLD'S GLOBAL REPORTING INITIATIVE	125,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN STREET, 12TH FLOOR OAKLAND, CA 94607-5200	501(C)(3)	TO SUPPORT THE INYO & MONO MASTER GARDENER PROGRAM OF THE UNIVERSITY OF CALIFORNIA COOPERATIVE EXTENSION, INYO AND MONO COUNTIES OFFICE OF THE UNIVERSITY OF CALIFORNIA DIVISION OF AGRICULTURE AND NATURAL RESOURCES	83,120.
THE ROTARY FOUNDATION OF ROTARY INTERNATIONAL ONE ROTARY CENTER 1560 SHERMAN AVE. EVANSTON, IL 60201	501(C)(3)	TO SUPPORT THE DEVELOPMENT AND IMPLEMENTATION OF COMPREHENSIVE WATER, SANITATION, AND HYGIENE PROJECTS	100,000.
SOUTHERN CALIFORNIA CENTER FOR NONPROFIT MGMT 1000 NORTH ALAMEDA STREET, SUITE 250 LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S. RAYMOND AVE. PASADENA, CA 91105	501(C)(3)	GENERAL OPERATING SUPPORT	125,000.
ST. BERNARD PROJECT, INC. 8324 PARC PLACE CHALMETTE, LA 70043	501(C)(3)	TO SUPPORT VETERANS CORPS	10,000.
ST. BERNARD PROJECT, INC. 8324 PARC PLACE CHALMETTE, LA 70043	501(C)(3)	TO SUPPORT THE VETERANSCORPS, THE GOOD WORK/GOOD PAY PROGRAM, AND HOUSING FOR VETERAN HURRICANE KATRINA SURVIVORS	290,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ST. FRANCIS XAVIER CATHOLIC CHURCH P.O. BOX 368 HENRYVILLE, IN 47126	RELIGIOUS ORG	GENERAL OPERATING SUPPORT	100,000.
TAPFOUND, INC. C/O TAPROOT FOUNDATION 446 GEARY STREET, SUITE 200 SAN FRANCISCO, CA 94102	501(C)(3)	TO SUPPORT THE LOS ANGELES OFFICE	75,000.
TETON COUNTY SEARCH AND RESCUE VOLUNTEERS P.O. BOX 1885 JACKSON, WY 83001	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
TORRANCE SOUTH BAY COMMUNITY CHURCH 370 AMAPOLA AVENUE, SUITE 208 TORRANCE, CA 90501	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
TOSTAN, INC. 2121 DECATUR PLACE, NW WASHINGTON, DC 20008	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
TRUST FOR PUBLIC LAND NATIONAL OFFICE 101 MONTGOMERY ST., SUITE 900 SAN FRANCISCO, CA 94104	501(C)(3)	TO SUPPORT THE DEVELOPMENT PHASE OF THE BICYCLE PATH AT THE ALISO CREEK CONFLUENCE PARK	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 100 COLLEGE HALL PHILADELPHIA, PA 19104-6380	501(C)(3)	LEONORE ANNENBERG INSTITUTE FOR CIVICS AT THE ANNENBERG PUBLIC POLICY CENTER OF THE UNIVERSITY OF PENNSYLVANIA	10,000,000.
UNITED WAY, INC. 1150 S. OLIVE STREET, SUITE T500 LOS ANGELES, CA 90015	501(C)(3)	HOME FOR GOOD FUNDERS COLLABORATIVE	250,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	501(C)(3)	LOS ANGELES FOUNDATION LEADERSHIP GROUP	10,000.
VENICE COMMUNITY HOUSING CORPORATION 720 ROSE AVENUE VENICE, CA 90291-2710	501(C)(3)	TO AUGMENT EFFORTS TO IDENTIFY STRATEGIES TO OPEN YEAR-ROUND SHELTERS FOR HOMELESS INDIVIDUALS IN VENICE AND THE WESTSIDE OF LOS ANGELES	10,000.
VETERANS GREEN JOBS 2627 W. 6TH AVENUE DENVER, CO 80204	501(C)(3)	TO ESTABLISH THE CALIFORNIA VETERANS GREEN JOBS OFFICE	50,000.
VETERANS UNITED FOR TRUTH P.O. BOX 4476 SANTA BARBARA, CA 93140	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WATTS CINEMA EDUCATION CENTER, INC. 10124 SOUTH BROADWAY, SUITE 110-D LOS ANGELES, CA 90003	501(C)(3)	TO PROVIDE SALARY SUPPORT FOR THE CAMPAIGN ASSISTANT AND TO SUPPORT CAPITAL CAMPAIGN ACTIVITIES	100,000.
ZOCALO PUBLIC SQUARE 5042 WILSHIRE BOULEVARD, 288 LOS ANGELES, CA 90036	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
826LA 1714 W. SUNSET BLVD. LOS ANGELES, CA 90026	501(C)(3)	GENERAL OPERATING SUPPORT	40,000.
ADVANCEMENT THROUGH OPPORTUNITY & KNOWLEDGE INCORP C/O CHILDREN YOUTH AND FAMILY COLLABORATIVE 1200 W. 37TH PLACE LOS ANGELES, CA 90007	501(C)(3)	GENERAL OPERATING SUPPORT	60,000.
ARTS IN EDUCATION AID COUNCIL, INC. 22148 SHERMAN WAY, 207 CANOGA PARK, CA 91303	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.
ASIAN PACIFIC AMERICAN LEGAL CTR OF SOUTH CA, INC. 1145 WILSHIRE BOULEVARD, 2ND FLOOR LOS ANGELES, CA 90017	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ASPEN VALLEY SKI-SNOWBOARD CLUB, INC. 300 AVSC DRIVE ASPEN, CO 81611	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
BLIND CHILDREN'S CENTER, INC. 4120 MARATHON STREET LOS ANGELES, CA 90029-3584	501(C)(3)	COMMUNITY OUTREACH PROJECT	23,200.
BOYS & GIRLS CLUB OF BURBANK, INC. 2244 N. BUENA VISTA ST. BURBANK, CA 91504	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
BOYS AND GIRLS CLUB OF THE LOS ANGELES HARBOR 1200 SOUTH CABRILLO AVENUE SAN PEDRO, CA 90731	501(C)(3)	COLLEGE BOUND PROGRAM	150,000.
BRIGHT PROSPECT 281 SOUTH THOMAS STREET, SUITE 302 POMONA, CA 91766	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
BROWN UNIVERSITY OFFICE OF THE PRESIDENT 1 PROSPECT STREET PROVIDENCE, RI 02912	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS FND 1000 EAST VICTORIA STREET CARSON, CA 90747	501(C)(3)	WALLIS ANNENBERG ENDOWED PROFESSORSHIP FOR INNOVATION IN STEM EDUCATION	333,333.
CATHEDRAL CHAPEL SCHOOL 755 SOUTH COCHRAN AVENUE LOS ANGELES, CA 90036	RELIGIOUS ORG	GENERAL OPERATING SUPPORT	360.
CENTER STUDY OF INTERNATIONAL COMMUNICATIONS, INC. 406 WOODLAND ROAD HIGHLAND PARK, IL 60035	501(C)(3)	GROW ANNENBERG SCHOLARSHIP FOR INTERNATIONAL COMMUNICATIONS	50,000.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	501(C)(3)	GENERAL OPERATING SUPPORT	5,128.
CLARKSDALE MUNICIPAL SCHOOL DISTRICT GYCELLE TYNES EDUCATION SERVICES CENTER P.O. BOX 1088 CLARKSDALE, MS 38614	SECTION 170(C) ORG	TO SUPPORT THE BOOKER T. WASHINGTON ELEMENTARY INTERNATIONAL STUDIES MAGNET SCHOOL AND THE KIRKPATRICK ELEMENTARY HEALTH AND WELLNESS MAGNET SCHOOL	50,000.
CLEVELAND HIGH SCHOOL BOOSTER CLUB C/O CLEVELAND HUMANITIES MAGNET PARENTS ASSOC P.O. BOX 6061-247 SHERMAN OAKS, CA 91413	501(C)(3)	TO SUPPORT THE CLEVELAND HUMANITIES MAGNET HIGH SCHOOL	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COAHOMA COUNTY SCHOOL DISTRICT P.O. BOX 820 CLARKSDALE, MS 38614	SECTION 170(C) ORG	TO SUPPORT THE COAHOMA COUNTY JUNIOR HIGH AND HIGH SCHOOLS	25,000.
COMMON THREADS 500 N. DEARBORN, SUITE 530 CHICAGO, IL 60654	501(C)(3)	GENERAL OPERATING SUPPORT	250,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
COMMUNITY SCHOOL PARENTS ASSOC 11301 BELLAGIO ROAD LOS ANGELES, CA 90049	501(C)(3)	WRITEGIRL	1,000.
CRANE SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA, CA 93108	501(C)(3)	GENERAL OPERATING SUPPORT	35,000.
EDUCATION PIONEERS, INC. HEADQUARTERS OAKLAND, CA 94612	501(C)(3)	TO SUPPORT A STRATEGIC PLAN FOR EDUCATION PIONEERS LOS ANGELES	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ENCORPS, INC. 323 GEARY STREET, SUITE 418 1970 BROADWAY, SUITE 1140 SAN FRANCISCO, CA 94102	501(C)(3)	TO SUPPORT THE ENCORPS TEACHERS PROGRAM	250,000.
ENVIRONMENTAL CHARTER HIGH SCHOOL 16315 GREVILLEA AVE LAWNDALE, CA 90260	501(C)(3)	GENERAL OPERATING SUPPORT	70,000.
FOUNDATION FOR PIERCE COLLEGE 6201 WINNETKA AVENUE WOODLAND HILLS, CA 91371	501(C)(3)	FOR LABOR COSTS BY THE AGRICULTURE DEPARTMENT TO FEED AND PROVIDE WATER FOR THE ANIMALS; TO CLEAN ANIMAL FACILITIES, AND TO IRRIGATE THE ANIMAL PASTURES AT PIERCE COLLEGE	150,000.
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	501(C)(3)	GENERAL OPERATING SUPPORT	14,001.
GIRL SCOUTS OF SAN GORGONIO COUNCIL 1751 PLUM LN REDLANDS, CA 92374	501(C)(3)	GENERAL OPERATING SUPPORT	60,000.
GRAND PERFORMANCES 350 SOUTH GRAND AVENUE, SUITE A-4 LOS ANGELES, CA 90071	501(C)(3)	GENERAL OPERATING SUPPORT	127,630.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HEART OF LOS ANGELES YOUTH, INC. 2701 WILSHIRE BLVD. SUITE 100 LOS ANGELES, CA 90057	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
HENRY E. HUNTINGTON LIBRARY & ART GALLERY 1151 OXFORD ROAD SAN MARINO, CA 91108	501(C)(3)	ESTEBAN E. TORRES HIGH SCHOOL PARTNERSHIP	130,000.
HOLLYWOOD ARTS P.O. BOX 1566 HOLLYWOOD, CA 90078	501(C)(3)	TO DEVELOP A COMMUNICATIONS PLAN AND FOR A BOARD RETREAT	10,000.
