

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For calendar year **2015** or tax year beginning , **2015**, and ending , **20**

Name of foundation THE ANNENBERG FOUNDATION		A Employer identification number 23-6257083
Number and street (or P.O. box number if mail is not delivered to street address) 101 WEST ELM STREET	Room/suite 640	B Telephone number (see instructions) (610) 341-9268
City or town, state or province, country, and ZIP or foreign postal code CONSHOHOCKEN, PA 19428		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply:		D 1. Foreign organizations, check here. <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation. <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,585,608,544.		
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

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

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing	2,500.	2,400.	2,400.
	2	Savings and temporary cash investments	38,332,591.	35,038,492.	35,038,492.
	3	Accounts receivable ▶ _____			
		Less: allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____			
		Less: allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____			
		Less: allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use	445,355.	34,243.	34,243.
	9	Prepaid expenses and deferred charges	205,812.	870,134.	870,134.
	10a	Investments - U.S. and state government obligations (attach schedule) [8]	45,837,698.	44,335,881.	44,335,881.
	b	Investments - corporate stock (attach schedule) ATCH 9	523,463,555.	461,133,268.	461,133,268.
	c	Investments - corporate bonds (attach schedule) ATCH 10	142,393,892.	166,780,154.	166,780,154.
	11	Investments - land, buildings, and equipment: basis ▶ _____			
	Less: accumulated depreciation (attach schedule) ▶ _____				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 11	873,763,004.	825,800,496.	825,800,496.	
14	Land, buildings, and equipment: basis ▶ _____ 61,072,912.				
	Less: accumulated depreciation (attach schedule) ▶ _____ 26,933,351.	35,396,524.	34,139,561.	34,139,561.	
15	Other assets (describe ▶ _____ ATCH 12)	3,254,962.	17,473,915.	17,473,915.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,663,095,893.	1,585,608,544.	1,585,608,544.	
Liabilities	17	Accounts payable and accrued expenses	5,452,049.	4,409,101.	
	18	Grants payable	39,360,240.	42,621,008.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons . .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____ ATCH 13)	4,529,206.	26,510,105.	
23	Total liabilities (add lines 17 through 22)	49,341,495.	73,540,214.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,613,753,398.	1,512,067,330.	
	25	Temporarily restricted			
	26	Permanently restricted	1,000.	1,000.	
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)	1,613,754,398.	1,512,068,330.		
31	Total liabilities and net assets/fund balances (see instructions)	1,663,095,893.	1,585,608,544.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 1,613,754,398.
2	Enter amount from Part I, line 27a	2 -68,374,037.
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 1,545,380,361.
5	Decreases not included in line 2 (itemize) ▶ _____ ATCH 14	5 33,312,031.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 1,512,068,330.

Part IV Capital Gains and Losses for Tax on Investment Income

(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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	70,838,921.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ 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))
2014	125,369,363.	1,627,811,349.	0.077017
2013	112,646,403.	1,593,070,859.	0.070710
2012	107,916,036.	1,516,754,924.	0.071149
2011	53,065,188.	1,580,098,000.	0.033583
2010	103,520,989.	1,644,933,708.	0.062933
2 Total of line 1, column (d)			2 0.315392
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.063078
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 1,580,932,665.
5 Multiply line 4 by line 3			5 99,722,071.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 723,653.
7 Add lines 5 and 6			7 100,445,724.
8 Enter qualifying distributions from Part XII, line 4 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.			8 104,156,546.

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 that meet the section 4940(e) requirements', and 'Tax based on investment income'. Total amount owed is 1,179,959.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 Yes No 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 Yes No X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.ANNENBERGFOUNDATION.ORG 13 Yes No X
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 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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 No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b Yes No X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? 1c Yes No 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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? Yes No
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 Yes No
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No
b If "Yes," did it have excess business holdings in 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.) 3b Yes No
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No 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 2015? 4b Yes No 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 4945(d)(4)(A)? (see instructions). Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 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). ATCH 16

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 17		914,398.	242,599.	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 18		1,002,467.	241,627.	0.

Total number of other employees paid over \$50,000. Yes No 75

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 19		7,433,563.
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 ANNENBERG SPACE FOR PHOTOGRAPHY (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS.	9,866,963.
2 METABOLIC STUDIO LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS.	6,886,004.
3 EXPLORE ANNENBERG LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS.	6,181,090.
4 ANNENBERG LEARNER PROGRAM (WASHINGTON, DC) SEE GENERAL EXPLANATION STATEMENTS.	3,148,897.

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

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

	Amount
1 BARRED ROCK CHICKEN RUN- SUPPORTING THE FEATURE-LENGTH DOCUMENTARY MOTION PICTURE THAT EXPLORES THE REALITIES OF ANIMAL AGRICULTURE ALONGSIDE THE COMPLEXITIES OF FOOD ETHICS	250,000.
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	▶ 250,000.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,559,728,211.
b	Average of monthly cash balances	1b	45,279,571.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,605,007,782.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,605,007,782.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,075,117.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,580,932,665.
6	Minimum investment return. Enter 5% of line 5	6	79,046,633.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

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

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	98,910,536.
b	Program-related investments - total from Part IX-B	1b	250,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	4,996,010.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	104,156,546.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	723,653.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	103,432,893.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				78,322,980.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only.				
b Total for prior years: 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015:				
a From 2010 21,545,164.				
b From 2011 14,106,809.				
c From 2012				
d From 2013 33,771,570.				
e From 2014 45,046,773.				
f Total of lines 3a through e	114,470,316.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$ <u>104,156,546.</u>				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				78,322,980.
e Remaining amount distributed out of corpus.	25,833,566.			
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	140,303,882.			
b Prior years' undistributed income. Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	21,545,164.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	118,758,718.			
10 Analysis of line 9:				
a Excess from 2011 14,106,809.				
b Excess from 2012				
c Excess from 2013 33,771,570.				
d Excess from 2014 45,046,773.				
e Excess from 2015 25,833,566.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

Table with 5 columns: (a) 2015, (b) 2014, (c) 2013, (d) 2012, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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). (See section 507(d)(2).)
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here [] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
ATCH 20

b The form in which applications should be submitted and information and materials they should include:
ATCH 21

c Any submission deadlines:
ATCH 22

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
<p>a <i>Paid during the year</i></p> <p>ATCH 23</p>				
Total				▶ 3a 61,354,178.
<p>b <i>Approved for future payment</i></p> <p>ATCH 24</p>				
Total				▶ 3b 42,621,008.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6,131.	
4 Dividends and interest from securities			14	10,924,202.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	331,695.	
6 Net rental income or (loss) from personal property.					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	42,048,963.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					-207,199.
11 Other revenue: a _____					
b ATCH 25				1,053,079.	231,299.
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				54,364,070.	24,100.
13 Total. Add line 12, columns (b), (d), and (e)					54,388,170.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
10	ANNENBERG LEARNER USES MEDIA AND TELECOMMUNICATIONS TO ADVANCE EXCELLENT TEACHING IN AMERICAN SCHOOLS. THIS MANDATE IS CARRIED OUT CHIEFLY BY THE FUNDING AND BROAD DISTRIBUTION OF EDUCATIONAL VIDEO PROGRAMS WITH COORDINATED WEB AND PRINT MATERIALS FOR THE PROFESSIONAL DEVELOPMENT OF K-12 TEACHERS. IT IS PART OF THE ANNENBERG FOUNDATION AND ADVANCES THE FOUNDATION'S GOAL OF ENCOURAGING THE DEVELOPMENT OF MORE EFFECTIVE WAYS TO SHARE IDEAS AND KNOWLEDGE.
11A	AS A MAJOR SUPPORTER OF THE PHILADELPHIA ORCHESTRA ASSOCIATION (THE ASSOCIATION), THE FOUNDATION WORKED CLOSELY WITH THE ASSOCIATION THROUGH ITS CHAPTER 11 BANKRUPTCY TO ENSURE THE ORGANIZATION'S SUSTAINABILITY. IN AN AGREEMENT DATED SEPTEMBER 15, 2003, THE FOUNDATION GRANTED \$50 MILLION TO THE ASSOCIATION'S ENDOWMENT. DURING THE CHAPTER 11 REORGANIZATION, THE FOUNDATION AND THE ASSOCIATION COLLABORATED ON A NEW TRUST AGREEMENT TO REDEFINE THE PARAMETERS AND REITERATE THE RESTRICTIONS ON THOSE ENDOWMENT FUNDS (THE TRUST AGREEMENT), WHICH PROVIDES FOR THE TRANSFER OF CERTAIN ASSETS TO THE PHILADELPHIA ORCHESTRA ASSOCIATION GRANTOR TRUST (THE GRANTOR TRUST), WITH THE NORTHERN TRUST COMPANY, AS TRUSTEE FOR THE

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, and (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

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

Table with 2 columns: Line No. and Description. The first row contains the text: 'ASSOCIATION'S USE AND BENEFIT, ON TERMS AND CONDITIONS SET FORTH IN THE TRUST AGREEMENT.'

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(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. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are 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 (other than section 501(c)(3)) or in section 527?
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 PAUL MANGANIELLO 08/03/2016 DIRECTOR, INV & TREA
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: RUSLEE ARMSTRONG
Preparer's signature: Russlee Armstrong Date: 11-8-16
Firm's name: GRANT THORNTON LLP Firm's EIN: 36-605558
Firm's address: 2001 MARKET STREET, SUITE 700 PHILADELPHIA, PA 19103 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)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	VAR 32913886.	VAR
		PASSTHROUGH: SHORT TERM CAPITAL PROPERTY TYPE: SECURITIES				P	VAR 699,004.	VAR
		PASSTHROUGH: LONG TERM CAPITAL GAINS PROPERTY TYPE: SECURITIES				P	VAR 37621283.	VAR
		PASSTHROUGH INCOME FROM CONTRACTS & STR PROPERTY TYPE: SECURITIES				P	VAR -415,369.	VAR
		PASSTHROUGH BASIS ADJUSTMENT PROPERTY TYPE: SECURITIES				P	VAR 20,117.	VAR
TOTAL GAIN(LOSS)							<u>70838921.</u>	

Schedule of Contributors

2015

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

Name of the organization THE ANNENBERG FOUNDATION	Employer identification number 23-6257083
---	---

Organization type (check one):

- | Filers of: | Section: |
|--------------------|---|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE ANNENBERG FOUNDATION	Employer identification number 23-6257083
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CALIFORNIA COMMUNITY FOUNDATION UNION BANK BUILDING, 455 S FIGUEROA ST LOS ANGELES, CA 90071	\$ 54,152.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

Name of organization THE ANNENBERG FOUNDATION

Employer identification number
23-6257083

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

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

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

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

FORM 990-PF, PART IX-A

LINE 1:

THE ANNENBERG SPACE FOR PHOTOGRAPHY (LOS ANGELES, CA)

THE ANNENBERG SPACE FOR PHOTOGRAPHY IS A CULTURAL DESTINATION DEDICATED TO EXHIBITING COMPELLING PHOTOGRAPHY. IT IS THE FIRST SOLELY PHOTOGRAPHIC CULTURAL DESTINATION IN LOS ANGELES. ANNENBERG SPACE FOR PHOTOGRAPHY CONVEYS A RANGE OF HUMAN EXPERIENCES AND SERVES AS AN EXPRESSION OF THE PHILANTHROPIC WORK OF THE ANNENBERG FOUNDATION AND ITS DIRECTORS. THE INTIMATE ENVIRONMENT FEATURES STATE-OF-THE-ART, HIGH-DEFINITION DIGITAL TECHNOLOGY AS WELL AS TRADITIONAL AND DIGITAL PRINTS BY SOME OF THE WORLD'S MOST RENOWNED AND EMERGING PHOTOGRAPHERS. THE EXHIBITS CHANGE MULTIPLE TIMES PER YEAR TO ATTRACT NEW AUDIENCES; AND, THE COMMON THREAD THROUGHOUT IS ONE OF RICH EMOTION. THE PHOTOGRAPHY SPACE INFORMS AND INSPIRES THE PUBLIC BY CONNECTING PHOTOGRAPHERS, PHILANTHROPY AND THE HUMAN EXPERIENCE THROUGH POWERFUL IMAGERY AND STORIES. ADMISSION IS FREE. IN ADDITION, THE ANNENBERG FOUNDATION HAS A SECOND LOCATION CALLED SKYLIGHT STUDIOS THAT SERVES AS AN EXTENSION OF THE PHOTOGRAPHY SPACE. SKYLIGHT STUDIOS SERVES AS THE VENUE FOR MULTI-MEDIA CONTENT AND EVENTS, INCLUDING LECTURES, INSTALLATIONS THAT ARE EXTENSIONS OF THE PHOTOGRAPHY SPACE'S EXHIBITS, MEET & GREETINGS AND WORKSHOPS. THESE DEEPEN THE CONNECTION AND ACCESSIBILITY BETWEEN PHOTOGRAPHERS AND PUBLIC GUESTS. IN ADDITION, FOR A DONATION TO COVER OPERATIONAL COSTS, ENTITIES WITH A SIMILAR MISSION AND VISION THAT ARE HOLDING THEIR OWN EVENTS MAY UTILIZE SKYLIGHT STUDIOS AS THE VENUE FOR THEIR EVENTS AND MEETINGS.