INTERFAITH INVENTIONS, INC. 9025 WILSHIRE BLVD., SUITE 500 BEVERLY HILLS, CA 90211	501(C)(3)	FOR COMMUNICATIONS AND TECHNOLOGY UPGRADES AND TO COMPLETE AN ORGAL ASSESSMENT	10,000.
KIDS IN SPORTS 3980 SOUTH MENLO AVENUE, SUITE 237 LOS ANGELES, CA 90037	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
KIPP LA SCHOOLS 4545 DOZIER AVENUE LOS ANGELES, CA 90022	501(C)(3)	GENERAL OPERATING SUPPORT	125.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
KIPP LA SCHOOLS 4545 DOZIER AVENUE LOS ANGELES, CA 90022	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
L.A.S BEST OFFICE OF THE MAYOR 200 NORTH SPRING STREET, SUITE M-120 LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
L.A.S BEST OFFICE OF THE MAYOR 200 NORTH SPRING STREET, SUITE M-120 LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
LEARNING AND LEADERSHIP IN FAMILIES 2500 VIRGINIA AVENUE NW WASHINGTON, DC 20037	501(C)(3)	TO SUPPORT THE PERFECTLY PUNCTUAL CAMPAIGN	25,000.
LEGACY LA YOUTH DEVELOPMENT CORPORATION 1350 SAN PABLO STREET LOS ANGELES, CA 90033	501(C)(3)	ACADEMIC PILLAR OF THE DREAM BIG STUDENT SUCCESS PROGRAM	50,000.
LONE PINE UNIFIED SCHOOL DISTRICT 301 S. HAY STREET LONE PINE, CA 93545	SECTION 170(C) ORG	SUMMER YOUTH EMPLOYMENT AND DEVELOPMENT PROGRAM	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LONE PINE UNIFIED SCHOOL DISTRICT 301 S. HAY STREET LONE PINE, CA 93545	SECTION 170(C) ORG	TO EXPAND THE GREENHOUSE AND GARDENING PROJECT OF THE LONE PINE HIGH SCHOOL'S AGRICULTURE PROGRAM	15,000.
LA JUNIOR CHAMBER OF COMMERCE CHARITY FOUNDATION 244 S. SAN PEDRO STREET, SUITE 200 LOS ANGELES, CA 90012	501(C)(3)	TO SUPPORT PROGRAMMING	150,000.
PORT OF LOS ANGELES HIGH SCHOOL 250 WEST FIFTH STREET SAN PEDRO, CA 90731	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
LA POLICE DEPT DEVONSHIRE POLICE ACTIVITY LEAGUE GREG SMITH LAPD DEVONSHIRE YOUTH CENTER 8721 WILBUR AVE. NORTHRIDGE, CA 91324	501(C)(3)	TO SUPPORT BOARD DEVELOPMENT, A COMMUNICATION STRATEGY, AND TECHNOLOGY UPGRADES	10,000.
LA POLICE DEPT DEVONSHIRE POLICE ACTIVITY LEAGUE GREG SMITH LAPD DEVONSHIRE YOUTH CENTER 8721 WILBUR AVE. NORTHRIDGE, CA 91324	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
LYCEE FRANCAIS DE NEW YORK 505 EAST 75TH STREET NEW YORK, NY 10021	501(C)(3)	TO SUPPORT THE SCHOLARSHIP FUND	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MARK TWAIN MIDDLE SCHOOL WORLD LNG MAGNET & ARTS 2224 WALGROVE AVE. LOS ANGELES, CA 90066	SECTION 170(C) ORG	TO SUPPORT THE MARK TWAIN RINGERS PARTICIPATION IN THE 2012 LONDON OLYMPICS	15,000.
MASON SCHOOLS FOUNDATION 211 NORTH EAST STREET MASON, OH 45040	501(C)(3)	SATURDAY IN THE CITY PROGRAM	5,000.
MR. HOLLAND'S OPUS FOUNDATION, INC. 4370 TUJUNGA AVE., SUITE 330 STUDIO CITY, CA 91604	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
NAVY SEAL FOUNDATION, INC. 1619 D STREET, BLDG. 5326 VIRGINIA BEACH, VA 23459	501(C)(3)	EDUCATION FUND FOR CHILDREN OF NAVY SEALS	100,000.
NEW ECONOMICS INSTITUTE, INC. 1 BROADWAY CAMBRIDGE, MA 02142	501(C)(3)	TO PROVIDE SALARY SUPPORT FOR THE CAMPUS CONFERENCE AND THE NATIONAL CONFERENCE COORDINATOR POSITIONS AND FOR COMMUNICATIONS EFFORTS	188,851.
NEW ROADS SCHOOL 3131 OLYMPIC BOULEVARD SANTA MONICA, CA 90404-5002	501(C)(3)	ANNUAL GIVING PROGRAM	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NEW VISIONS FOR PUBLIC SCHOOLS, INC. 320 WEST 13TH STREET, 6TH FLOOR NEW YORK, NY 10014	501(C)(3)	THE WALTER AND LEONORE ANNENBERG FUND FOR SMALL SCHOOL ADVANCEMENT	2,000,000.
OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612	501(C)(3)	TO SUPPORT THE CAPITAL CAMPAIGN	100,000.
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041	501(C)(3)	DISCRETIONARY FUND FOR THE PRESIDENT	100,000.
OJAI FOUNDATION P.O. BOX 999 OJAI, CA 93024	501(C)(3)	TO SUPPORT THE COUNCIL IN SCHOOLS PROGRAM AT THE LOS ANGELES UNIFIED SCHOOL DISTRICT'S COUNCIL PRACTITIONERS CENTER	100,000.
OUR COMMUNITY SCHOOL 10045 JUMILLA AVENUE CHATSWORTH, CA 91311	501(C)(3)	TO CONDUCT A STRATEGIC PLANNING PROCESS	10,000.
P. F. BRESEE FOUNDATION 184 S. BIMINI PLACE LOS ANGELES, CA 90004	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PHILADELPHIA FOUNDATION 1234 MARKET STREET, SUITE 1800 PHILADELPHIA, PA 19107-3794	501(C)(3)	PENNSYLVANIA HIGH SCHOOL INSTRUCTIONAL COACHING INSTITUTE	1,049,640.
PHOENIXVILLE COMMUNITY EDUCATION 120 MAIN ST. PHOENIXVILLE, PA 19460	501(C)(3)	GENERAL OPERATING SUPPORT	500.
POSITIVE RESULTS CORPORATION 1513 E. 103RD STREET LOS ANGELES, CA 90002	501(C)(3)	FOR A STAFF AND BOARD RETREAT AND A STRATEGIC PLANNING PROCESS	10,000.
PROJECT GRAD LOS ANGELES, INC. 10625 ERWIN STREET NORTH HOLLYWOOD, CA 91606	501(C)(3)	COLLEGE READINESS INITIATIVE	150,000.
THE RELATIONAL CENTER 5486 WILSHIRE BLVD. LOS ANGELES, CA 90036	501(C)(3)	UNDERMINING THE CULTURE OF BULLYING IN SCHOOLS: A COMMUNITY ORGANIZING APPROACH INITIATIVE	15,000.
SAN DOMENICO SCHOOL FOR GIRLS 1500 BUTTERFIELD ROAD SAN ANSELMO, CA 94960	501(C)(3)	TO SUPPORT THE VIRTUOSO PROGRAM	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SAN FRANCISCO CONSERVATORY OF MUSIC, INC. 50 OAK STREET SAN FRANCISCO, CA 94102	501(C)(3)	FOR UNDERGRADUATE STUDENT HOUSING SCHOLARSHIPS	10,000.
SHERIFF'S YOUTH FOUNDATION OF LOS ANGELES COUNTY 4700 RAMONA BLVD., 4TH FLOOR MONTEREY PARK, CA 91754-2169	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
SOUTH CENTRAL SCHOLARS FOUNDATION 29000 SOUTH WESTERN AVENUE, SUITE 401 RANCHO PALOS VERDES, CA 90275	501(C)(3)	TO SUPPORT WEBSITE DEVELOPMENT AND TO INCREASE FUNDRAISING CAPACITY	10,000.
ST. ANDREW'S SCHOOL OF DELAWARE, INC. 350 NOXONTOWN ROAD MIDDLETOWN, DE 19709	501(C)(3)	GENERAL OPERATING SUPPORT	65,000.
ST. CYRIL OF JERUSALEM SCHOOL 4548 HASKELL AVENUE ENCINO, CA 91436	RELIGIOUS ORG	GENERAL OPERATING SUPPORT	350.
STORY PROJECT 8559 HIGUERA ST., SUITE A CULVER CITY, CA 90232	501(C)(3)	GENERAL OPERATING SUPPORT	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
STREET POETS, INC. 2116 ARLINGTON AVENUE, SUITE 310 LOS ANGELES, CA 90018-1300	501(C)(3)	GENERAL OPERATING SUPPORT	200,000.
STUDENTS RUN AMERICA 5252 CREBS AVENUE TARZANA, CA 91356	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
SWITZER CENTER 2201 AMAPOLA COURT TORRANCE, CA 90501-1431	501(C)(3)	FOR WEBSITE DEVELOPMENT	10,000.
SYNERGY ACADEMIES 900 E. 33RD STREET LOS ANGELES, CA 90011	501(C)(3)	FOR CAPACITY BUILDING EFFORTS	10,000.
SYNERGY ACADEMIES 900 E. 33RD STREET LOS ANGELES, CA 90011	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
TEACH FOR AMERICA, INC. 315 WEST 36TH STREET, 7TH FLOOR NEW YORK, NY 10018	501(C)(3)	TO SUPPORT THE TEACH FOR AMERICA-MISSISSIPPI DELTA REGION	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
TEACH FOR AMERICA, INC. 315 WEST 36TH STREET, 7TH FLOOR NEW YORK, NY 10018	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
RECTOR WARDENS & VESTRY CHURCH OF OUR SAVIOUR 535 WEST ROSES ROAD SAN GABRIEL, CA 91775	501(C)(3)	TO SUPPORT THE KIDS CAMPUS YOUTH CENTER OF OUR SAVIOUR CENTER	100,000.
TOPANGA MOUNTAIN SCHOOL, INC. 21338 DUMETZ ROAD WOODLAND HILLS, CA 91364	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	501(C)(3)	TO ESTABLISH THE CENTER ON COMMUNICATION LEADERSHIP AND TO ESTABLISH AND ENDOW THE ANNENBERG FAMILY CHAIR IN COMMUNICATION LEADERSHIP AT THE ANNENBERG SCHOOL FOR COMMUNICATION & JOURNALISM AT THE UNIVERSITY OF SOUTHERN CALIFORNIA	450,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	501(C)(3)	USC ALUMNI ASSOCIATION'S FOURTH ANNUAL USC WOMEN'S CONFERENCE	1,500.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	501(C)(3)	ANNENBERG ACADEMIC BUILDING	15,000,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	501(C)(3)	PHYSICALLY CHALLENGED ATHLETES SCHOLARSHIP FUND	12,500.
WAY FOUNDATION 10025 DEAD INDIAN MEMORIAL ROAD ASHLAND, OR 97520	501(C)(3)	GENERAL OPERATING FOUNDATION	10,000.