WWW.ANNENBERGSPACEFORPHOTOGRAPHY.ORG

FISCAL YEAR 2015 (JANUARY 1, 2015 - DECEMBER 31, 2015)

PHOTOGRAPHY SPACE

- PUBLIC WALK-IN ATTENDANCE AT THE PHOTO SPACE: 55,323
- ATTENDANCE AT OPENING-WEEK EVENTS & SPECIAL EVENTS: 23,269 (1,271 EXHIBIT OPENING EVENTS) AND (21,999 EMERGING SUMMER CONCERTS)
- NUMBER OF EXHIBITS: 3

SINK OR SWIM: DESIGNING FOR A SEA CHANGE (12/13/14-5/3/15), EMERGING (6/6/15-9/20/15), LIFE: A JOURNEY THROUGH TIME (10/24/15-3/20/16)

- NUMBER OF WEEKLY THURSDAY NIGHT LECTURES: 43
- NUMBER OF PEOPLE ATTENDING LECTURES: 5,055 (AVERAGE OF 117 PEOPLE PER LECTURE)
- NUMBER OF PUBLIC PROGRAMMING AND WORKSHOP EVENTS: 20
- PUBLIC PROGRAMMING ATTENDANCE: 1,837

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SKYLIGHT STUDIOS

- PUBLIC WALK-IN ATTENDANCE AT SKYLIGHT STUDIOS: 16,462
- NUMBER OF EXHIBITS: 3

TRACKS (10/4/14-5/3/15), EMERGING EXPERIENCE (6/6/15-9/20/15), PEARLS OF THE PLANET (10/25/15-3/20/16)

SINCE OPENING MARCH 27, 2009 TO DECEMBER 31, 2015:

- PUBLIC WALK-IN ATTENDANCE: 534,745
- ATTENDANCE AT OPENING-WEEK EVENTS & SPECIAL EVENTS: 22,014
- NUMBER OF EXHIBITS: 17

EXHIBITS:

1. L8S ANG3LES (3/27/09-6/30/09)
2. POYI (7/11/09-11/1/09)
3. SPORT (11/14/09-3/14/10)
4. WATER (3/27/10-6/13/10)
5. POYI #2 (6/26/2010-10/10/2010)
6. EXTREME (10/23/2010-4/17/2011)
7. BEAUTY CULTURE (5/28/2011 -11/27/2011)
8. DIGITAL DARKROOM (12/17/2011-5/28/2012)
9. WHO SHOT ROCK N' ROLL (6/23/2012-10/7/2012)
10. NO STRANGERS: ANCIENT WISDOM IN A MODERN WORLD (11/17/2012-2/24/2013)
11. WAR/PHOTOGRAPHY (3/23/2013-6/2/2013)
12. HELMUT NEWTON (6/29/2013-9/9/2013)
13. NATIONAL GEOGRAPHIC: 125TH ANNIVERSARY (10/26/2013-4/27/2014)
14. COUNTRY (5/31/14-9/28/14)
15. SINK OR SWIM: DESIGNING FOR A SEA CHANGE (12/13/14-5/3/15)
16. EMERGING (6/6/15-9/20/15)
17. LIFE: A JOURNEY THROUGH TIME (10/24/15-3/20/16)

- NUMBER OF WEEKLY THURSDAY NIGHT LECTURES: 277
- NUMBER OF PEOPLE ATTENDING LECTURES: 44,865 (AVERAGE OF 162 PEOPLE PER LECTURE)
- NUMBER OF PEOPLE RECEIVING OUR ENEWSLETTER: 31,508
- NUMBER OF WEBSITE VISITORS: 382,081 VISITORS IN 2015 TOTALING 2,372,990 VISITORS SINCE MARCH 2009
- NUMBER OF PAGE VIEWS: 1,176,870 PAGE VIEWS IN 2015 TOTALING 6,243,977 VIEWS SINCE MARCH 2009

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

FORM 990-PF, PART IX-A

LINE 2:

METABOLIC STUDIO LLC (LOS ANGELES, CA)

IN 2015 THE METABOLIC STUDIO AWARDED A TOTAL OF \$3,902,999 IN GRANTS TO 82 UNIQUE NON-PROFIT ORGANIZATIONS. OF THAT AMOUNT, \$1,385,209 WAS GIVEN TO THE ARTS, \$900,000 WAS GIVEN TO CIVIC AND COMMUNITY, \$575,000 WAS GIVEN TO HEALTH AND HUMAN SERVICES, \$924,790 WAS GIVEN TO ANIMAL SERVICES AND ENVIRONMENT, AND \$118,000 WAS GIVEN TO EDUCATION AND YOUTH DEVELOPMENT.

THE METABOLIC STUDIO, A DIRECT CHARITABLE ACTIVITY OF THE ANNENBERG FOUNDATION, IS AN ORGANIZATION FOCUSED ON PARADIGM SHIFTS, PRODUCING DEVICES OF WONDER TO CREATE THE POTENTIAL FOR TRANSFORMING SOCIAL, POLITICAL, AND PHYSICAL BROWNFIELDS INTO HEALTHY AND PRODUCTIVE LIVING SYSTEMS. THE STUDIO CONCENTRATES ON AREAS WITHIN THE ARTS, CIVICS AND COMMUNITY, AGRICULTURE AND ENVIRONMENT, DISASTER RELIEF, AND VETERANS' ISSUES.

IN FISCAL YEAR 2015 THE METABOLIC STUDIO CONTINUED WORKING IN LOS ANGELES AND OWENS VALLEY TO SUPPORT FREE PUBLIC PROGRAMMING THAT EXPLORES, AMONG OTHER SUBJECTS, WATER, SEED, SOIL-BUILDING, REMEDIATION, SUSTAINABILITY, AND COMMUNITY PROCESS. METABOLIC STUDIO CONTINUED DEVELOPING THEIR WEBSITE AT WWW.METABOLICSTUDIO.ORG IN ADDITION TO ITS SOCIAL MEDIA OUTLETS.

THE METABOLIC STUDIO IS NOW IN ITS SEVENTH YEAR OF OPERATING FROM THE VA WEST LOS ANGELES MEDICAL CENTER PROPERTY (VA-WLA). HERE, AMONG MANY OTHER ACTIONS, THE METABOLIC STUDIO CONTINUED TO MAINTAIN A THERAPEUTIC VEGETABLE GARDEN FOR THE ENJOYMENT AND PARTICIPATION OF VETERANS. PARTICIPANTS IN THERAPY PROGRAMS ON THE CAMPUS AND THE BROADER VETERAN COMMUNITY ARE INVITED TO LEARN AND PARTICIPATE IN ORGANIC JUICING WORKSHOPS THAT PROMOTE HEALTHY GROWING AND EATING. THE METABOLIC STUDIO ALSO HOSTED SEVERAL EVENTS IN 2015 CELEBRATING VETERANS INCLUDING 'RESPECT AND A BBQ', AN ANNUAL FREE BARBECUE LUNCH ON VETERAN'S DAY OPEN TO ALL VETERANS AND THEIR FAMILIES AND A VETERAN'S ICE CREAM PICNIC ON INDEPENDENCE EVE, JULY 3RD.

IN THE OWENS VALLEY, THE METABOLIC STUDIO CONTINUES TO WORK TO CONNECT THE CITY OF LOS ANGELES WITH ITS WATERSHED AND THE COMMUNITIES THAT LIVE THERE. AS A COMPONENT OF ITS CONSIDERATION OF A CENTURY OF WATER USE,

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

THE STUDIO CREATED THE DWP IOU GARDEN ON MAIN STREET IN LONE PINE, CALIFORNIA. IN FISCAL YEAR 2015, THE IOU GARDEN CONTINUED TO PRODUCE AND DISTRIBUTE FREE ORGANIC SOIL TO THE OWENS VALLEY COMMUNITY AND PROVIDED BOTH A FOOD-GROWING SITE FOR LOCAL FOOD BANKS AND A LOCUS FOR COMMUNITY EDUCATION AND DISCUSSION. THE IOU GARDEN TAUGHT FREE WEEKLY PUBLIC WORKSHOPS ON SUSTAINABLE GROWING PRACTICES DURING THE SUMMER GROWING SEASON AND HOSTED REGULAR OPEN COMMUNITY CONVERSATIONS. IN 2015, THE STUDIO CONTINUED TO PRODUCE THE IOU THEATRE, A SUMMER STOCK RADIO PLAY SERIES THAT FEATURED OWENS VALLEY COMMUNITY MEMBERS. THE IOU THEATRE GAVE LIVE PERFORMANCES AT THE DOUBLE L BAR AND LOCAL SCHOOLS IN LONE PINE, CA AND BROADCAST THOSE PERFORMANCES ONLINE AND ON THE RADIO.

IN DOWNTOWN LOS ANGELES, THE METABOLIC STUDIO CONTINUED TO PLAN AND DESIGN BENDING THE RIVER BACK INTO THE CITY. WITH THE ASSISTANCE OF OVER 25 GOVERNMENTAL PERMITTING AGENCIES (CITY, COUNTY, STATE, AND FEDERAL), THIS PROJECT WILL CONSIST OF AN AQUEDUCT DIVERTING WATER FROM THE LOS ANGELES RIVER, A 70-FOOT WATER WHEEL TO LIFT AND DELIVER THE WATER, AND A STORAGE AND TREATMENT CENTER FOR DISTRIBUTION AND BENEFICIAL USE AT VARIOUS COMMUNITY LOCATIONS ALONG THE LOS ANGELES RIVER CORRIDOR. THE METABOLIC STUDIO AIMS TO RAISE PUBLIC CONSCIOUSNESS THROUGHOUT THE CITY REGARDING THE SOURCE OF ITS WATER AND TO CREATE AN AWARENESS TO APPRECIATE AND CONSERVE THIS PRECIOUS AND LIMITED RESOURCE ESPECIALLY IN A TIME OF A LONG, CRIPPLING DROUGHT.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

FORM 990-PF, PART IX-A

LINE 3:

EXPLORE ANNENBERG LLC (LOS ANGELES, CA)

EXPLORE ANNENBERG LLC ('EXPLORE') IS A PHILANTHROPIC MULTIMEDIA PROJECT OF THE ANNENBERG FOUNDATION WHOSE MISSION IS TO CHAMPION THE SELFLESS ACTS OF OTHERS, CREATE A PORTAL INTO THE SOUL OF HUMANITY AND INSPIRE LIFELONG LEARNING. EXPLORE SHOWCASES THE SELFLESS ACTS OF INDIVIDUALS AND NON-PROFIT ORGANIZATIONS AROUND THE WORLD THROUGH DOCUMENTARIES, SHORT FILMS, PHOTOGRAPHS, LIVE CAMS, WEB CONTENT AND SOCIAL MEDIA.

EXPLORE USES THE EXPLORE.ORG PORTAL AS WELL AS NON-PROFIT PARTNER SITES, FILM FESTIVALS, ONLINE DISTRIBUTION, SUCH AS HULU AND YOUTUBE, EDUCATIONAL PROGRAMMING ACCESSIBLE ON CABLE AND SATELLITE TELEVISION, LIBRARY DISTRIBUTION, AND SOCIAL MEDIA SUCH AS FACEBOOK AND TWITTER, AS PLATFORMS TO REACH AN AUDIENCE TO CONNECT PEOPLE, IDEAS, COMMUNITIES AND CULTURES.

IN 2015, \$3,266,100 WAS AWARDED TO 27 NON-PROFIT ORGANIZATIONS. THE GRANTEES WERE IDENTIFIED DURING FACT-FINDING MISSIONS, MEETINGS, AND SPECIALS PROJECTS.

SEVERAL PROJECTS ARE HIGHLIGHTED BELOW:

- LONG BEACH OPERA, TO SUPPORT THE OPERA "FALLUJAH," A PRODUCTION BASED ON THE LIFE OF UNITED STATES MARINE CORPS SERGEANT CHRISTIAN ELLIS, PERFORMED AT THE LONG BEACH OPERA. GRANT: \$297,100
- NATIONAL AUDUBON SOCIETY, TO PROVIDE SUPPORT FOR THE SEABIRD RESTORATION PROGRAM ACTIVITIES IN MAINE, WHICH WORKS TO PROTECT CRITICAL NESTING HABITATS FOR THREATENED COLONIES OF PUFFINS AND TERNS, AS WELL AS OSPREYS AND BALD EAGLES. GRANT: \$300,000
- EAST COAST ASSISTANCE DOGS, TO SUPPORT THE ORGANIZATION'S MISSION TO ENABLE PEOPLE WITH DISABILITIES TO GAIN GREATER INDEPENDENCE AND MOBILITY THROUGH THE USE OF SPECIALLY EDUCATED DOGS. GRANT: \$100,000
- SERVICE DOG PROJECT, TO SUPPORT THE ORGANIZATION'S MISSION TO TRAIN GREAT DANES FOR PEOPLE WITH BALANCE AND MOBILITY LIMITATIONS, WITH PRIORITY BEING GIVEN TO VETERANS AND THEIR FAMILIES. GRANT: \$300,000

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- K9S FOR WARRIORS, TO PROVIDE SUPPORT THE ORGANIZATION'S MISSION TO PROVIDE SERVICE CANINES TO WARRIORS SUFFERING FROM POST-TRAUMATIC STRESS DISORDER (PTSD) OR TRAUMATIC BRAIN INJURY AS A RESULT OF MILITARY SERVICE POST 9/11. GRANT: \$250,000

DOG BLESS YOU

THE DOG BLESS YOU COMMUNITY GREW TO 900,000 SUPPORTERS IN THE YEAR 2015, EXPANDING THE REACH OF THE PROJECT BY SEVERAL HUNDRED THOUSAND FACEBOOK FANS. DBY HIGHLIGHTS THE VALUE OF THE HUMAN AND ANIMAL BOND AS A RESOURCE FOR COMPANIONSHIP AND PSYCHOLOGICAL SUPPORT.

DBY CHALLENGES INDIVIDUALS ON FACEBOOK TO CREATE AWARENESS AND GROW THE COMMUNITY. EXPLORE VIEWS THE DBY COMMUNITY AS AN ONGOING ASSET FOR PHILANTHROPIC GIVING. WE CONTINUED TO GROW OUR NETWORK OF COMMUNITY LEADERS AND MODERATORS.

THE DOG BLESS YOU COMMUNITY HAS CONTINUED TO WATCH AND PROMOTE EXPLORE'S DOG LIVE CAMS. DURING 2015, EXPLORE MAINTAINED PARTNERSHIPS WITH SERVICE DOG PROJECT, EAST COAST ASSISTANCE DOGS, AND WARRIOR CANINE CONNECTION THROUGH THE EXPLORE LIVE DOG CAMS, WHICH DRIVE A LARGE PORTION OF TRAFFIC TO EXPLORE.ORG.

LIVE CAMS (PEARLS OF THE PLANET)

IN 2015, EXPLORE CONTINUED TO GROW THE LIVE CAM MISSION TO BRING PEOPLE CLOSER TO NATURE USING LIVE CAMERAS ON PLACES AND ANIMALS AROUND THE WORLD. DUBBED PEARLS OF THE PLANET, THE INITIATIVE CONTINUES TO BE A VEHICLE FOR PHILANTHROPIC GIVING, NGO PARTNERSHIPS AND WIDESPREAD INSPIRATION.

EXPLORE CONTINUES TO POSITION ITS LIVE CAM NETWORK AS A GLOBAL MEDIA BRAND - TO DATE, LIVE CAMS VIEWERSHIP HAS EXCEEDED 430 MILLION STREAMS SINCE ITS INCEPTION, REPRESENTING TENS OF MILLIONS OF HOURS OF CONTENT WATCHED BY PEOPLE AROUND THE WORLD. BY THE END OF 2015, EXPLORE HOSTED OR FEATURED OVER 100 LIVE CAMS. EXPLORE HOSTED OVER 100 LIVE CHATS WITH OUR NON-PROFIT PARTNERS, INCLUDING KATMAI NATIONAL PARK AND PRESERVE, AUDUBON SOCIETY, AND POLAR BEARS INTERNATIONAL, OFFERING OUR GLOBAL AUDIENCE THE OPPORTUNITY TO INTERACT WITH NON-PROFIT LEADERS AND EXPERTS IN THE FIELD.

EXPLORE HAS PARTNERED WITH NEW EARTH, A LOS ANGELES-BASED NONPROFIT THAT

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WORKS WITH YOUNG ADULTS, IN A COLLABORATIVE EFFORT TO GIVE KIDS RECENTLY OUT OF THE JUVENILE JUSTICE SYSTEM REAL JOBS AND MARKETABLE SKILLS. NEW EARTH WORKS WITH YOUNG MEN AND WOMEN FROM 15 DETENTION CENTERS IN SOUTHERN CALIFORNIA DURING AND AFTER INCARCERATION. FOR TEENS WITH A HISTORY OF INCARCERATION, FINDING EMPLOYMENT - ESPECIALLY JOBS THAT LEAD TO SUCCESSFUL CAREERS - PROVES TO BE AN INSURMOUNTABLE CHALLENGE. MANY FALL INTO UNEMPLOYMENT, POVERTY, AND CRIME. WORKING WITH EXPLORE, NEW EARTH HAS EMPLOYED MORE THAN 30 CAMERA OPERATORS THAT ASSIST ON THE EXPLORE WEBCAMS, GIVING THEM TECHNICAL TRAINING AND TEACHING THEM FILM EDITING, PRODUCTION AND MULTIMEDIA SKILLS. MORE THAN A MILLION PEOPLE WATCH THE FEEDS ONLINE EVERY MONTH TO GET A GLIMPSE OF THE MOST REMOTE REGIONS OF THE WORLD, BUT FEW KNOW THAT BEHIND THOSE CAMERAS ARE FORMER INCARCERATED JUVENILES IN LOS ANGELES.

TO PROVIDE VIEWERS WITH TOOLS FOR CAPTURING MOMENTS ON THE CAMS AND ENHANCING USER EXPERIENCES, EXPLORE.ORG DEVELOPED AND IMPLEMENTED

OF WHICH ARE BEING USED BY SCIENTISTS TO UNLOCK SECRETS OF SPECIES AND EXPAND UPON A BODY OF DATA PREVIOUSLY UNAVAILABLE.

IN SOME CASES, VIEWERS HAVE CONTRIBUTED TO SCIENCE BY NOTING UNUSUAL WILDLIFE BEHAVIOR (SUCH AS A GRIZZLY BEAR ADOPTING AN ORPHANED CUB) OR ALERTED AUTHORITIES TO SUSPICIOUS ACTIVITY AT THE NATIONAL PARKS. TEACHERS HAVE USED THE CAMS TO INTEREST INNER CITY KIDS IN NATURE, TO HELP AUTISTIC CHILDREN FOCUS, AND TO EDUCATE UNDERPRIVILEGED CHILDREN ABOUT NATURE THAT THEY WOULD NOT OTHERWISE EXPERIENCE.

IN 2015, EXPLORE CONTINUED TO SUPPORT POLAR BEARS 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. IN 2015, EXPLORE RAN A SOCIAL MEDIA AWARENESS CAMPAIGN ON TWITTER/INSTAGRAM IN PARTNERSHIP WITH BBC EARTH, ABC, USA TODAY AND CBC FOR POLAR BEAR WEEK.

EXPLORE FEATURED AND SUPPORTED THE BROWN BEAR CAMS IN 2015 THROUGH THE ONGOING PARTNERSHIP WITH KATMAI NATIONAL PARK AND PRESERVE IN ALASKA. THE BROWN BEAR CAMS CAPTURE OVER A HUNDRED BROWN BEARS THAT DESCEND ON A MILE LONG STRETCH OF BROOKS RIVER TO FEAST ON THE LARGEST SOCKEYE SALMON RUN IN THE WORLD. THE BROWN BEAR CAMS HAVE CONTINUED TO INSPIRE A DEDICATED COMMUNITY OF FAITHFUL VIEWERS AT EXPLORE.ORG/BEARS.

PRESS & DISTRIBUTION

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AS PART OF EXPLORE'S CONTINUING MISSION TO COMMUNICATE WITH THE PUBLIC AND SPREAD THE MESSAGE OF ITS MISSION TO AS MANY PEOPLE AS POSSIBLE, EXPLORE FURTHER INCREASED ITS PRESS AND DISTRIBUTION DURING 2015. EXPLORE CONTINUED ITS MISSION OF PROVIDING INSPIRATIONAL CONTENT TO PEOPLE EVERYWHERE INCLUDING THOUSANDS OF PLACEMENTS FROM NUMEROUS STORIES IN PARTNERSHIP WITH THE ASSOCIATED PRESS, ANIMAL PLANET, DISCOVERY EDUCATION, NATIONAL GEOGRAPHIC KIDS, NEW YORK TIMES, REUTERS, MOTHER NATURE NETWORK, CCTV, AND AFP, USA TODAY, DISNEY, ABC, CNN, CBC, BBC AND THE GUARDIAN.

ADDITIONALLY, EXPLORE PROVIDED COMMERCIAL FREE CONTENT TO HUNDREDS OF NEWSPAPERS, WEBSITES AND RADIO STATIONS. COVERAGE SPANNED THE GLOBE, WITH EXPLORE.ORG GENERATING MEDIA COVERAGE AND TRAFFIC FROM 36 COUNTRIES INCLUDING JAPAN, INDIA, UAE, GERMANY, CHINA, BRAZIL, THE EUROPEAN UNION AND MORE.

IN 2015 EXPLORE CONTINUED TO CULTIVATE OUR EXISTING HIGHLY ENGAGED COMMUNITIES ON SOCIAL CHANNELS AND ON EXPLORE.ORG. THIS IS DEMONSTRATED BY THE INCREASE OF TRAFFIC ON EXPLORE.ORG, THE INCREASED AMOUNT OF TIME PEOPLE SPEND ON THE WEBSITE, AND THE CONVERSATIONS AND INTERACTIONS PEOPLE ARE HAVING ONLINE REGARDING EXPLORE'S CONTENT. EXPLORE UTILIZES THE POWER OF SOCIAL MEDIA BY ACTIVATING AND INSPIRING COMMUNITIES ON FACEBOOK, TWITTER, INSTAGRAM, PINTEREST AND TUMBLR. ACROSS MORE THAN 20 ACCOUNTS ON SOCIAL NETWORKS, EXPLORE.ORG CONTENT HAS GENERATED MILLIONS OF IMPRESSIONS.

IN 2015, EXPLORE STREAMED APPROXIMATELY 89,237,684 LIVE VIEWS OF CONTENT TO ITS VIEWERS ON AND OFF THE EXPLORE.ORG DOMAIN. THE WEBSITE ATTRACTED 5,084,312 UNIQUE USERS, AND GENERATED 53,002,963 PAGE VIEWS.

EXPLORE.ORG ANALYTICS FOR 2015

WEBSITE

11,446,989 VISITS
5,084,312 UNIQUE VISITORS
53,002,963 PAGEVIEWS
0:46:30 AVG. SESSION DURATION

STREAMING - USTREAM

96 CAMERAS
24,000,573 LIVE VIEWS

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12,501,590 UNIQUE VIEWS
3,716,088 VIEWER HOURS

STREAMING - YOUTUBE (LIVE AND VOD)
65,803,729 VIEWS
15,076,814 ESTIMATED HOURS WATCHED

MOBILE APPS
63,496 USERS
713,679 SESSIONS
6,109,343 SCREEN VIEWS
0:32:18 AVG. SESSION DURATION

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

FORM 990-PF, PART IX-A

LINE 4:

ANNENBERG LEARNER (WASHINGTON, DC)

ANNENBERG LEARNER, A PROGRAM OF THE ANNENBERG FOUNDATION, ADVANCES EXCELLENT TEACHING IN AMERICAN SCHOOLS BY CREATING AND DISTRIBUTING MULTIMEDIA EDUCATIONAL RESOURCES FOR TEACHERS AND STUDENTS. THESE RESOURCES PROVIDE CURRENT INFORMATION ON LEARNING RESEARCH AND CONTENT UPDATES IN MANY DISCIPLINES. THOUSANDS OF TEACHERS USE THE MATERIALS FOR CONTINUING EDUCATION TO EARN GRADUATE CREDIT, WHILE UPDATING THEIR SUBJECT AREA KNOWLEDGE AND REFINING THEIR TEACHING PRACTICE. ANNENBERG LEARNER CONTRACTS WITH AWARD-WINNING MULTIMEDIA PRODUCERS WHO WORK WITH ACADEMIC AND PROFESSIONAL DEVELOPMENT EXPERTS IN EACH DISCIPLINE TO CREATE THE VIDEO, PRINT, AND WEB RESOURCES. ANNENBERG LEARNER DISTRIBUTES THESE RESOURCES IN HARD COPY FORMAT (PRINT GUIDES AND DVDS) AS WELL AS IN ELECTRONIC FORM THROUGH ITS WEBSITE: WWW.LEARNER.ORG.