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	501(C)(3)	ANNUAL FUND	86,944.
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	501(C)(3)	FINANCIAL AID PROGRAM	185,658.
YOUTH SPEAK COLLECTIVE 444 SOUTH BRAND BLVD., SUITE 201 PACOIMA, CA 91340	501(C)(3)	GENERAL OPERATING FUND	10,000.
Z SPACE STUDIO 499 ALABAMA STREET 450 SAN FRANCISCO, CA 94110	501(C)(3)	TO SUPPORT WORD FOR WORD PROGRAM ACTIVITIES IN FRANCE	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
1IN6, INC. 16 NORTH MARENGO AVENUE, SUITE 500 PASADENA, CA 91101	501(C)(3)	TO EXPAND THE COLLEGE CAMPUS EDUCATION AND OUTREACH PROGRAM	50,000.
AFFORDABLE LIVING FOR THE AGING 2029 CENTURY PARK EAST, SUITE 4393 LOS ANGELES, CA 90067	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
AIDS PROJECT LOS ANGELES, INC THE DAVID GEFFEN CENTER 611 SOUTH KINGSLEY DRIVE LOS ANGELES, CA 90005	501(C)(3)	APLA'S DENTAL SERVICES	50,000.
ALCOHOLISM CENTER FOR WOMEN, INC. 1147 S. ALVARADO STREET LOS ANGELES, CA 90006	501(C)(3)	TO DEVELOP A COMMUNICATIONS PLAN AND SUPPORT TECHNOLOGY UPGRADES	10,000.
ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLVD., SUITE 550 LOS ANGELES, CA 90010-4111	501(C)(3)	EARLY INTERVENTION ADVOCACY CENTER	100,000.
ALZHEIMERS DISEASE & RELATED DISORDERS ASSO, INC NATIONAL OFFICE 225 NORTH MICHIGAN AVENUE, FLOOR 17 CHICAGO, IL 60601-7633	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN HEART ASSOCIATION, INC NATIONAL CENTER 7272 GREENVILLE AVENUE DALLAS, TX 75231-4596	501(C)(3)	WESTERN STATES AFFILIATE	100,000.
THE BARBARA SINATRA CHILDREN'S CENTER AT EISENHOWE 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270-3235	501(C)(3)	GENERAL OPERATING SUPPORT	166,667.
BAY VILLAGE OF SARASOTA, INC. 8400 VAMO ROAD SARASOTA, FL 34231	501(C)(3)	GENERAL OPERATING SUPPORT	1,000.
BEAUTY BUS FOUNDATION 2716 OCEAN PARK BLVD., SUITE 1062 SANTA MONICA, CA 90405	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
BEIT T'SHUVAH 8831 VENICE BLVD. LOS ANGELES, CA 90034	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
BERGIN UNIVERSITY OF CANINE STUDIES 5860 LABATH AVENUE ROHNERT PARK, CA 94928	501(C)(3)	TO TRAIN FIVE SERVICE DOG AND VETERAN TEAMS AS PART OF THE PAWS FOR PURPLE HEARTS PROGRAM	125,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BOULDER CREST RETREAT FOUNDATION 33735 SNICKERSVILLE TURNPIKE SUITE 201 BLUEMONT, VA 20135	501(C)(3)	TO SUPPORT THE CAPITAL CAMPAIGN TO CONSTRUCT THE BOULDER CREST RETREAT FOR WOUNDED WARRIORS	500,000.
BRIGADOON SERVICE DOGS 4759 MISSION ROAD BELLINGHAM, WA 98226	501(C)(3)	CANINES AND HEROES FOR INDEPENDENCE PROGRAM	50,000.
CANINE SUPPORT TEAMS, INC. 26500 SCOTT ROAD MENIFEE, CA 92584	501(C)(3)	GENERATIONS OF PROGRESS	101,320.
CAROLINA CANINES FOR SERVICE, INC. P.O. BOX 12643 WILMINGTON, NC 28405	501(C)(3)	TO TRAIN FIVE SERVICE DOG AND VETERAN TEAMS AS PART OF THE CANINES FOR VETERANS PROGRAM	125,000.
CCF COMMUNITY INITIATIVES FUND 221 S. FIGUEROA ST., 400 LOS ANGELES, CA 90012	501(C)(3)	LA PARTNERSHIP FOR EARLY CHILDHOOD INVESTMENT	10,000.
CCF COMMUNITY INITIATIVES FUND 221 S. FIGUEROA ST., 400 LOS ANGELES, CA 90012	501(C)(3)	BABY FUTURES FUND OF THE LA PARTNERSHIP FOR EARLY CHILDHOOD INVESTMENT	43,750.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CTR FOR COMMUNITY ACTION AND ENVIRONMENTAL JUSTICE P.O. BOX 33124 RIVERSIDE, CA 92519	501(C)(3)	ENVIRONMENTAL JUSTICE AND COMMUNITY REVITALIZATION PROGRAM	25,000.
CTR FOR HUMAN RIGHTS AND CONSTITUTIONAL LAW, INC. 256 S. OCCIDENTAL BLVD. LOS ANGELES, CA 90057	501(C)(3)	TO SUPPORT CASA LIBRE	10,000.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	501(C)(3)	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	1,328.
CHILD ADVOCACY CENTER OF MONTGOMERY COUNTY C/O MISSION KIDS 502 WEST GERMANTOWN PIKE, SUITE 101 NORRISTOWN, PA 19403	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA HEADQUARTERS 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA HEADQUARTERS 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHILDREN'S BURN FOUNDATION 5000 VAN NUYS BOULEVARD, SUITE 450 SHERMAN OAKS, CA 91403-1784	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
CHILDREN'S INSTITUTE, INC. 2121 WEST TEMPLE STREET LOS ANGELES, CA 90026	501(C)(3)	TO SUPPORT THE MATCHING REQUIREMENT FOR PARTICIPATION IN THE TRUE NORTH FUND OF THE EDNA MCCONNELL CLARK FOUNDATION	500,000.
CHILDREN'S DENTAL CENTER 300 EAST BUCKTHORN STREET INGLEWOOD, CA 90301	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
CHILDRENS HOSPITAL OF LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	501(C)(3)	TO SUPPORT THE HOLIDAYS FROM THE HEART PROGRAM	10,000.
CHILDRENS HOSPITAL OF LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
THE CHRYSALIS CENTER 1853 LINCOLN BOULEVARD SANTA MONICA, CA 90404	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COACHART ORG 3303 WILSHIRE BOULEVARD, 320 LOS ANGELES, CA 90010	501(C)(3)	GENERAL OPERATING SUPPORT	60,000.
THE COLLEAGUES 3312 PICO BLVD. SANTA MONICA, CA 90405	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
COMMUNITY HEALTH COUNCILS, INC. 3731 STOCKER STREET, SUITE 201 LOS ANGELES, CA 90008	501(C)(3)	GENERAL OPERATING SUPPORT	236,500.
CONVALESCENT AID SOCIETY 3255 EAST FOOTHILL BOULEVARD PASADENA, CA 91107	501(C)(3)	FOR A BOARD RETREAT	10,000.
COVENANT HOUSE 5 PENN PLAZA, 3RD FLOOR NEW YORK, NY 10001	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
CURE CMD P.O. BOX 701 OLATHE, KS 66051	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
DOGS FOR DIABETICS 1647 WILLOW PASS ROAD, SUITE 157 CONCORD, CA 94520	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
DRYHOOTCH OF AMERICA, INC. 1030 E. BRADY STREET MILWAUKEE, WI 53202	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
EAST COAST ASSISTANCE DOGS, INC. P.O. BOX 831 TORRINGTON, CT 06790	501(C)(3)	TO TRAIN TWO SERVICE DOG AND VETERAN TEAMS AS PART OF PROJECT HEAL	50,000.
EUTHANASIA RESEARCH AND GUIDANCE ORG 24829 NORRIS LANE JUNCTION CITY, OR 97448-9559	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
EXCEPTIONAL CHILDREN'S FOUNDATION A CORP 8740 WASHINGTON BOULEVARD CULVER CITY, CA 90232	501(C)(3)	RENOVATION OF ENGINE HOUSE NUMBER 18 IN SOUTH LOS ANGELES, CALIFORNIA	1,000,000.
FAMILY HOPE P.O. BOX 94077 PASADENA, CA 91109	501(C)(3)	FOR A RETREAT, BOARD DEVELOPMENT, AND STRATEGIC PLANNING	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FIRE VELO 29677 TROON CT MURRIETA, CA 92563	501(C)(3)	TO PURCHASE A SUPPORT TRAILER AND SUPPLIES	11,600.
FIRST PLACE FOR YOUTH 426 17TH STREET OAKLAND, CA 94612	501(C)(3)	TO SUPPORT LOS ANGELES, CALIFORNIA PROGRAMMING	10,000.
FOCUSFISH, INC. 1107 CHEROKEE TOPANGA, CA 90290	501(C)(3)	FOR BOARD AND STAFF DEVELOPMENT	10,000.
FOOD FORWARD, INC. 7412 FULTON AVE. 3 NORTH HOLLYWOOD, CA 91605	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
FREEDOM SERVICE DOGS, INC. 2000 W. UNION AVE. ENGLEWOOD, CO 80110-5567	501(C)(3)	TO SUPPORT OPERATION FREEDOM	25,000.
FREEDOM SERVICE DOGS, INC. 2000 W. UNION AVE. ENGLEWOOD, CO 80110-5567	501(C)(3)	TO SUPPORT OPERATION FREEDOM	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FRESH START SURGICAL GIFTS 2011 PALOMAR AIRPORT RD., SUITE 206 CARLSBAD, CA 92011	501(C)(3)	SURGERY WEEKEND PROGRAM	20,000.
GATEWAYS HOSPITAL AND MENTAL HEALTH CENTER 1891 EFFIE STREET LOS ANGELES, CA 90026	501(C)(3)	WELLNESS PROGRAM	125,000.
GENERATION RESCUE, INC. 13636 VENTURA BLVD, 259 SHERMAN OAKS, CA 91423	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
GLOBAL HEALTH COMMITTEE, INC. C/O IMMUNE DISEASE INSTITUTE, INC. WARREN ALPERT BUILDING BOSTON, MA 02115	501(C)(3)	GENERAL OPERATING SUPPORT	150,000.
GOOD SAMARITAN HOSPITAL 1225 WILSHIRE BOULEVARD LOS ANGELES, CA 90017	501(C)(3)	FOR THE IMPLEMENTATION OF THE PICIS SOFTWARE	100,000.