ALL RESOURCES, INCLUDING VIDEO, AUDIO, TEXT MATERIALS, AND INTERACTIVE EXHIBITS CAN BE ACCESSED AT NO COST THROUGH LEARNER.ORG. THE SITE IS ONE OF THE MOST USED FOR TEACHER PROFESSIONAL DEVELOPMENT. TEACHERS AND OTHER VISITORS ARE REFERRED TO LEARNER.ORG BY EDUCATIONAL WEBSITES AND BLOGS INCLUDING WEEBLY, OPEN CULTURE, SCIENCE SPOT, ALL IN ONE HOMESCHOOL, FACEBOOK, GOOGLE CLASSROOM, AND SCORES OF OTHERS. THE MOST FREQUENTLY ACCESSED COURSES ON LEARNER.ORG IN 2015 WERE: THE HABITABLE PLANET, DESTINOS, DISCOVERING PSYCHOLOGY, LEARNING MATH: GEOMETRY, AND ART THROUGH TIME. THE TOP COURSES TAKEN BY TEACHERS FOR GRADUATE EDUCATION CREDIT WERE: NEUROSCIENCE AND THE CLASSROOM, TEACHING READING K-2 WORKSHOP, INSIGHTS INTO ALGEBRA 1: TEACHING FOR LEARNING, THE LEARNING CLASSROOM, AND LEARNING SCIENCE THROUGH INQUIRY. ADDITIONALLY, 45 COLLEGES AND UNIVERSITIES LICENSED THE COURSES AS OFFERINGS FOR UNDERGRADUATE CREDIT, BOTH ON CAMPUS AND AT A DISTANCE. AMONG THE MOST FREQUENTLY LICENSED COURSES WERE AMERICAN CINEMA, DESTINOS, AGAINST ALL ODDS, ART OF THE WESTERN WORLD, AND DISCOVERING PSYCHOLOGY.

LEARNING INTERACTIVES FOR STUDENTS ACCOUNTED FOR MORE THAN HALF OF THE SITE VISITS ON LEARNER.ORG. THE TOP FIVE MOST USED TITLES IN THIS CATEGORY IN 2015 WERE: DYNAMIC EARTH, ROCK CYCLE, AMUSEMENT PARK PHYSICS, AND ELEMENTS OF A STORY.

TWO NEW RESOURCES PREMIERED IN FY 2015. THE FIRST, TITLED ESSENTIAL LENS: ANALYZING PHOTOGRAPHS ACROSS THE CURRICULUM, INSPIRES TEACHERS TO USE

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

PHOTOGRAPHS WITH THEIR TEACHING, AND PROVIDES PRACTICAL METHODS TO FACILITATE THE USE OF THESE MATERIALS IN CLASSROOM SETTINGS ACROSS DISCIPLINES. THE COURSE WEBSITE INCLUDES 13 RIGHTS-CLEARED PHOTOGRAPH COLLECTIONS WITH ACCOMPANYING LESSONS FOR TEACHERS TO USE IN SCIENCE, MATHEMATICS, HISTORY, AND ENGLISH LANGUAGE ARTS. THE SECOND COURSE WAS READING & WRITING IN THE DISCIPLINES. LIKE ESSENTIAL LENS, IT WAS DEVELOPED FOR TEACHERS IN FOUR DISCIPLINE AREAS IN MIDDLE AND HIGH SCHOOLS. THE RESOURCE HELPS TEACHERS UNDERSTAND HOW TO INSTILL THE LITERACY SKILLS OF THEIR DISCIPLINE IN STUDENTS. HISTORY TEACHERS GUIDE STUDENTS TO READ FROM A HISTORICAL STANCE, MATHEMATICS TEACHERS HELP STUDENTS INTERPRET A PROBLEM BEFORE SOLVING IT, AND SCIENCE TEACHERS ORGANIZE STUDENTS INTO COLLABORATIVE TEAMS. BOTH OF THESE RESOURCES ARE ALIGNED WITH COMMON CORE STATE STANDARDS AND THE NEXT GENERATION SCIENCE STANDARDS.

ANNENBERG LEARNER CONTINUED TO WORK WITH THREE CREDIT-GRANTING INSTITUTIONS TO GIVE TEACHERS ACROSS THE COUNTRY THE OPTION TO ACQUIRE EITHER GRADUATE CREDIT OR CONTINUING EDUCATION UNITS FOR ANNENBERG LEARNER COURSES. THESE ARE UNIVERSITY OF SAN DIEGO, WHICH OFFERED 10 LEARNER COURSES THROUGH ITS PROFESSIONAL AND CONTINUING EDUCATION DIVISION; LONG-TIME PARTNER COLORADO STATE UNIVERSITY, WHICH OFFERED 15 TITLES FOR CONTINUING EDUCATION UNITS, AND 63 TITLES FOR GRADUATE CREDIT. PBS TEACHERLINE OFFERED FIVE ANNENBERG LEARNER COURSES AS MODERATED ONLINE PROFESSIONAL DEVELOPMENT EXPERIENCE WITH OPTIONAL GRADUATE CREDIT AND ANOTHER 19 TITLES AS SELF-PACED SHORT COURSES.

EXTENDING ITS OUTREACH TO TEACHERS, ANNENBERG LEARNER FOR THE SECOND YEAR HELD TWO SUMMER PROFESSIONAL DEVELOPMENT INSTITUTES WITH THE NEWSEUM, WHICH FEATURED THE RESOURCES OF BOTH ORGANIZATIONS. PARTICIPANTS USED MATERIALS FROM THE NEWSEUM'S COLLECTION AND LEARNER TO INCORPORATE MEDIA INTO THEIR LESSONS. ANNENBERG LEARNER ALSO CONTRIBUTED RESOURCES TO THE CIVICS RENEWAL NETWORK'S WEBSITE. THE NETWORK IS AN ALLIANCE OF 26 ORGANIZATIONS WORKING TOGETHER TO RAISE THE VISIBILITY OF CIVICS EDUCATION, IMPROVE THE QUALITY OF CLASSROOM RESOURCES, AND STRENGTHEN CIVIC LIFE IN THE UNITED STATES. ANNENBERG LEARNER ALSO SPONSORED AN EVENT AT THE SMITHSONIAN INSTITUTION FOR THE NATIONAL TEACHERS OF THE YEAR. THE GROUP OF TOP TEACHERS DURING THEIR VISIT TO THE NATION'S CAPITAL SPENT THE DAY TOURING THE SMITHSONIAN COLLECTIONS AND ALSO LEARNED ABOUT NEW RESOURCES FROM ANNENBERG LEARNER. THE TEACHERS WERE ABLE TO SHARE THE RESOURCES WITH THEIR COLLEAGUES IN THEIR RESPECTIVE SCHOOLS, DISTRICTS, AND STATES.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ANNENBERG LEARNER CONTINUED ITS OUTREACH TO THE WIDER EDUCATION COMMUNITY WORKING WITH NATIONAL ORGANIZATIONS IN MATERIALS PRODUCTION AND DISTRIBUTION. STAFF ATTENDED NATIONAL EDUCATION CONFERENCES HOSTED BY NATIONAL SCIENCE TEACHERS ASSOCIATION, NATIONAL COUNCIL FOR THE TEACHERS OF MATHEMATICS, INTERNATIONAL LITERACY ASSOCIATION, AND THE NATIONAL COUNCIL ON SOCIAL STUDIES. SOCIAL MEDIA CAMPAIGNS CONTINUED THROUGH FACEBOOK, TWITTER, YOUTUBE, GOOGLE+, AND PINTEREST. LEARNER ALSO CREATED A GROUP PAGE ON LINKEDIN THAT FOCUSES ON PROMOTING PROFESSIONAL DEVELOPMENT. THE ANNENBERG LEARNER BLOG, LEARNERLOG, PROVIDES TEACHERS WITH IN-DEPTH DISCUSSIONS OF CONTENT AND TEACHING ISSUES.

JOURNEY NORTH, A POPULAR CITIZEN SCIENCE PROGRAM FOR GRADES 5-12 THAT ENGAGES STUDENTS IN A GLOBAL STUDY OF WILDLIFE MIGRATION AND SEASONAL CHANGE, REACHED ITS 22ST YEAR WITH ANNENBERG LEARNER.

NUMBER OF SEMESTER-LONG TEACHER WORKSHOPS AND COURSES PROVIDED TO SCHOOLS AND TEACHERS: 105

NUMBER OF ANNENBERG LEARNER EDUCATIONAL WEB PAGES VIEWED: 12 MILLION PER MONTH, ON AVERAGE

NUMBER OF INDIVIDUAL VISITS TO ANNENBERG LEARNER: 1.2 MILLION PER MONTH, ON AVERAGE

NUMBER OF VISITORS TO THE LEARNERLOG BLOG: 18,098

NUMBER OF SERIES DISTRIBUTED ON DVD IN THE U.S.: 1,383

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

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ANNENBERG LEARNER	401,923.
ANNENBERG SPACE FOR PHOTOGRAPHY	74,553.
METABOLIC STUDIO LLC	10,000.
TOTAL	<u>486,476.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
EVENT INCOME	85,805.		85,805.
TRAVELING PHOTOGRAPHY EXHIBITS	41,138.		41,138.
ROYALTIES	84,106.		84,106.
LICENSES	20,250.		20,250.
MISCELLANEOUS	18,645.		
INC/LOSS FROM SCHEDULES K-1		-1,364,438.	
DEF FED EXCISE TAX BENEFIT	1,034,434.		
	<u>1,284,378.</u>	<u>-1,364,438.</u>	<u>231,299.</u>
TOTALS			

ATTACHMENT 3

FORM 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>
ALTASEA PORT OF LOS ANGELES				-4,514.
COX CASTLE				3,173.
LAW OFFICES DENISE M CHRISTIAN	18,930.			18,930.
HOLLAND & KNIGHT LLP	39,204.			43,817.
RODRIGUEZ, HORI, CHOI & CAFFER	2,580.			2,580.
SEYFARTH SHAW LLP				1,105.
SHEPPARD, MULLIN, RICHTER & HA	783,401.	66,311.		1,165,759.
THE NORTHERN TRUST COMPANY	7,682.			7,682.
TOTALS	<u>851,797.</u>	<u>66,311.</u>	<u>1,238,532.</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	144,771.	2,664.		103,174.
TOTALS	<u>144,771.</u>	<u>2,664.</u>		<u>103,174.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL 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>
INVESTMENT MANAGEMENT PROGRAM CONSULTING:	16,541,470.	14,197,869.		
ANNENBERG LEARNER	1,353,275.			1,188,035.
ANNENBERG SPACE FOR PHOTOGRA	3,997,522.			4,337,170.
BALLONA URBAM ECOLOGY CENTER	65,938.			262,672.
EXPLORE	2,976,135.			3,075,726.
METABOLIC STUDIO	1,786,887.			1,694,457.
ANNENBERG VENTURES	850,159.			850,159.
GROW	30,712.			31,181.
LA N SYNC	467,105.			370,169.
WACPA	118,428.			130,902.
HUMAN RESOURCES	101,439.			94,876.
ACCOUNTING	45,379.			47,014.
COMPUTER SUPPORT	354,631.			307,154.
ADVERTISING AND MARKETING	143,547.			142,812.
COMMUNITY EVENTS	339,883.			323,035.
MISCELLANEOUS CONSULTING FEES	106,434.			144,773.
TOTALS	<u>29,278,944.</u>	<u>14,197,869.</u>		<u>13,000,135.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAX EXPENSE	117,672.	
PROPERTY & MISCELLANEOUS TAXES	202,795.	4,559.
FORIEGN TAXES PER SCHED K-1S		388,449.
FED/STATE INCOME TAX EXPENSE	39,626.	
TOTALS	<u>360,093.</u>	<u>393,008.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TEMPORARY SERVICES	986,976.			954,298.
INSURANCE	340,367.	4,601.		340,367.
MISCELLANEOUS PROGRAM EXPS:				
ALCHEMY	137,021.			137,021.
PHOTO SPACES	455,330.			468,622.
SUMMER CONCERTS	1,875,577.			1,875,577.
OTHER EVENTS	123,260.			115,036.
METABOLIC STUDIO PROGRAM SUP	276,818.			246,381.
IT EXPENSES	583,114.	10,273.		573,398.
OFFICE EXPENSES	316,903.	10,242.		322,454.
SALES EXPENSES	146,999.			142,098.
POSTAGE/FED EX	53,489.	2,107.		50,323.
EQUIPMENT/MAINTENANCE/RENTAL	273,547.	1,120.		290,140.
DUES & SUBSCRIPTIONS	186,101.			158,278.
COST OF ATTENDING SPECIAL EVEN	69,278.			69,700.
TOTALS	<u>5,824,780.</u>	<u>28,343.</u>		<u>5,743,693.</u>