GRANDPARENTS AS PARENTS, INC. 22048 SHERMAN WAY, SUITE 217 CANOGA PARK, CA 91303	501(C)(3)	GENERAL OPERATING SUPPORT	40,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HOMELESS HEALTH CARE LOS ANGELES 2330 BEVERLY BOULEVARD LOS ANGELES, CA 90057-2220	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
HOUSE EAR INSTITUTE 2100 WEST 3RD STREET, FIFTH FLOOR LOS ANGELES, CA 90057	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
HUNGER ACTION LOS ANGELES 961 S. MARIPOSA 205 LOS ANGELES, CA 90006	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
INSTITUT CURIE 26 RUE D'ULM 75005 PARIS FRANCE	FOREIGN ORG W/ ER	FOR THE CREATION OF A LABORATORY OF TRANSLATIONAL RESEARCH IN PEDIATRIC ONCOLOGY	427,536.
INYO MONO ADVOCATES FOR COMMUNITY ACTION 224 SOUTH MAIN STREET BISHOP, CA 93515	501(C)(3)	TO SUPPORT BUILDING COMMUNITY ENGAGEMENT TOWARD REGIONAL FOOD SECURITY	183,000.
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BOULEVARD, SUITE 715 LOS ANGELES, CA 90048	501(C)(3)	TO ESTABLISH THE VETERANS LOAN FUND AND THE CO-SIGNER GUARANTOR SUPPORT FUND	300,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
JOHN TRACY CLINIC 806 WEST ADAMS BOULEVARD LOS ANGELES, CA 90007-2505	501(C)(3)	PARENT/INFANT PROGRAM	25,000.
JONESTOWN FAMILY CENTER FOR EDUCATION AND WELLNESS P.O. BOX 248 JONESTOWN, MS 38639	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
JONSSON CANCER CENTER FOUNDATION, UCLA 10833 LECONTE AVENUE LOS ANGELES, CA 90095-1780	501(C)(3)	TO SUPPORT BREAST CANCER RESEARCH AT THE JONSSON COMPREHENSIVE CANCER CENTER	10,000.
JOVENES, INC. 1208 PLEASANT AVENUE 8-950 FACTOR BUILDING LOS ANGELES, CA 90033	501(C)(3)	TO PROVIDE SALARY SUPPORT FOR IN-HOME CASE MANAGERS AND FOR THE DEVELOPMENT OF THE PERMANENT HOUSING DEPARTMENT, AS PART OF THE SCATTERED-SITE HOUSING PROGRAM	100,000.
K9S FOR WARRIORS 260 S. ROSCOE BLVD. PONTE VEDRA BEACH, FL 32082	501(C)(3)	TO TRAIN 25 SERVICE DOG AND VETERAN TEAMS	250,000.
KIDS ARE 1ST 1635 S. BEVERLY GLEN BLVD. 5 LOS ANGELES, CA 90024	501(C)(3)	FOR A BOARD RETREAT AND TECHNOLOGY IMPROVEMENTS	7,500.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LAMP, INC. C/O LAMP COMMUNITY 527 CROCKER STREET LOS ANGELES, CA 90013	501(C)(3)	GENERAL OPERATING SUPPORT	75,000.
LEADER DOGS FOR THE BLIND 1039 S. ROCHESTER RD. ROCHESTER HILLS, MI 48307-3115	501(C)(3)	TO SUPPORT THE TRAINING OF TWO GUIDE DOGS THROUGH THE GUIDE DOG PROGRAM	76,000.
LEVITT & QUINN FAMILY LAW CENTER 1557 BEVERLY BLVD LOS ANGELES, CA 90026	501(C)(3)	TO SUPPORT BOARD DEVELOPMENT	10,000.
LA BIOMEDICAL RSRCH INSTI AT HARBOR-UCLA MED CNTR 1124 WEST CARSON STREET TORRANCE, CA 90502-2064	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	501(C)(3)	GENERAL OPERATING SUPPORT	166,667.
LOS ANGELES POLICE MEMORIAL 1880 NORTH ACADEMY DRIVE LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	3,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MAR VISTA FAMILY CENTER 5075 S. SLAUSON AVENUE CULVER CITY, CA 90230	501(C)(3)	GENERAL OPERATING SUPPORT	40,000.
MARKS COLORECTAL SURGICAL FOUNDATION 100 LANCASTER AVENUE MOB EAST, SUITE 653 WYNNEWOOD, PA 19096	501(C)(3)	GENERAL OPERATING SUPPORT	50,000.
MEDECINS DU MONDE 62 RUE MARCADET 75018 PARIS FRANCE	FOREIGN ORG W/ ER	TO IMPROVE THE HEALTH OF STREET CHILDREN IN THE DEMOCRATIC REPUBLIC OF THE CONGO	200,000.
MEMORIAL SLOAN-KETTERING CANCER CENTER 1275 YORK AVENUE NEW YORK, NY 10023	501(C)(3)	TO SUPPORT RESEARCH ON RARE CANCERS	10,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY NEW YORK CITY CHAPTER 733 THIRD AVENUE, THIRD FLOOR NEW YORK, NY 10017-3288	501(C)(3)	NEW YORK CITY CHAPTER'S WALK MS	50,000.
NEW DIRECTIONS FOR PEOPLE WITH DISABILITIES, INC. 5276 HOLLISTER AVENUE, SUITE 207 SANTA BARBARA, CA 93111	501(C)(3)	DEVEREUX SANTA BARBARA TOURS	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NEXTSTEP FITNESS, INC. 4447 REDONDO BEACH BLVD. LAWNDALE, CA 90260	501(C)(3)	TO CREATE A COMMUNITY OUTREACH PROGRAM	5,000.
NORTHEAST COMMUNITY CLINIC 2550 W. MAIN STREET, SUITE 301 ALHAMBRA, CA 91801	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
OPERATION FREEDOMS PAWS 8425 MONTEREY STREET GILROY, CA 95020	501(C)(3)	GENERAL OPERATING SUPPORT	108,000.
ORAL HEALTH AMERICA 410 NORTH MICHIGAN AVE, SUITE 352 CHICAGO, IL 60611	501(C)(3)	TO SUPPORT THE SMILES ACROSS AMERICA PROGRAM IN CALIFORNIA	25,000.
PATRIOT PAWS SERVICE DOGS 254 RANCH TRAIL ROCKWALL, TX 75032	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
PATRIOT PAWS SERVICE DOGS 254 RANCH TRAIL ROCKWALL, TX 75032	501(C)(3)	TO TRAIN TWO SERVICE DOGS TO BE PAIRED WITH VETERANS	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PAWS AND STRIPES P.O. BOX 46253 RIO RANCHO, NM 87174	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
PAWS ASSISTING VETERANS P.O. BOX 871 CORNELIUS, OR 97113	501(C)(3)	TO PAIR SERVICE DOGS WITH VETERANS AND TO ESTABLISH A VETERINARY RESERVE FUND	20,000.
PAWSITIVE PERSPECTIVES ASSISTANCE DOGS 8239 150TH STREET WEST SAVAGE, MN 55378	501(C)(3)	TO SUPPORT PAW CORPS	50,000.
PEDIATRICS-ADOLESCENT DIABETES RSRCH AND EDU FND 455 SOUTH MAIN STREET ORANGE, CA 92868-4251	501(C)(3)	TO SUPPORT EDUCATIONAL CLASSES	10,000.
PEER HEALTH EXCHANGE, INC. 545 SANSOME STREET, SUITE 900 SAN FRANCISCO, CA 94111	501(C)(3)	LOS ANGELES PEER HEALTH EXCHANGE PROGRAM	75,000.
PHOENIX HOUSES OF LOS ANGELES, INC. 11600 ELDRIDGE AVENUE LAKE VIEW TERRACE, CA 91342	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PLANNED PARENTHOOD FEDERATION OF 434 WEST 33RD ST NY, NY 10001	501(C)(3)	GENERAL OPERATING SUPPORT	500.
POSSIBILITIES, INC. P.O. BOX 150005 NASHVILLE, TN 37215-0005	501(C)(3)	GENERAL OPERATING SUPPORT	500.
PROJECT ANGEL FOOD 922 VINE STREET LOS ANGELES, CA 90038-2702	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.
PUBLIC COUNSEL 610 SOUTH ARDMORE AVENUE LOS ANGELES, CA 90005	501(C)(3)	CENTER FOR VETERANS ADVANCEMENT	100,000.
PUPPIES BEHIND BARS, INC. 263 WEST 38TH STREET, 4TH FLOOR NEW YORK, NY 10018	501(C)(3)	TO SUPPORT THE DOG TAGS: SERVICE DOGS FOR THOSE WHO'VE SERVED US PROGRAM	50,000.
RANCHO LOS AMIGOS FOUNDATION, INC. 7601 E. IMPERIAL HIGHWAY, BUILDING SSA, RM 1110 DOWNEY, CA 90242	501(C)(3)	GENERAL OPERATING SUPPORT	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
RANCHO LOS AMIGOS FOUNDATION, INC. 7601 E. IMPERIAL HIGHWAY, BUILDING SSA, RM 1110 DOWNEY, CA 90242	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
THE RAPE FOUNDATION 1223 WILSHIRE BOULEVARD, NO. 410 SANTA MONICA, CA 90403	501(C)(3)	STUART HOUSE	50,000.
RESCUE FOUNDATION PLOT NO. 39, FATHIMADEVI RD 400067 MUMBAI MAHARASHTRA INDIA	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	150,000.
SAINT FRANCIS SERVICE DOGS 8232 ENON DRIVE ROANOKE, VA 24019	501(C)(3)	TO SUPPORT VETERAN DOGS	50,000.
SAINT JOHNS HOSPITAL & HEALTH CENTER FOUNDATION 2121 SANTA MONICA BLVD. SANTA MONICA, CA 90404-2091	501(C)(3)	TO SUPPORT THE MARGIE PETERSEN BREAST CENTER	10,000.
THE SALVATION ARMY WESTERN TERRITORIAL HEADQUARTERS 180 EAST OCEAN BOULEVARD LONG BEACH, CA 90802	501(C)(3)	FOR THE RENOVATION OF THE NAOMI HOUSE DINING HALL AS PART OF THE SALVATION ARMY HAVEN PROGRAM OF THE SALVATION ARMY SOUTHERN CALIFORNIA DIVISIONAL HEADQUARTERS	43,400.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SEEING EYE, INC. P.O. BOX 375 MORRISTOWN, NJ 07963-0375	501(C)(3)	TO SUPPORT THE TRAINING OF TWO SEEING EYE DOGS	134,000.
SHOES THAT FIT 1420 NORTH CLAREMONT BOULEVARD, SUITE 107-B CLAREMONT, CA 91711	501(C)(3)	GROWING CORPORATE PARTNERS CAMPAIGN	25,000.
SOLDIER'S BEST FRIEND 5955 W. PEORIA AVE. 6242 GLENDALE, AZ 85312	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
SOLDIER'S BEST FRIEND 5955 W. PEORIA AVE. 6242 GLENDALE, AZ 85312	501(C)(3)	TO TRAIN 30 SERVICE DOG AND VETERAN TEAMS	90,000.
SOLDIERS PROJECT 4605 LANKERSHIM BLVD., SUITE 221 NORTH HOLLYWOOD, CA 91602	501(C)(3)	TO PROVIDE GENERAL OPERATING SUPPORT AND TO SUPPORT THE ADOPT-A-COLLEGE PROGRAM IN LOS ANGELES, CALIFORNIA	75,000.
SOUTHEASTERN GUIDE DOGS, INC. 4210 77TH STREET EAST PALMETTO, FL 34221	501(C)(3)	TO SUPPORT THE TRAINING OF TWO GUIDE DOGS AND FOR GENERAL OPERATING SUPPORT	120,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SPECIAL OLYMPICS, INC. 1133 19TH STREET, NW WASHINGTON, DC 20036-3604	501(C)(3)	DISCRETIONARY FUND FOR THE CHIEF EXECUTIVE OFFICER	333,000.
TESTIMONIAL COMMUNITY LOVE CENTER 5721 SOUTH WESTERN AVENUE LOS ANGELES, CA 90062	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.
THE GRYP FOUNDATION 6080 CANTER DRIVE 6TH FLOOR LOS ANGELES, CA 90045	501(C)(3)	SUMMER NIGHT LIGHTS	100,000.
THERAPEUTIC LIVING CENTERS FOR THE BLIND, INC. 7915 LINDLEY AVENUE RESEDA, CA 91335	501(C)(3)	EARLY INTERVENTION PROGRAM	50,000.
TURRILL TRANSITIONAL ASSISTANCE PROGRAM, INC. 2130 N. ARROWHEAD AVENUE, SUITE 206H SAN BERNARDINO, CA 92405	501(C)(3)	TO SUPPORT BOARD AND STAFF DEVELOPMENT	10,000.
THE UCLA FOUNDATION UCLA WILSHIRE CENTER 10920 WILSHIRE BOULEVARD, SUITE 900 LOS ANGELES, CA 90024-6519	501(C)(3)	DISCRETIONARY FUND FOR THE CHIEF OF THE DIVISION OF DIGESTIVE DISEASES AT THE DAVID GEFFEN SCHOOL OF MEDICINE AT UCLA	100,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNION RESCUE MISSION 545 S. SAN PEDRO ST. LOS ANGELES, CA 90013	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BOULEVARD, SUITE 1955 LOS ANGELES, CA 90017	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
UNIVERSITY OF CALIFORNIA SAN FRANCISCO FOUNDATION 220 MONTGOMERY ST., FLOOR 5 SAN FRANCISCO, CA 94104	501(C)(3)	TO SUPPORT THE RESEARCH BY THE DEPARTMENT OF MEDICINE (HEMATOLOGY/ONCOLOGY) AT THE UNIVERSITY OF CALIFORNIA, SAN FRANCISCO (RESEARCH FUND B2098)	10,500.
UNATTI FOUNDATION 824 17TH ST., 4 SANTA MONICA, CA 90403	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
WARRIOR CANINE CONNECTION, INC. 23222 GEORGIA AVENUE BROOKVILLE, MD 20833	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
WARRIOR CANINE CONNECTION, INC. 23222 GEORGIA AVENUE BROOKVILLE, MD 20833	501(C)(3)	TO TRAIN FIVE SERVICE DOG AND VETERAN TEAMS	125,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WESTSIDE CENTER FOR INDEPENDENT LIVING, INC. 12901 VENICE BOULEVARD LOS ANGELES, CA 90066	501(C)(3)	GENERAL OPERATING SUPPORT	5,000.
WESTSIDE CHILDREN'S CENTER, INC. 5721 W. SLAUSON AVENUE CULVER CITY, CA 90230	501(C)(3)	GENERAL OPERATING SUPPORT	10,000.
WESTSIDE PREGNANCY CLINIC, INC. 11500 W. OLYMPIC BLVD., SUITE 570 LOS ANGELES, CA 90064	501(C)(3)	TO SUPPORT CAPACITY BUILDING EFFORTS	5,000.
WESTSIDE PREGNANCY CLINIC, INC. 11500 W. OLYMPIC BLVD., SUITE 570 LOS ANGELES, CA 90064	501(C)(3)	TO SUPPORT CAPACITY BUILDING EFFORTS	5,000.
WILMINGTON COMMUNITY CLINIC 1009 N. AVALON BLVD. WILMINGTON, CA 90744	501(C)(3)	TO SUPPORT CAPACITY BUILDING EFFORTS	76,250.
A WINDOW BETWEEN WORLDS 710 4TH AVENUE, SUITE 5 VENICE, CA 90291	501(C)(3)	GENERAL OPERATING SUPPORT	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 22 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WOMEN'S GUILD CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD., ROOM 2416 LOS ANGELES, CA 90049	501(C)(3)	GENERAL OPERATING SUPPORT	25,000.
		TOTAL CONTRIBUTIONS PAID	<u>104,790,232.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AEGIS TRUST ACRE EDGE ROAD, LAXTON NG22 0PA NEWARK NOTTINGHAMSHIRE UNITED KINGDOM	FOREIGN ORG W/ ER	TO SUPPORT THE OPERATIONS OF THE KIGALI GENOCIDE MEMORIAL CENTRE	29,043.
AMERICAN FRIENDS OF COVENT GARDEN & ROYAL BALLET P.O. BOX 5155 ROCKEFELLER CENTER NEW YORK, NY 10185	501(C)(3)	GENERAL OPERATING SUPPORT	293,951.
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH ST. NEW YORK, NY 10024-5192	501(C)(3)	TO SUPPORT EDUCATION PROGRAMS	18,754.
AMERICAN PATRONS OF THE TATE GALLERY FND, INC. 520 WEST 27TH STREET, UNIT 404 NEW YORK, NY 10001	501(C)(3)	GENERAL OPERATING SUPPORT	9,880.
AMERICAN YOUTH SYMPHONY, INC. 3424 WILSHIRE BLVD. #830 LOS ANGELES, CA 90010	501(C)(3)	TO PROVIDE STIPENDS FOR ASPIRING MUSICIANS	48,405.
ARTANGEL AMERICA C/O PETER FLEISSIG 12 WEST 10TH STREET, 3RD FLOOR NEW YORK, NY 10011	501(C)(3)	GENERAL OPERATING SUPPORT	24,700.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AUTRY NATIONAL CENTER OF THE AMERICAN WEST 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 90027-1462	501(C)(3)	MASTERS OF THE AMERICAN WEST FINE ARTS EXHIBITION AND SALE	19,362.
BODY WEATHER LABORATORY 636 MILWOOD AVENUE VENICE, CA 90291	501(C)(3)	GENERAL OPERATING SUPPORT	24,202.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	501(C)(3)	TO SUPPORT BLOOM (BUILDING A LIFETIME OF OPTIONS & OPPORTUNITIES FOR MEN)	96,809.
CALIFORNIA DEPARTMENT OF FISH AND GAME 1416 9TH STREET, 12TH FLOOR SACRAMENTO, CA 95814	SECTION 170(C) ORG	TO SUPPORT THE BALLONA WETLANDS RESTORATION PROJECT	853,913.
CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS FND 1000 EAST VICTORIA STREET CARSON, CA 90747	501(C)(3)	WALLIS ANNENBERG ENDOWED PROFESSORSHIP FOR INNOVATION IN STEM EDUCATION	320,750.
CANINE SUPPORT TEAMS, INC. 26500 SCOTT ROAD MENIFEE, CA 92584	501(C)(3)	GENERATIONS OF PROGRESS	91,928.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D.)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CARE FRANCE 17, RUE ARCHEREAU 75019 PARIS FRANCE	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	113,798.
CCF COMMUNITY INITIATIVES FUND 221 S. FIGUEROA ST., #400 LOS ANGELES, CA 90012	501(C)(3)	BABY FUTURES FUND OF THE LA PARTNERSHIP FOR EARLY CHILDHOOD INVESTMENT	82,049.
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD. LOS ANGELES, CA 90048	501(C)(3)	BREAST CANCER RESEARCH AND EDUCATION PROGRAM OF THE SAMUEL OSCHIN COMPREHENSIVE CANCER INSTITUTE	24,202.
CENTER FOR LAND USE INTERPRETATION 9331 VENICE BOULEVARD CULVER CITY, CA 90232	501(C)(3)	GENERAL OPERATING SUPPORT	132,841.
CENTER FOR LAND USE INTERPRETATION 9331 VENICE BOULEVARD CULVER CITY, CA 90232	501(C)(3)	DISCRETIONARY FUND FOR THE FOUNDER AND DIRECTOR	48,405.
CENTRO GOLFINHO ROTADOR 5 - VILA DO BOLDR $\phi$ 53990-000 FERNANDO DE NOROHA PERNAMBUCO BRAZIL	FOREIGN ORG W/ ER	FOR RESEARCH AND EDUCATIONAL PROGRAMMING	164,857.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	501(C)(3)	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	33,193.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	501(C)(3)	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	185,362.
CHILDREN'S BURN FOUNDATION 5000 VAN NUYS BOULEVARD, SUITE 450 SHERMAN OAKS, CA 91403-1784	501(C)(3)	GENERAL OPERATING SUPPORT	9,681.
CITIZENS NUCLEAR INFORMATION CENTER 2F-B, 8-5 SUMIYOSHI-CHO 162-0065 SHINJUKU-KU TOKYO JAPAN	FOREIGN ORG W/ ER	RADIOACTIVE POLLUTED LAND RECOVERY PROGRAM	37,064.
CITY YEAR, INC. HEADQUARTERS 287 COLUMBUS AVENUE BOSTON, MA 02116	501(C)(3)	CITY YEAR LOS ANGELES	145,214.
COMMUNITY HEALTH COUNCILS, INC. 3731 STOCKER STREET, SUITE 201 LOS ANGELES, CA 90008	501(C)(3)	GENERAL OPERATING SUPPORT	214,578.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	501(C)(3)	100 SEEDS OF CHANGE' INITIATIVE OF THE SOCIAL JUSTICE LEARNING INSTITUTE	140,655.
DELTA STATE COLLEGE FOUNDATION, INC. HIGHWAY 8 CLEVELAND, MS 38733	501(C)(3)	TO SUPPORT THE MOBILE MUSIC LAB OF THE DELTA MUSIC INSTITUTE IN THE COLLEGE OF ARTS AND SCIENCES AT DELTA STATE UNIVERSITY	121,012.
DETROIT BLACK COMMUNITY FOOD SECURITY NETWORK, INC 3800 PURITAN ST. DETROIT, MI 48238	501(C)(3)	GENERAL OPERATING SUPPORT	24,202.
DIAN FOSSEY GORILLA FUND 800 CHEROKEE AVE., S.E. ATLANTA, GA 30315-1470	501(C)(3)	GENERAL OPERATING SUPPORT	213.
DOCTORS WITHOUT BORDERS USA, INC. 333 7TH AVENUE, 2ND FLOOR NEW YORK, NY 10001-5004	501(C)(3)	GENERAL OPERATING SUPPORT	339.
ENCORPS, INC. 323 GEARY STREET, SUITE 418 SAN FRANCISCO, CA 94102	501(C)(3)	TO SUPPORT THE ENCORPS TEACHERS PROGRAM	239,897.



FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FONDAZIONE PALAZZO STROZZI PIAZZA STROZZI 50123 FLORENCE ITALY	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	24,504.
FOREIGN AFFAIRS MUSEUM COUNCIL 2401 CALVERT STREET NW, SUITE 902 WASHINGTON, DC 20008	501(C)(3)	TO CREATE THE I AM A DIPLOMAT EXHIBIT AT THE UNITED STATES DIPLOMACY CENTER	625,133.
FRENCH-AMERICAN CULTURAL FOUNDATION 4101 RESERVOIR ROAD, NW WASHINGTON, DC 20007	501(C)(3)	TO SUPPORT FRANCE MAGAZINE	14,521.
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	501(C)(3)	GENERAL OPERATING SUPPORT	187,135.
FRIENDS OF THE EASTERN CALIFORNIA MUSEUM P.O. BOX 33 INDEPENDENCE, CA 93526	501(C)(3)	TO SUPPORT PROGRAMMING AT THE EASTERN CALIFORNIA MUSEUM COMMEMORATING THE 100 YEARS OF THE LOS ANGELES AQUEDUCT	19,362.
GAY MEN'S DOMESTIC VIOLENCE PROJECT 955 MASSACHUSETTS AVENUE PMB NO. 131 CAMBRIDGE, MA 02139	501(C)(3)	GENERAL OPERATING SUPPORT	97.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GENERATION RESCUE, INC. 13636 VENTURA BLVD, #259 SHERMAN OAKS, CA 91423	501(C)(3)	GENERAL OPERATING SUPPORT	96,809.
GLOBAL CIVIC POLICY SOCIETY SUITE B100- 750 PACIFIC BOULEVARD V6B 5E7 VANCOUVER BRITISH COLUMBIA CANADA	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	240,563.
GLOBAL HEALTH COMMITTEE, INC. C/O IMMUNE DISEASE INSTITUTE, INC. WARREN ALPERT BUILDING BOSTON, MA 02115	501(C)(3)	GENERAL OPERATING SUPPORT	119,949.
GLOBAL SOAP PROJECT, INC. 6899 PEACHTREE INDUSTRIAL BLVD., SUITE B NORCROSS, GA 30092	501(C)(3)	GENERAL OPERATING SUPPORT	9,681.
GOLD COAST JAZZ SOCIETY, INC. 1350 EAST SUNRISE BOULEVARD FORT LAUDERDALE, FL 33304	501(C)(3)	GENERAL OPERATING SUPPORT	9,708.
GRAND PERFORMANCES 350 SOUTH GRAND AVENUE, SUITE A-4 LOS ANGELES, CA 90071	501(C)(3)	GENERAL OPERATING SUPPORT	113,341.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GREATER WASHINGTON EDU TELECOMMUNICATIONS ASSOC 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	501(C)(3)	GENERAL OPERATING SUPPORT	1,562,832.
GRIDIRON HEROES SPINAL CORD INJURY ORG P.O. BOX 507 SCHERTZ, TX 78154	501(C)(3)	GENERAL OPERATING SUPPORT	9,681.
HENRY E. HUNTINGTON LIBRARY & ART GALLERY 1151 OXFORD ROAD SAN MARINO, CA 91108	501(C)(3)	TO SUPPORT THREE PUBLIC EVENTS MARKING THE 100TH ANNIVERSARY OF THE LOS ANGELES AQUEDUCT	43,564.
HOPE OF THE VALLEY RESCUE MISSION 8165 SAN FERNANDO RD SUN VALLEY, CA 91352	501(C)(3)	GENESIS HOUSE-RESIDENTIAL PROGRAM	24,202.
HOPE VETERINARY CENTER 260205 FAIRSIDE RD. MAILBU, CA 90265	501(C)(3)	GENERAL OPERATING SUPPORT	74,853.
INSTITUT CURIE 26 RUE D'ULM 75005 PARIS FRANCE	FOREIGN ORG W/ ER	FOR THE CREATION OF A LABORATORY OF TRANSLATIONAL RESEARCH IN PEDIATRIC ONCOLOGY	1,155,824.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INSTITUTE FOR FIGURING P.O. BOX 50346 LOS ANGELES, CA 90050	501(C)(3)	GENERAL OPERATING SUPPORT	132,841.
INYO MONO ADVOCATES FOR COMMUNITY ACTION 224 SOUTH MAIN STREET BISHOP, CA 93515	501(C)(3)	TO SUPPORT BUILDING COMMUNITY ENGAGEMENT TOWARD REGIONAL FOOD SECURITY	127,861.
JOVENES, INC. 1208 PLEASANT AVENUE LOS ANGELES, CA 90033	501(C)(3)	TO PROVIDE SALARY SUPPORT FOR IN-HOME CASE MANAGERS AND FOR THE DEVELOPMENT OF THE PERMANENT HOUSING DEPARTMENT, AS PART OF THE SCATTERED-SITE HOUSING PROGRAM	96,809.
KCRW FOUNDATION, INC. 1900 PICO BOULEVARD SANTA MONICA, CA 90405	501(C)(3)	KCRW CAMPAIGN	1,936,189.
KIPP FOUNDATION 135 MAIN STREET, SUITE 1700 SAN FRANCISCO, CA 94105	501(C)(3)	FISHER FELLOWSHIP PROGRAM IN LOS ANGELES	96,809.
L'ACADEMIE AMERICAINE DE DANSE A PARIS 100 RUE DU CHERCHE MIDI 75006 PARIS FRANCE	FOREIGN ORG W/ ER	GENERAL OPERATING SUPPORT	807,743.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LONE PINE UNIFIED SCHOOL DISTRICT 301 S. HAY STREET LONE PINE, CA 93545	SECTION 170(C) ORG	TO EXPAND THE GREENHOUSE AND GARDENING PROJECT OF THE LONE PINE HIGH SCHOOL'S AGRICULTURE PROGRAM	14,521.
LOS ANGELES COUNTY HIGH SCHOOL FOR THE ARTS FND 1149 S. HILL STREET, SUITE H-100 LOS ANGELES, CA 90015	501(C)(3)	GENERAL OPERATING SUPPORT	145,214.
LA GAY AND LESBIAN COMMUNITY SERVICES CENTER, INC. MCDONALD/WRIGHT BUILDING 1625 NORTH SCHRADER BOULEVARD LOS ANGELES, CA 90028-6213	501(C)(3)	TO SUPPORT THE SENIORS SERVICES DEPARTMENT	48,405.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	501(C)(3)	GENERAL OPERATING SUPPORT	308,870.
LOS ANGELES JUNIOR CHAMBER OF COMMERCE CHARITY FND 244 S. SAN PEDRO STREET, SUITE 200 LOS ANGELES, CA 90012	501(C)(3)	RIORDAN LEADERSHIP INSTITUTE	24,202.
MARLEY'S MUTTS DOG RESCUE 22201 AMBERWOOD COURT TEHACHAPI, CA 93561	501(C)(3)	GENERAL OPERATING SUPPORT	484.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MASON SCHOOLS FOUNDATION 211 NORTH EAST STREET MASON, OH 45040	501(C)(3)	SATURDAY IN THE CITY PROGRAM	16,507.
MUSEUM OF JURASSIC TECHNOLOGY 9341 VENICE BOULEVARD CULVER CITY, CA 90232-2621	501(C)(3)	TO SUPPORT A COLLABORATION WITH GORAN DJORDJEVIC AND TO PROVIDE GENERAL OPERATING SUPPORT	145,214.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	501(C)(3)	TO SUPPORT THE EXHIBITION, 'BILL BRANDT: SHADOW AND LIGHT	24,201.
NATIONAL AUDUBON SOCIETY, INC. MAIN OFFICE 225 VARICK STREET NEW YORK, NY 10014	501(C)(3)	TO SUPPORT SEABIRD RESTORATION PROGRAM ACTIVITIES IN MAINE	230,674.
NATIONAL GEOGRAPHIC SOCIETY 1145 17TH STREET NW WASHINGTON, DC 20036	501(C)(3)	FUND FOR EXPLORATION	24,202.
NEW VISIONS FOR PUBLIC SCHOOLS, INC. 320 WEST 13TH STREET, 6TH FLOOR NEW YORK, NY 10014	501(C)(3)	THE WALTER AND LEONORE ANNENBERG FUND FOR SMALL SCHOOL ADVANCEMENT	985,760.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OPERATION FREEDOMS PAWS 8425 MONTEREY STREET GILROY, CA 95020	501(C)(3)	GENERAL OPERATING SUPPORT	9,681.
ORAL HEALTH AMERICA 410 NORTH MICHIGAN AVE, SUITE 352 CHICAGO, IL 60611	501(C)(3)	TO SUPPORT THE SMILES ACROSS AMERICA PROGRAM IN CALIFORNIA	24,202.
PAINTED TURTLE GANG CAMP FOUNDATION 1300 4TH STREET, SUITE 300 SANTA MONICA, CA 90401	501(C)(3)	GENERAL OPERATING SUPPORT	96,809.
PAWS ASSISTING VETERANS P.O. BOX 871 CORNELIUS, OR 97113	501(C)(3)	TO PAIR SERVICE DOGS WITH VETERANS AND TO ESTABLISH A VETERINARY RESERVE FUND	9,681.
PHILADELPHIA FOUNDATION 1234 MARKET STREET, SUITE 1800 PHILADELPHIA, PA 19107-3794	501(C)(3)	PENNSYLVANIA HIGH SCHOOL INSTRUCTIONAL COACHING INSTITUTE	6,450,922.
PLAN INTERNATIONAL USA, INC. 155 PLAN WAY WARWICK, RI 02886	501(C)(3)	GENERAL OPERATING SUPPORT	279.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PRINCE OF WALES FOUNDATION 888 17TH STREET, NW, SUITE 201 WASHINGTON, DC 20006	501(C)(3)	GENERAL OPERATING SUPPORT	19,760.
PROVIDENCE LITTLE COMPANY OF MARY FOUNDATION TORRANCE OFFICE 4101 TORRANCE BLVD TORRANCE, CA 90503	501(C)(3)	GENERAL OPERATING SUPPORT	968.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN STREET, 12TH FLOOR OAKLAND, CA 94607-5200	501(C)(3)	TO SUPPORT THE 'SAGEHEN: A PROVING GROUND' PROJECT AT THE CENTER FOR FORCE MAJEURE STUDIES IN THE DIVISION OF ARTS AT THE UNIVERSITY OF CALIFORNIA, SANTA CRUZ	64,134.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN STREET, 12TH FLOOR OAKLAND, CA 94607-5200	501(C)(3)	TO SUPPORT THE INYO & MONO MASTER GARDENER PROGRAM OF THE UNIVERSITY OF CALIFORNIA COOPERATIVE EXTENSION, INYO AND MONO COUNTIES OFFICE OF THE UNIVERSITY OF CALIFORNIA DIVISION OF AGRICULTURE AND NATURAL RESOURCES	74,730.
SHREVEPORT OPERA 212 TEXAS STREET, SUITE 101 SHREVEPORT, LA 71101	501(C)(3)	SHREVEPORT OPERA XPRESS PROGRAM	24,202.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	501(C)(3)	GENERAL OPERATING SUPPORT	48,405.



FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SOUTHERN POVERTY LAW CENTER, INC. 400 WASHINGTON AVENUE MONTGOMERY, AL 36104	501(C)(3)	GENERAL OPERATING SUPPORT	48.
ST. JAMES SCHOOL 625 S. ST. ANDREWS PLACE LOS ANGELES, CA 90005	501(C)(3)	GENERAL OPERATING SUPPORT	968.
STREET POETS, INC. 2116 ARLINGTON AVENUE, SUITE 310 LOS ANGELES, CA 90018-1300	501(C)(3)	GENERAL OPERATING SUPPORT	193,619.
SUNDANCE INSTITUTE 5900 WILSHIRE BLVD., SUITE 800 BEVERLY HILLS, CA 90036	501(C)(3)	GENERAL OPERATING SUPPORT	625,133.
THE UCLA FOUNDATION UCLA WILSHIRE CENTER 10920 WILSHIRE BOULEVARD, SUITE 900 LOS ANGELES, CA 90024-6519	501(C)(3)	CLIMATE CHANGE PROJECTIONS IN THE SIERRA NEVADA PROJECT OF THE UCLA DEPARTMENT OF ATMOSPHERIC AND OCEANIC SCIENCES	468,850.
TOPANGA MOUNTAIN SCHOOL, INC. 21338 DUMETZ ROAD WOODLAND HILLS, CA 91364	501(C)(3)	GENERAL OPERATING SUPPORT	48,405.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	501(C)(3)	ANNENBERG ACADEMIC BUILDING	27,647,816.
VERSAILLES FOUNDATION, INC. 420 LEXINGTON AVE., SUITE 2044 NEW YORK, NY 10170	501(C)(3)	GENERAL OPERATING SUPPORT	9,681.
VIRGINIA WARING INTERNATIONAL PIANO COMPETITION 73710 FRED WARING DRIVE, #201 PALM DESERT, CA 92260	501(C)(3)	VIRGINIA WARING INTERNATIONAL PIANO COMPETITION	48,405.
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	501(C)(3)	FINANCIAL AID PROGRAM	185,650.
WORLD MONUMENTS FUND, INC. 350 FIFTH AVENUE, SUITE 2412 NEW YORK, NY 10118	501(C)(3)	GENERAL OPERATING SUPPORT	19,417.
YOUTH SPEAK COLLECTIVE 444 SOUTH BRAND BLVD., SUITE # 201 PACOIMA, CA 91340	501(C)(3)	GENERAL OPERATING SUPPORT	58,086.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 23 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ZOOLOGICAL SOCIETY OF SAN DIEGO P. O. BOX 120551 SAN DIEGO, CA 92112-0551	501(C)(3)	TO SUPPORT OPERATION FREEDOM	37,723.
TOTAL CONTRIBUTIONS APPROVED			<u>49,215,098.</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 24