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

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED STATES TREAS NTS 1%	1,842,694.	1,842,694.
UNITED STATES TREAS NTS .625%	920,917.	920,917.
UNITED STATES TREAS NTS 2.125%	1,625,813.	1,625,813.
UNITED STATES TREAS NTS .75%	3,003,958.	3,003,958.
UNITED STATES TREAS NTS 1.375%	7,347,933.	7,347,933.
UNITED STATES TREAS NTS 1.25%	9,644,911.	9,644,911.
UNITED STATES TREAS NTS 2.25%	483,920.	483,920.
UNITED STATES TREAS NTS 2%	6,270,518.	6,270,518.
UNITED STATES TREAS NTS 1.25%	4,355,794.	4,355,794.
UTD STATES TREAS 1%	2,089,582.	2,089,582.
UTD STATES TREAS 1%	1,881,528.	1,881,528.
UTD STATES TREAS 1.375%	4,437,044.	4,437,044.
UTD STATES TREAS 1.75%	431,269.	431,269.
US OBLIGATIONS TOTAL	44,335,881.	44,335,881.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9

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

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EXPRESS SCRIPTS HLDG CO	1,289,735.	1,289,735.
FIRSTENERGY CORP	1,224,524.	1,224,524.
FORTINET INC	418,956.	418,956.
FRONTIER COMMUNICATIONS CORP	622,175.	622,175.
GENERAL ELECTRIC CO	613,437.	613,437.
GOLDMAN SACHS GROUP INC	883,307.	883,307.
GUIDEWIRE SOFTWARE INC	520,986.	520,986.
HERTZ GLOBAL HLDGS INC	786,051.	786,051.
HYATT HOTELS CORP	880,732.	880,732.
JPMORGAN CHASE & CO	1,160,939.	1,160,939.
JUNIPER NETWORKS INC	614,321.	614,321.
LAREDO PETROLEUM INC	231,886.	231,886.
LEAR CORP	626,433.	626,433.
LIVE NATION ENTERTAINMENT INC	1,050,810.	1,050,810.
LOUISIANA-PACIFIC CORP	603,011.	603,011.
LULULEMON ATHLETICA INC	926,043.	926,043.
MATCH GROUP INC	254,171.	254,171.
MERCK & CO INC	797,424.	797,424.
METLIFE INC	1,184,375.	1,184,375.
MGM RESORTS INTERNATIONAL	996,317.	996,317.
MICROSOFT CORP	1,143,998.	1,143,998.
MONDELEZ INTL INC	922,269.	922,269.
MYLAN NV	1,100,811.	1,100,811.
NOBLE ENERGY INC	980,063.	980,063.
PATTERSON-UTI ENERGY INC	815,089.	815,089.
PFIZER INC	1,068,533.	1,068,533.
PG& E CORP	585,356.	585,356.
PINNACLE ENTMT INC	492,069.	492,069.
PLAINS GP HLDGS L P	277,083.	277,083.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 9 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PNC FINANCIAL SERVICES GROUP	890,577.	890,577.
POA DELAWARE VALUE FUND-I*	2,328,868.	2,328,868.
POA FLEXSHARES TR MORNINGSTAR*	772,142.	772,142.
POA FLEXSHARES TRUST QUALITY*	3,034,737.	3,034,737.
POA HBR FD CAP APPRECIATION*	2,335,260.	2,335,260.
POA NORTHERN MULTI MANAGER GL*	872,814.	872,814.
POA NORTHN FDS MULTI-MANAGER*	1,000,001.	1,000,001.
POA NORTHN FUNDS EMERGING MKT*	395,954.	395,954.
POA NORTHN MID CAP INDEX FD*	1,316,867.	1,316,867.
POA NORTHN MULTI-MANAGER INTL*	3,140,745.	3,140,745.
POA NTGI COMMON DAILY RUSSELL*	1,697,387.	1,697,387.
POA NTGI MFB NTGI-QM COMMON D*	9,289,245.	9,289,245.
POA NTGI -QM COMMON DAILY ALL*	3,287,467.	3,287,467.
POLYCOM INC	660,660.	660,660.
PTC INC	891,238.	891,238.
RICE ENERGY INC	185,725.	185,725.
ROVI CORP	703,435.	703,435.
SANDERSON INTL VALUE FD	97,361,777.	97,361,777.
SCHLUMBERGER LTD	750,301.	750,301.
SEAWORLD ENTMT INC	568,509.	568,509.
SHIRE PLC ADR	916,965.	916,965.
SSGA MSCI EAFE INDEX NL CTF (E	26,941,165.	26,941,165.
STARWOOD HOTELS & RESORTS WORL	463,206.	463,206.
SYNCHRONY FINL	661,083.	661,083.
TARGET CORP	1,026,052.	1,026,052.
TWENTY-FIRST CENTY FOX INC	495,887.	495,887.
UNITED NAT FOODS INC	310,865.	310,865.
VANGUARD FTSE EMERGING MKTS ET	9,585,502.	9,585,502.
VEEVA SYS INC	816,657.	816,657.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VIACOM INC	980,431.	980,431.
VIAMI SOLUTIONS INC	463,029.	463,029.
VOYA FINL INC	884,696.	884,696.
WELLS FARGO & CO	1,115,902.	1,115,902.
WENDYS CO	789,236.	789,236.
* THE FOUNDATION AND THE PHILADELPHIA ORCHESTRA ASSOCIATION HAVE A TRUST AGREEMENT		
TOTALS	<u>461,133,268.</u>	<u>461,133,268.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
AMERICAN HOMES 4 RENT SER 3.7%	148,045.	148,045.
FOREST LABS INC SR NT 5%	130,392.	130,392.
INVITATION HOMES TRUST SER 201	590,865.	590,865.
SLM PRIVATE ED LN TR 2012 2.95	646,899.	646,899.
1211 AVE OF THE AMERS TR 3.900	372,370.	372,370.
ABBVIE INC 2.5%	188,090.	188,090.
ABBVIE INC 2.9%	299,906.	299,906.
ABBVIE INC 3.6%	59,216.	59,216.
ABBVIE INC FIXED 1.8%	164,240.	164,240.
ACE INA HLDGS INC 2.3%	59,569.	59,569.
ACE INA HLDGS INC 3.35%	19,939.	19,939.
ACTAVIS FDG SCS 2.45%	168,162.	168,162.
ACTAVIS FDG SCS FIXED 2.35%	265,276.	265,276.
ACTAVIS INC 3.25%	196,630.	196,630.
AETNA INC 2.75%	68,001.	68,001.
ALIBABA GROUP HLDG 2.5%	195,392.	195,392.
ALTRIA GROUP INC 2.85%	136,483.	136,483.
AMERICAN AIRLS 2015-1 3.375%	122,913.	122,913.
AMERICAN HOMES 4 RENT 3.678%	509,960.	509,960.
AMERICAN INTERNATIONAL 3.75%	84,240.	84,240.
AMERN INTL GROUP 4.875%	188,990.	188,990.
AMERN TOWER CORP FIXED 4%	40,301.	40,301.
AMGEN INC 2.125%	153,873.	153,873.
AMGEN INC 3.625%	53,980.	53,980.
AMGEN INC FIXED 3.125%	61,748.	61,748.
ANADARKO PETE CORP 6.375%	482,366.	482,366.
ANALOG DEVICES INC 3.9%	25,239.	25,239.
AON CORP 5%	289,629.	289,629.
APPLE INC 2%	124,871.	124,871.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
APPLE INC 2.1%	354,093.	354,093.
APPLIED MATERIALS INC 3.9%	35,188.	35,188.
APPLIED MATLS INC 2.625%	44,948.	44,948.
AT&T INC 2.375%	60,409.	60,409.
AT&T INC 2.45%	39,393.	39,393.
AT&T INC 3%	224,484.	224,484.
AVALONBAY CMNTYS 2.85%	178,589.	178,589.
AVALONBAY COMMUNITIES 3.5%	14,855.	14,855.
AVIATION CAP GROUP 2.875%	159,082.	159,082.
B2R MTG TR 2015-2 3.335999965%	363,200.	363,200.
B2R MTG TR SER 2015-1 2.524%	593,161.	593,161.
BAE SYS HLDGS INC 2.85%	29,924.	29,924.
BAE SYS HLDGS INC 3.85%	9,900.	9,900.
BANC AMER MTG TR 2007 4 MTG PA	645,952.	645,952.
BANK AMER CORP 3.875%	197,950.	197,950.
BANK AMER CORP 3.95%	291,157.	291,157.
BANK AMER CORP 4%	107,682.	107,682.
BANK OF AMERICA CORP 2.25%	19,517.	19,517.
BANK OF AMERICA CORP 2.6%	33,108.	33,108.
BANK OF AMERICA CORP BNDS 4.2%	54,570.	54,570.
BARCLAYS PLC 2.75%	313,849.	313,849.
BARCLAYS PLC 3.65%	192,205.	192,205.
BARCLAYS PLC 4.375%	195,564.	195,564.
BAXALTA INC SR NT 4%	44,532.	44,532.
BAYER US FIN LLC NT 144A 3%	201,688.	201,688.
BBCMS TR 2015-SRCH 3.31200003%	368,813.	368,813.
BB-UBS TR 2012-TFT COML 2.892%	543,841.	543,841.
BEAR STEARNS COML MTG 5.317%	578,833.	578,833.
BEAR STEARNS COML MTG SECURIT	596,111.	596,111.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BECTON DICKINSON & 1.8%	59,913.	59,913.
BIOGEN INC 2.9%	104,724.	104,724.
BIOGEN INC 4.05%	40,182.	40,182.
BK NEW YORK INC FIXED 3%	39,336.	39,336.
BOEING CO 2.5%	38,544.	38,544.
BP CAP MKTS P L C 2.521%	189,382.	189,382.
BP CAP MKTS P L C 3.062%	142,083.	142,083.
BSTN SCIENTIFIC 2.85%	69,635.	69,635.
BSTN SCIENTIFIC 3.85%	182,030.	182,030.
BURL NORTHN SANTA FIXED 3%	91,340.	91,340.
BXHTL 2015-JWRZ CL A FLTG RT	222,955.	222,955.
CABELAS CR CARD 2.25%	657,593.	657,593.
CAIXA ECONOMICA FEDERAL 2.375%	262,200.	262,200.
CAP 1 FINL CORP 4.2%	90,836.	90,836.
CAPITAL ONE NATL ASSN 1.65%	247,527.	247,527.
CARMAX AUTO OWNER 2.44%	628,651.	628,651.
CC HLDGS GS V LLC 2.381%	350,385.	350,385.
CCO SAFARI II LLC BNDS 4.464%	518,185.	518,185.
CCO SAFARI II LLC SR SECD NT 1	244,762.	244,762.
CDGJ COML MTG TR FLTG RT 1.833	526,675.	526,675.
CDN NAT RES LTD 5.7%	291,087.	291,087.
CDN PAC RY CO NEW 3.7%	29,521.	29,521.
CDP FINL INC 4.4%	1,572,331.	1,572,331.
CELGENE CORP 2.125%	175,039.	175,039.
CELGENE CORP 2.875%	79,397.	79,397.
CELGENE CORP 3.25%	69,445.	69,445.
CF INDS INC 3.45%	121,001.	121,001.
CFCRE MTG TR 2015-RUM CL A COM	473,202.	473,202.
CHARTER 3.579%	506,945.	506,945.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CHRYSLER CAP 2013-B AUTO 1.91%	288,019.	288,019.
CHRYSLER CAP AUTO 2.24%	569,492.	569,492.
CIGNA CORP 3.25%	73,595.	73,595.
CITIBANK CR CARD ISSUANCE 2.8	602,474.	602,474.
CITIGROUP INC 1.8%	532,952.	532,952.
COCA COLA CO 2.875%	133,090.	133,090.
COLOMBIA REP GLOBAL BD 4%	190,500.	190,500.
COLOMBIA REP GLOBAL BD 4.5%	267,400.	267,400.
COLOMBIA REP NT 7.375%	269,160.	269,160.
COMM 2014-CCRE14 FLTG 4.752%	455,590.	455,590.
COMM 2014-CCRE20 3.59%	141,846.	141,846.
COMM 2014-CCRE21 3.528%	267,117.	267,117.
COMM 2014-UBS3 MTG VAR 3.819%	205,837.	205,837.
COMM 2015-CCRE23 MTG TR MTG V	564,235.	564,235.