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
RETURNED POA GRANT, HELD IN TRUST					43,120,278.
TOTALS					<u>43,120,278.</u>

FEDERAL FOOTNOTES

FEDERAL FOOTNOTE # 1  
FORM 990PF, PART XV - 2B - INFORMATION REGARDING FORMAT FOR GRANT APPLICATIONS

THE ANNENBERG FOUNDATION PLACES THE HIGHEST PRIORITY ON NONPROFITS SERVING CONSTITUENTS IN THE FIVE-COUNTY REGION OF GREATER LOS ANGELES (THESE INCLUDE LOS ANGELES, ORANGE, RIVERSIDE, SAN BERNADINO AND VENTURA COUNTIES). AGENCIES WHO SERVE THE GREATER LA REGION BUT ARE HEADQUARTERED ELSEWHERE CAN APPLY FOR A GRANT. UNFORTUNATELY, IT IS HIGHLY UNLIKELY THAT FUNDING WILL BE OFFERED TO AN ORGANIZATION, INITIATIVE OR PROJECT THAT FALLS OUTSIDE OF THIS AREA. THE FOUNDATION GENERALLY AWARDS GRANTS IN THE FOLLOWING PROGRAMMATIC AREAS:

- \* ARTS, CULTURE & HUMANITIES
- \* ANIMAL WELFARE
- \* CIVIC & COMMUNITY
- \* ENVIRONMENT
- \* EDUCATION
- \* HUMAN HEALTH & WELLNESS
- \* MILITARY VETERANS

THE FOUNDATION DOES NOT FUND GRANTS TO INDIVIDUALS, GRANTS TO NONQUALIFIED AGENCIES, OR GRANTS THAT FALL OUTSIDE THE GUIDELINES SET BY THE BOARD OF DIRECTORS.

GRANT APPLICATIONS CAN BE SUBMITTED ONLINE ON THE ANNENBERG FOUNDATION'S WEBSITE:  
[HTTP://WWW.ANNENBERGFOUNDATION.ORG/GRANTMAKING/HOW-TO-APPLY](http://www.annenbergfoundation.org/grantmaking/how-to-apply)

THIS AREA OF THE WEBSITE INCLUDES SUGGESTED CHECKLISTS AND TEMPLATES THAT CAN BE USED TO COMPLETE THE ONLINE GRANT APPLICATION.

THE VISION+ GUIDELINES BELOW, AVAILABLE ON THE GRANTMAKING SECTION OF THE FOUNDATION'S WEBSITE, OUTLINE HOW THE ANNENBERG FOUNDATION ASSESSES GRANT PROPOSALS. THE FOUNDATION'S ONLINE GRANT APPLICATION ASKS QUESTIONS SPECIFICALLY RELATED TO THESE GUIDELINES. GRANT PROPOSALS SHOULD ADDRESS EACH OF THE VISION+ GUIDELINES.

- \* VISIONARY LEADERSHIP
- \* IMPACT
- \* SUSTAINABILITY
- \* INNOVATION
- \* ORGANIZATIONAL STRENGTH
- \* NETWORK OF PARTNERSHIPS
- \* +POPULATION SERVED

FEDERAL FOOTNOTES

FEDERAL FOOTNOTE # 2  
FORM 990PF, PART XVI-B, EXEMPT PURPOSES, LINE 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.

FEDERAL FOOTNOTES

FEDERAL FOOTNOTE # 3  
FORM 990PF, PART XVI-B, EXEMPT PURPOSES, LINE 11A

AS A MAJOR SUPPORTER OF THE PHILADELPHIA ORCHESTRA ASSOCIATION (THE ASSOCIATION), THE FOUNDATION WORKED CLOSELY WITH THE ASSOCIATION THROUGHOUT 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.