COMM 2015-DC1 MTG TR COM 3.35%	143,687.	143,687.
COMM 2015-LC21 MTG TR MTG	324,625.	324,625.
COMM MORTGAGE TR SER 2013-LC6	371,584.	371,584.
COMMERCIAL MORTGAGE TRUST MTG	245,367.	245,367.
COMMERCIAL MTG LN TR 2008-LS1	661,019.	661,019.
COMMERCIAL MTG TR 2006-GG7 CL	404,404.	404,404.
CONTL RES INC FIXED 3.8%	91,576.	91,576.
COOPERATIEVE 4.375%	254,263.	254,263.
CORPORACION FINANCIERA DE 4.75	197,000.	197,000.
CR ACCEP AUTO LN 1.55%	736,885.	736,885.
CR ACCEP AUTO LN 2%	639,649.	639,649.
CR ACCEP AUTO LN 3.04%	467,722.	467,722.
CR SUISSE ABS 2.5%	291,689.	291,689.
CR SUISSE COML MTG TR SER 2007	62,830.	62,830.
CREDIT SUISSE GROUP FDG GUERNS	247,630.	247,630.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CSAIL 2015-C3 COML 3.7182%	374,831.	374,831.
CSAIL 2015-C3 COML MTG TR CL	357,809.	357,809.
CSAIL COMMERCIAL MORTGAGE TRUS	220,142.	220,142.
CVS HEALTH CORP 2.25%	211,013.	211,013.
CVS HEALTH CORP 2.8%	160,719.	160,719.
CVS HEALTH CORP 3.875%	122,470.	122,470.
CVS HEALTH CORP BNDS 1.9%	194,884.	194,884.
CVS HEALTH CORPORATION 3.375%	49,483.	49,483.
DAIMLER FIN NORTH AMER 2.45%	318,760.	318,760.
DBRR SER 2013-EZ3 CL A VAR RT	369,950.	369,950.
DEUTSCHE BK A G FIXED 4.5%	183,982.	183,982.
DEUTSCHE BK AG 3.7%	129,477.	129,477.
DIRECTV HLDGS LLC 3.8%	301,897.	301,897.
DIRECTV HLDGS LLC 4.6%	155,698.	155,698.
DISCOVER BK FIXED 2.6%	249,800.	249,800.
DISCOVER BK NEW 3.1%	250,567.	250,567.
DISCOVER FINL SVCS 3.75%	33,611.	33,611.
DISCOVERY FIXED 3.45%	4,526.	4,526.
DOW CHEM CO 3.5%	63,024.	63,024.
DUKE ENERGY CORP 3.75%	177,310.	177,310.
EASTMAN CHEM CO 2.7%	227,728.	227,728.
EATON CORP OHIO 2.75%	40,641.	40,641.
ECOLAB INC 2.25%	79,540.	79,540.
EL PASO PIPELN 4.3%	167,663.	167,663.
ENERGY TRANSFER 2.5%	459,766.	459,766.
ENERGY TRANSFER 4.05%	221,740.	221,740.
ENERGY TRANSFER 4.9%	17,829.	17,829.
ENTERPRISE PRODS 3.35%	266,756.	266,756.
ENTERPRISE PRODS 3.75%	246,971.	246,971.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ENTERPRISE PRODS FIXED 1.65%	39,022.	39,022.
ENTERPRISE PRODS OPER LLC 3.7%	31,395.	31,395.
ERP OPER LTD 2.375%	295,780.	295,780.
EXELON CORP 2.85%	39,781.	39,781.
EXELON GENERATION CO LLC 4.25%	71,937.	71,937.
FED HOME LN MTG CORP GOLD POOL	874,248.	874,248.
FEDERAL HOME LN MTG GOLD 3%	231,791.	231,791.
FEDERAL HOME LN MTG GOLD 2.5%	63,142.	63,142.
FEDERAL HOME LN MTG POOL	197,267.	197,267.
FEDERAL HOME LN MTG POOL 4.5%	23,695.	23,695.
FEDERAL HOME LN MTG POOL 5%	358,882.	358,882.
FEDERAL HOME LN MTG POOL 4%	29,681.	29,681.
FEDERAL HOME LN MTG POOL 3.5%	166,776.	166,776.
FEDERAL HOME LN MTG POOL 3%	504,023.	504,023.
FEDERAL HOME LN MTG POOL 5.5%	589,408.	589,408.
FEDERAL HOME LN MTG POOL 6%	149,278.	149,278.
FEDERAL HOME LN MTG POOL 5%	74,010.	74,010.
FEDERAL HOME LN MTG POOL 4%	364,105.	364,105.
FEDERAL HOME LN MTG POOL 5%	537,813.	537,813.
FEDERAL HOME LN MTG POOL 5%	1,111,762.	1,111,762.
FEDERAL HOME LN MTG POOL 4%	648,638.	648,638.
FEDERAL HOME LN MTG POOL 4%	235,346.	235,346.
FEDERAL HOME LN MTG POOL 3%	105,649.	105,649.
FEDERAL HOME LN MTG POOL 3%	98,762.	98,762.
FEDERAL HOME LN MTG POOL 4.5%	178,277.	178,277.
FEDERAL HOME LN MTG POOL 4.5%	298,917.	298,917.
FEDERAL HOME LN MTG POOL 4.5%	272,044.	272,044.
FEDERAL HOME LN MTG POOL 3.5%	538,001.	538,001.
FEDERAL HOME LN MTG POOL 3.5%	561,339.	561,339.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LN MTG POOL 2.5%	55,098.	55,098.
FEDERAL HOME LN MTG POOL 3%	114,096.	114,096.
FEDERAL HOME LN MTG POOL 3%	12,010.	12,010.
FEDERAL HOME LN MTG POOL 2.5%	21,351.	21,351.
FEDERAL HOME LN MTG POOL 2.5%	20,411.	20,411.
FEDERAL HOME LN MTG POOL 3%	12,781.	12,781.
FEDERAL HOME LN MTG POOL 2.5%	4,215.	4,215.
FEDERAL HOME LN MTG POOL 4.5%	76,674.	76,674.
FEDERAL HOME LN MTG POOL 3.5%	13,456.	13,456.
FEDERAL HOME LN MTG POOL 3.5%	20,908.	20,908.
FEDERAL HOME LN MTG POOL 3%	170,607.	170,607.
FEDERAL HOME LN MTG POOL 3%	85,791.	85,791.
FEDERAL HOME LN MTG POOL 3%	167,307.	167,307.
FEDERAL HOME LN MTG POOL 3.5%	89,326.	89,326.
FEDERAL HOME LN MTG POOL 3.5%	85,749.	85,749.
FEDERAL HOME LN MTG POOL 4.5%	83,697.	83,697.
FEDERAL HOME LN MTG POOL 4%	96,525.	96,525.
FEDERAL HOME LN MTG POOL 4.5%	54,572.	54,572.
FEDERAL HOME LN MTG POOL 3.5%	93,779.	93,779.
FEDERAL HOME LN MTG POOL 4.5%	34,796.	34,796.
FEDERAL HOME LN MTG POOL 2.5%	78,842.	78,842.
FEDERAL HOME LN MTG V6088 2.5	87,489.	87,489.
FEDERAL HOME LN MTG V6090 3%	133,698.	133,698.
FEDERAL HOME LN MTG V6090 3%	20,104.	20,104.
FED NATL MTG ASSN GTD MTG 5%	259,991.	259,991.
FED NATL MTG ASSN GTD MTG 5%	205,143.	205,143.
FED NATL MTG ASSN GTD MTG	110,889.	110,889.
FED NATL MTG ASSN GTD MTG 4.5%	91,091.	91,091.
FED NATL MTG ASSN GTD MTG 3%	78,692.	78,692.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
FED	NATL MTG ASSN GTD MTG 4.5%	91,211.	91,211.
FED	NATL MTG ASSN GTD MTG 4%	30,059.	30,059.
FED	NATL MTG ASSN GTD MTG 4%	54,833.	54,833.
FED	NATL MTG ASSN GTD MTG 4.5%	165,751.	165,751.
FED	NATL MTG ASSN GTD MTG 4%	49,757.	49,757.
FED	NATL MTG ASSN GTD MTG 4%	80,919.	80,919.
FED	NATL MTG ASSN GTD MTG 3.5%	86,654.	86,654.
FED	NATL MTG ASSN GTD MTG 3%	651,779.	651,779.
FED	NATL MTG ASSN GTD MTG 4%	119,371.	119,371.
FED	NATL MTG ASSN GTD MTG 3%	82,151.	82,151.
FED	NATL MTG ASSN GTD MTG 3.5%	604,731.	604,731.
FED	NATL MTG ASSN GTD MTG 3.5%	219,616.	219,616.
FED	NATL MTG ASSN GTD MTG 3.5%	595,385.	595,385.
FED	NATL MTG ASSN GTD MTG 6%	306,001.	306,001.
FED	NATL MTG ASSN GTD MTG 6%	55,257.	55,257.
FED	NATL MTG ASSN GTD MTG 4%	468,454.	468,454.
FED	NATL MTG ASSN GTD MTG 3.5%	263,276.	263,276.
FED	NATL MTG ASSN GTD MTG 3.5%	168,801.	168,801.
FED	NATL MTG ASSN GTD MTG 4.5%	646,973.	646,973.
FED	NATL MTG ASSN GTD MTG 4.5%	244,163.	244,163.
FED	NATL MTG ASSN GTD MTG 4%	847,753.	847,753.
FED	NATL MTG ASSN GTD MTG 4%	54,205.	54,205.
FED	NATL MTG ASSN GTD MTG 3.5%	461,259.	461,259.
FED	NATL MTG ASSN GTD MTG 3%	401,758.	401,758.
FED	NATL MTG ASSN GTD MTG 3.5%	733,145.	733,145.
FED	NATL MTG ASSN GTD MTG 4.5%	338,962.	338,962.
FED	NATL MTG ASSN GTD MTG 3%	80,738.	80,738.
FED	NATL MTG ASSN GTD MTG 3%	68,024.	68,024.
FED	NATL MTG ASSN GTD MTG 4%	92,775.	92,775.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FED NATL MTG ASSN GTD MTG 3%	39,727.	39,727.
FED NATL MTG ASSN GTD MTG 4.5%	1,385,677.	1,385,677.
FED NATL MTG ASSN GTD MTG 3%	53,761.	53,761.
FED NATL MTG ASSN GTD MTG 3%	98,918.	98,918.
FED NATL MTG ASSN GTD MTG 3%	89,456.	89,456.
FED NATL MTG ASSN GTD MTG 4%	86,631.	86,631.
FED NATL MTG ASSN GTD MTG 4%	44,669.	44,669.
FED NATL MTG ASSN GTD MTG 4%	61,916.	61,916.
FED NATL MTG ASSN GTD MTG 5%	2,506,268.	2,506,268.
FED NATL MTG ASSN GTD MTG 3%	137,039.	137,039.
FED NATL MTG ASSN GTD MTG 4%	64,244.	64,244.
FED NATL MTG ASSN GTD MTG 4.5%	133,203.	133,203.
FED NATL MTG ASSN GTD MTG 4.5%	81,242.	81,242.
FED NATL MTG ASSN GTD MTG 4.5%	25,163.	25,163.
FED NATL MTG ASSN GTD MTG 4.5%	124,445.	124,445.
FHLB BD 5.625%	177,615.	177,615.
FHLMC GOLD POOL# V80355 3.5%	79,631.	79,631.
FHLMC GOLD Q0-0959 Q00959 4.5%	248,115.	248,115.
FHLMC GOLD Q16673 3%	82,032.	82,032.
FHLMC GOLD Q17095 3%	10,256.	10,256.
FHLMC GOLD Q35905 3.5%	10,240.	10,240.
FHLMC GOLD Q36302 3.5%	101,769.	101,769.
FHLMC GOLD Q36305 3.5%	123,249.	123,249.
FHLMC GOLD Q36965 3.5%	169,147.	169,147.
FHLMC GOLD Q36968 3.5%	131,518.	131,518.
FHLMC GOLD Q36972 4%	18,006.	18,006.
FHLMC GOLD Q37955 4%	23,308.	23,308.
FHLMC GOLD Q37957 4%	24,959.	24,959.
FHLMC GOLD SINGLE FAMILY 3%		
FHLMC GOLD SINGLE FAMILY 3.5%	1,774,660.	1,774,660.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FHLMC GOLD SINGLE FAMILY 4%	105,428.	105,428.
FHLMC GOLD SINGLE FAMILY 4%	275,717.	275,717.
FHLMC GOLD SINGLE FAMILY 4.5%	3,103,557.	3,103,557.
FHLMC GOLD V60696 3%	26,455.	26,455.
FHLMC GOLD V60724 3%	38,949.	38,949.
FHLMC GOLD V60770 2.5%	52,366.	52,366.
FHLMC GOLD V60903 2.5%	64,284.	64,284.
FHLMC GOLD V60904 2.5%	130,547.	130,547.
FHLMC GOLD V60905 2.5%	5,764.	5,764.
FHLMC MULTICLASS TRANCHE 00744	363,215.	363,215.
FHLMC POOL 1B8062	74,682.	74,682.
FHLMC POOL 1G2511	236,354.	236,354.
FHLMC TRANCHE # TR 00782 1.2%	908,318.	908,318.
FID NATL 3.5%	33,418.	33,418.
FIRST INVS AUTO OWNER TR 2013-	48,956.	48,956.
FL PWR & LT CO 3.125%	190,346.	190,346.
FMS WERTMANAGEMENT 1.125%	274,460.	274,460.
FMS WERTMANAGEMENT GLOBAL 1.6%	831,528.	831,528.
FNMA . POOL AO6482	55,004.	55,004.
FNMA 15 YEAR PASS-THROUGHS 5%	103,350.	103,350.
FNMA 30 YEAR PASS-THROUGHS 6%	903,863.	903,863.
FNMA POOL 725423 5.5%	978,167.	978,167.
FNMA POOL 745418 5.5%	377,081.	377,081.
FNMA POOL 888129 5.5%	316,126.	316,126.
FNMA POOL 889466 6%	67,926.	67,926.
FNMA POOL 889529 6%	21,064.	21,064.
FNMA POOL 889983 6%	49,127.	49,127.
FNMA POOL 995265 5.5%	103,098.	103,098.
FNMA POOL AB1226 4.5%	15,518.	15,518.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FNMA POOL AB3251 3.5%	675,110.	675,110.
FNMA POOL AB3314 4.5%	14,191.	14,191.
FNMA POOL AB4530 4%	90,937.	90,937.
FNMA POOL AB7271 3%	100,999.	100,999.
FNMA POOL AB7425 3%	83,179.	83,179.
FNMA POOL AB7458 3%	238,180.	238,180.
FNMA POOL AB7497 3%	313,706.	313,706.
FNMA POOL AB7567 3%	317,189.	317,189.
FNMA POOL AB7755 3%	169,043.	169,043.
FNMA POOL AB7762 3%	93,778.	93,778.
FNMA POOL AB8558 3%	93,768.	93,768.
FNMA POOL AB8701 3%	284,669.	284,669.
FNMA POOL AB8712 3%	37,406.	37,406.
FNMA POOL AB8830 3%	99,649.	99,649.
FNMA POOL AB8923 3%	83,592.	83,592.
FNMA POOL AB8924 3%	81,499.	81,499.
FNMA POOL AB9016 3%	243,618.	243,618.
FNMA POOL AB9173 3%	167,430.	167,430.
FNMA POOL AB9462 3%	111,529.	111,529.
FNMA POOL AB9662 3%	138,533.	138,533.
FNMA POOL AC6294 4%	57,346.	57,346.
FNMA POOL AC9312 4%	28,093.	28,093.
FNMA POOL AD7992 4.5%	81,728.	81,728.
FNMA POOL AD8036 4.5%	359,707.	359,707.
FNMA POOL AE0704 4%	949,519.	949,519.
FNMA POOL AE0823 6%	30,671.	30,671.
FNMA POOL AP0006	246,071.	246,071.
FNMA POOL AR7568 3%	46,526.	46,526.
FNMA POOL AR7576 3%	77,685.	77,685.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FNMA POOL AR8630 3%	84,992.	84,992.
FNMA POOL AR9194 3%	302,574.	302,574.
FNMA POOL AR9218 3%	153,297.	153,297.
FNMA POOL AS0209 3.5%	260,712.	260,712.
FNMA POOL AS1453 3.5%	34,293.	34,293.
FNMA POOL AS1539 3.5%	54,792.	54,792.
FNMA POOL AS2488 4%	36,996.	36,996.
FNMA POOL AS2593 3.5%	43,726.	43,726.
FNMA POOL AS2676 3%	264,259.	264,259.
FNMA POOL AS3031 3.5%	56,708.	56,708.
FNMA POOL AS3034 3.5%	35,898.	35,898.
FNMA POOL AS3220 3%	176,884.	176,884.
FNMA POOL AS3355 3%	53,346.	53,346.
FNMA POOL AS4552 3.5%	296,815.	296,815.
FNMA POOL AS4570 3.5%	78,065.	78,065.
FNMA POOL AS4696 3.5%	299,637.	299,637.
FNMA POOL AS5093 2.5%	57,031.	57,031.
FNMA POOL AS5147 2.5%	37,406.	37,406.
FNMA POOL AS5176 3.5%	176,708.	176,708.
FNMA POOL AS5312 3.5%	308,335.	308,335.
FNMA POOL AS5365 3.5%	309,031.	309,031.
FNMA POOL AS5407 2.5%	85,776.	85,776.
FNMA POOL AS5548 2.5%	39,076.	39,076.
FNMA POOL AS5551 2.5%	38,946.	38,946.
FNMA POOL AS5614 2.5%	53,161.	53,161.
FNMA POOL AS5616 2.5%	103,513.	103,513.
FNMA POOL AS5618 2.5%	42,749.	42,749.
FNMA POOL AS5622 3%	74,196.	74,196.
FNMA POOL AS5623 3%	74,536.	74,536.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA POOL AS5707 3.5%	14,561.	14,561.
FNMA POOL AS5708 3.5%	59,025.	59,025.
FNMA POOL AS5714 3%	50,834.	50,834.
FNMA POOL AS5728 3%	69,763.	69,763.
FNMA POOL AS5786 2.5%	47,342.	47,342.
FNMA POOL AS5824 3.5%	176,583.	176,583.
FNMA POOL AS5872 2.5%	57,021.	57,021.
FNMA POOL AS5949 4%	208,855.	208,855.
FNMA POOL AS5952 4.5%	119,100.	119,100.
FNMA POOL AS6008 4%	136,264.	136,264.
FNMA POOL AS6009 4%	100,405.	100,405.
FNMA POOL AS6115 2.5%	54,964.	54,964.
FNMA POOL AS6116 2.5%	54,838.	54,838.
FNMA POOL AS6141 2.5%	57,671.	57,671.
FNMA POOL AS6142 2.5%	48,790.	48,790.
FNMA POOL AS6147 2.5%	52,975.	52,975.
FNMA POOL AS6230 4.5%	105,620.	105,620.
FNMA POOL AS6233 4.5%	10,435.	10,435.
FNMA POOL AS6234 4.5%	90,672.	90,672.
FNMA POOL AS6332 3.5%	656,670.	656,670.
FNMA POOL AT2037 3%	46,187.	46,187.
FNMA POOL AT2040 3%	151,861.	151,861.
FNMA POOL AT2043 3%	85,764.	85,764.
FNMA POOL AT2719 3%	324,820.	324,820.
FNMA POOL AT4327 3.5%	92,754.	92,754.
FNMA POOL AT6144 4%	81,099.	81,099.
FNMA POOL AT6321 3.5%	257,927.	257,927.
FNMA POOL AT6654 3%	81,189.	81,189.
FNMA POOL AT7676 3%	38,660.	38,660.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA POOL AT7940 3.5%	284,986.	284,986.
FNMA POOL AT8464 3.5%	80,212.	80,212.
FNMA POOL AU0570 3.5%	89,247.	89,247.
FNMA POOL AU0613 3.5%	89,161.	89,161.
FNMA POOL AU1633 3.5%	447,317.	447,317.
FNMA POOL AU6743 4%	945,759.	945,759.
FNMA POOL AU6963 3.5%	888,318.	888,318.
FNMA POOL AV8876 4%	98,917.	98,917.
FNMA POOL AW0391 3.5%	368,766.	368,766.
FNMA POOL AW0937 3%	171,111.	171,111.
FNMA POOL AW1007 4%	58,850.	58,850.
FNMA POOL AW1247 3%	89,288.	89,288.
FNMA POOL AW5827 3.5%	48,822.	48,822.
FNMA POOL AW8166 3%	208,329.	208,329.
FNMA POOL AX1321 3.5%	187,694.	187,694.
FNMA POOL AX3298 3%	14,132.	14,132.
FNMA POOL AX8713 4%	102,849.	102,849.
FNMA POOL AX9700 3%	18,233.	18,233.
FNMA POOL AX9701 3%	55,820.	55,820.
FNMA POOL AY0828 2.5%	26,486.	26,486.
FNMA POOL AY2953 3.5%	6,236.	6,236.
FNMA POOL AY3416 2.5%	53,697.	53,697.
FNMA POOL AZ2170 2.5%	24,327.	24,327.
FNMA POOL AZ2297 3%	11,037.	11,037.
FNMA POOL AZ2670 4%	74,105.	74,105.
FNMA POOL AZ4777 3.5%	179,689.	179,689.
FNMA POOL AZ4782 4%	169,236.	169,236.
FNMA POOL AZ4838 3.5%	3,083.	3,083.
FNMA POOL AZ4844 3.5%	4,733.	4,733.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FNMA POOL AZ5719 3%	31,174.	31,174.
FNMA POOL AZ5735 4%	28,564.	28,564.
FNMA POOL AZ7833 3%	15,606.	15,606.
FNMA POOL AZ8597 3%	6,893.	6,893.
FNMA POOL AZ8885 4%	247,294.	247,294.
FNMA POOL AZ9211 4%	315,559.	315,559.
FNMA POOL AZ9243 4%	18,025.	18,025.
FNMA POOL AZ9244 4%	22,151.	22,151.
FNMA POOL BA2877 4%	23,891.	23,891.
FNMA POOL BA2878 4%	23,771.	23,771.
FNMA POOL BA2879 4%	25,338.	25,338.
FNMA POOL BA2889 4%	184,802.	184,802.
FNMA POOL BA2904 4%	66,560.	66,560.
FNMA POOL BA2905 4%	107,687.	107,687.
FNMA POOL BA2924 4%	30,245.	30,245.
FNMA POOL BA3523 4%	33,062.	33,062.
FNMA POOL BA4736 4%	54,537.	54,537.
FNMA POOL BA4737 4%	64,589.	64,589.
FNMA PRIN STRIP PRIN PMT 7%	248,668.	248,668.
FNMA REMIC TR 2014-2 CL-PX 4.5	569,913.	569,913.
FNMA SINGLE FAMILY MORTGAGE 2	392,412.	392,412.
FNMA SINGLE FAMILY MORTGAGE 2	2,399,822.	2,399,822.
FNMA SINGLE FAMILY MORTGAGE 2.	386,203.	386,203.
FNMA SINGLE FAMILY MORTGAGE 3	289,470.	289,470.
FNMA SINGLE FAMILY MORTGAGE 3	99,802.	99,802.
FNMA SINGLE FAMILY MORTGAGE 3.	61,775.	61,775.
FNMA SINGLE FAMILY MORTGAGE 4	3,094,095.	3,094,095.
FNMA SINGLE FAMILY MORTGAGE 4.	206,669.	206,669.
FNMA SINGLE FAMILY MORTGAGE 4.	646,940.	646,940.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FNMA SINGLE FAMILY MTG 5%	1,722,525.	1,722,525.
FORD CR FLOORPLAN 1.77%	474,722.	474,722.
FORD CR FLOORPLAN 1.92%	803,839.	803,839.
FORD MTR CR CO LLC 1.724%	315,071.	315,071.
FORD MTR CR CO LLC 6.625%	106,588.	106,588.
FREPORT-MCMORAN 3.875%	74,100.	74,100.
FREPORT-MCMORAN 4%	82,200.	82,200.
GE COML MTG CORP SER 2005-C4 C	307,774.	307,774.
GEN MOTORS FINL FIXED 3.45%	187,056.	187,056.
GENERAL MTRS FINL CO INC 3.15%	317,136.	317,136.
GILEAD SCIENCES 3.25%	45,312.	45,312.
GILEAD SCIENCES 3.65%	30,254.	30,254.
GILEAD SCIENCES 3.7%	66,581.	66,581.
GLITNIR BANKI WORTHLESS SECURI	1,504.	1,504.
GNMA I SINGLE FAMILY MORTGAGE	506,226.	506,226.
GNMA I SINGLE FAMILY MORTGAGE	520,185.	520,185.
GNMA I SINGLE FAMILY MORTGAGE	609,949.	609,949.
GNMA II JUMBOS 3.5%	823,544.	823,544.
GNMA II JUMBOS 4%	1,094,874.	1,094,874.
GNMA II JUMBOS 4.5%	1,454,704.	1,454,704.
GNMA POOL 4598 4.5%	8,131.	8,131.
GNMA POOL 4617 4.5%	10,235.	10,235.
GNMA POOL 4636 4.5%	7,987.	7,987.
GNMA POOL 4771 4.5%	20,377.	20,377.
GNMA POOL 4800 4%	10,805.	10,805.
GNMA POOL 4833 4%	15,997.	15,997.
GNMA POOL 4882 4%	206,928.	206,928.
GNMA POOL 5234 4.5%	309,679.	309,679.
GNMA POOL 759138 4%	122,651.	122,651.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GNMA POOL 762838 4%	96,554.	96,554.
GNMA POOL MA2960 3%	1,652,821.	1,652,821.
GNMA POOL MA3173 3.5%	311,620.	311,620.
GNMAII POOL 4696 SER 2040 4.5	714.	714.
GNMAII POOL 4922 SER 2041 4	160,723.	160,723.
GNMAII POOL MA3034 SER 2045 3.	3,473,462.	3,473,462.
GNMAII POOL MA3104 3%	767,466.	767,466.
GOLDMAN SACHS 2.625%	39,279.	39,279.
GOLDMAN SACHS 2.9%	404,760.	404,760.
GOLDMAN SACHS 3.75%	216,434.	216,434.
GOLDMAN SACHS 4.25%	109,159.	109,159.
GOLDMAN SACHS GROUP INC 2.55%	635,751.	635,751.
GOLDMAN SACHS GROUP INC SR NT	226,944.	226,944.
HARRIS CORP DEL 2.7%	24,527.	24,527.
HARTFORD FINL SVCS GRP 5.125%	230,625.	230,625.
HEWLETT PACKARD ENTERPRISE CO	209,822.	209,822.
HEWLETT PACKARD ENTERPRISE CO	139,922.	139,922.
HEWLETT PACKARD ENTERPRISE CO	165,379.	165,379.
HILTON USA TR 2013-HLT CL AFX	450,337.	450,337.
HOME DEPOT INC 2%	191,331.	191,331.
HOST HOTELS & 4.75%	144,696.	144,696.
HSBC HOLDINGS PLC 4.25%	406,469.	406,469.
HSBC USA INC NEW 2.35%	425,001.	425,001.
HYUNDAI CAP AMER 2.4%	64,798.	64,798.
HYUNDAI CAP AMER MEDIUM TERM N	169,189.	169,189.
ICAHN ENTERPRISES L P CORP 4.8	178,380.	178,380.
ILLINOIS ST 5.5%	305,068.	305,068.
INTL LEASE FIN CORP SR SECD NT	175,400.	175,400.
INTL PAPER CO 3.65%	179,962.	179,962.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INVITATION HOMES 2014-SFR2 CLS	466,207.	466,207.
INVITATION HOMES SER 2014-SFR3	333,722.	333,722.
J P MORGAN CHASE & CO MEDIUM T	258,739.	258,739.
J P MORGAN CHASE COML MTG SECS	397,879.	397,879.
JP MORGAN CHASE COMML MTG SECS	199,254.	199,254.
JPMCC COML MTG SECS TR 2015-JP	228,097.	228,097.
JPMORGAN CHASE 3.9%	82,442.	82,442.
JPMORGAN CHASE & 2%	135,458.	135,458.
JPMORGAN CHASE & 2.2%	302,530.	302,530.
JPMORGAN CHASE & 2.55%	515,637.	515,637.
JPMORGAN CHASE & CO	421,224.	421,224.
JPMORGAN CHASE & CO 4.25%	194,534.	194,534.
KEYCORP MEDIUM TERM SR NTS	49,812.	49,812.
KIMBERLY CLARK 2.65%	33,785.	33,785.
KINDER MORGAN 4.15%	34,512.	34,512.
KINDER MORGAN 5.3%	143,552.	143,552.
KINDER MORGAN ENERGY PARTNERS	16,582.	16,582.
KINDER MORGAN INC/DELAWA 3.05%	129,572.	129,572.
L-3 COMMUNICATIONS 5.2%	60,355.	60,355.
LB COMMERCIAL CONDUIT MORTGAGE	530,356.	530,356.
LB-UBS COML MTG TR 2007-C2 MTG	595,531.	595,531.
LOCKHEED MARTIN 2.5%	69,585.	69,585.
LOCKHEED MARTIN 3.1%	29,980.	29,980.
LOCKHEED MARTIN 3.35%	46,099.	46,099.
LOCKHEED MARTIN 3.55%	55,194.	55,194.
LOWES COS INC 3.375%	25,382.	25,382.
LYB INTL FIN B V 4%	49,843.	49,843.
MACYS RETAIL HLDGS 3.625%	36,694.	36,694.
MARSH & MCLENNAN FIXED 3.75%	15,020.	15,020.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MCDONALDS CORP 2.75%	14,990.	14,990.
MCDONALDS CORP 3.7%	24,979.	24,979.
MEDTRONIC INC 2.5%	271,916.	271,916.
MET LIFE GLOBAL FDG I MEDIUM T	146,934.	146,934.
METLIFE INC 3%	81,674.	81,674.
MICROSOFT CORP 2%	140,039.	140,039.
MORGAN STANLEY 2.125%	79,105.	79,105.
MORGAN STANLEY 2.2%	70,036.	70,036.
MORGAN STANLEY 2.65%	329,103.	329,103.
MORGAN STANLEY 2.8%	416,320.	416,320.
MORGAN STANLEY 3.75%	261,188.	261,188.
MORGAN STANLEY 3.95%	92,205.	92,205.
MORGAN STANLEY 4%	133,871.	133,871.
MORGAN STANLEY 4.75%	212,343.	212,343.
MORGAN STANLEY BAML TRUST 3.4	451,665.	451,665.
MORGAN STANLEY FIXED 1.875%	223,780.	223,780.
MYLAN INC FORMERLY 3.125%	169,753.	169,753.
NEXTGEAR FLOORPLAN MASTER OWNE	431,210.	431,210.
ONE GAS INC 3.61%	61,089.	61,089.
ONEMAIN FINL ISSUANCE TR 2014-	598,818.	598,818.
ONEMAIN FINL ISSUANCE TR 2015-	611,187.	611,187.
ONEMAIN FINL ISSUANCE TR 2015-	468,445.	468,445.
ORACLE CORP 2.8%	197,516.	197,516.
ORACLE CORP 2.95%	155,870.	155,870.
ORACLE CORP 3.4%	88,344.	88,344.
PENSKE TRUCK LEASING CO L P /	140,793.	140,793.
PENSKE TRUCK LEASING CO L P/PT	88,731.	88,731.
PERU REP GLOBAL BD 4.125%	246,960.	246,960.
PFIZER INC 3.4%	82,074.	82,074.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PFS FING CORP SER 2014-BA CLS	606,749.	606,749.
PHILIP MORRIS INTL INC 1.875%	179,493.	179,493.
PLAINS ALL AMER PIPELINE BNDS	69,836.	69,836.
PLAINS ALL AMERN 2.6%	177,358.	177,358.
PLAINS ALL AMERN 3.6%	92,257.	92,257.
POA DOUBLELINE CORE FIXED INCO	2,800,345.	2,800,345.
POA FLEXSHARES TR TR IBOXX 3 Y	883,054.	883,054.
POA NORTHERN FUNDS MULTI MANAG	3,311,129.	3,311,129.
POA NT COMM 1-5 YEAR CREDIT ID	1,509,213.	1,509,213.
POA NTGI-QM COMMON DAILY AGGRE	4,035,208.	4,035,208.
PRESTIGE AUTO 0	678,056.	678,056.
PROGRESS ENERGY SR NT 7.05%	482,092.	482,092.
PROGRESS RESIDENTIAL SER 2015-	570,868.	570,868.
PRUDENTIAL FINL INC 3.5%	75,312.	75,312.
PVTPL CMO STRPS 2012-1 LTD SR	87,095.	87,095.
PVTPL SANTANDER UK PLC SUB NT	208,190.	208,190.
QUALCOMM INC 3.45%	76,733.	76,733.
QVC INC 4.45%	208,672.	208,672.
REYNOLDS AMERICAN INC 4.85%	149,659.	149,659.
REYNOLDS AMERN INC 3.25%	50,815.	50,815.
REYNOLDS AMERN INC FIXED 2.3%	95,597.	95,597.
REYNOLDS AMERN INC FIXED 4.45%	130,729.	130,729.
ROYAL BK SCOTLAND 5.125%	283,683.	283,683.
ROYAL BK SCOTLAND 6.125%	27,217.	27,217.
ROYAL BK SCOTLAND GROUP PLC 6	134,627.	134,627.
SANTANDER DR AUTO 3.92%	613,772.	613,772.
SANTANDER HLDGS 2.65%	49,053.	49,053.
SANTANDER HLDGS FIXED 4.5%	91,615.	91,615.
SANTANDER UK GROUP 2.875%	19,864.	19,864.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SCG TR FLTG RT SER 2013-SRP1	457,222.	457,222.
SCHLUMBERGER HLDGS CORP 144A 3	108,579.	108,579.
SHELL INTERNATIONAL FIN 3.25%	356,231.	356,231.
SHELL INTL FIN B V 2.125%	177,078.	177,078.
SILVER BAY RLTY FLTG RT 1.4362	625,656.	625,656.
SIMON PPTY GROUP L P NT 2.2%	673,420.	673,420.
SLM PVT ED LN TR 2012-A STUD L	228,008.	228,008.
SOFI PROFESSIONAL LN PROGRAM 2	532,295.	532,295.
SOUTH AFRICA REP TBOND 5.875%	204,442.	204,442.
SOUTHERN COPPER CORP DEL RT 3	49,321.	49,321.
SOUTHN CAL EDISON 1.125%	139,087.	139,087.
ST JUDE MED INC 2%	59,889.	59,889.
ST JUDE MED INC 2.8%	80,030.	80,030.
ST JUDE MED INC 3.875%	10,093.	10,093.
STATE STREET CORPORATION BNDS	111,369.	111,369.
STATOIL ASA 2.65%	308,676.	308,676.
SUNOCO LOGISTICS 4.25%	168,651.	168,651.
SUNOCO LOGISTICS 4.4%	48,454.	48,454.
SWAY RESDNTL FLTG RT 1.7362%	403,515.	403,515.
SYNCHRONY CR CARD 2.37%	736,791.	736,791.
SYNCHRONY FINL 2.6%	69,748.	69,748.
SYNCHRONY FINL 2.7%	24,521.	24,521.
SYNCHRONY FINL 4.5%	164,609.	164,609.
TEVA 2.95%	71,801.	71,801.
THERMO FISHER 3.6%	87,328.	87,328.
TIME WARNER CABLE 4%	12,117.	12,117.
TIME WARNER CABLE 4.125%	35,738.	35,738.
TIME WARNER CABLE 5%	158,784.	158,784.
TOTAL CAP INTL 2.75%	149,422.	149,422.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 10 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TRANSOCEAN INC STEP CPN 5.55%	138,710.	138,710.
UBS AG STAMFORD 1.375%	248,809.	248,809.
UN PAC CORP 3.75%	314,735.	314,735.
UN PAC RR CO 3.227%	120,419.	120,419.
UNITED STATES OF AMER INFL IND	2,031,961.	2,031,961.
UNITED STATES TREAS INFL NTS	1,446,825.	1,446,825.
UNITEDHEALTH GROUP 1.9%	115,346.	115,346.
UNITEDHEALTH GROUP 2.7%	247,567.	247,567.
UNITEDHEALTH GROUP 2.875%	141,942.	141,942.
UNITEDHEALTH GROUP 3.35%	260,825.	260,825.
UTD TECHNOLOGIES STEP CPN 1.7%	326,669.	326,669.
VA ELEC & PWR CO 3.1%	103,994.	103,994.
VENTAS RLTY LTD PARTNERSHIP 1%	134,005.	134,005.
VERIZON 2.45%	468,557.	468,557.
VERIZON 2.625%	75,261.	75,261.
VERIZON 3.45%	204,618.	204,618.
VERIZON FIXED 3%	119,663.	119,663.
VISA INC 2.8%	301,240.	301,240.
VISA INC 3.15%	120,148.	120,148.
WACHOVIA BK COML MTG TR COML M	511,990.	511,990.
WALGREENS BOOTS FIXED 3.8%	65,001.	65,001.
WASTE MGMT INC DEL 3.125%	63,259.	63,259.
WELLPOINT INC 1.875%	418,178.	418,178.
WELLPOINT INC 3.3%	257,532.	257,532.
WELLS FARGO & CO 2.6%	398,975.	398,975.
WELLS FARGO & CO 2.55%	109,459.	109,459.
WELLS FARGO & CO NEW MEDIUM TE	126,124.	126,124.
WELLS FARGO COML MTG TR 2015-N	365,253.	365,253.
WF-RBS COML MTG TR 0	317,236.	317,236.

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
WI ENERGY CORP 2.45%	94,518.	94,518.
WILLIAMS PARTNERS 3.6%	90,438.	90,438.
WILLIAMS PARTNERS 4%	120,941.	120,941.
WILLIAMS PARTNERS 4.5%	109,270.	109,270.
TOTALS	<u>166,780,154.</u>	<u>166,780,154.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 11

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BAUPOST VALUE PARTNERS IV, LP	124,993,354.	124,993,354.
BLACKSTONE MARKET OPPORTUNITY	800,993.	800,993.
BLACKSTONE PARTNERS	44,483,963.	44,483,963.
BROOKSIDE CAYMAN, LTD	273,181.	273,181.
CONVEXITY CAP OFFSHORE	22,069,419.	22,069,419.
ELLIOTT INTL LTD	53,545,519.	53,545,519.
ETON PARK OVERSEAS LTD	29,320,077.	29,320,077.
GENERAL ATLANTIC PARTNERS	59,265,128.	59,265,128.
HIGHFIELD CAPITAL LTD CL A-548	48,525,422.	48,525,422.
KAYNE ANDERSON ENERGY FUND VI	7,539,999.	7,539,999.
LONE CASCADE	78,928,213.	78,928,213.
LONE SAVIN	22,689,185.	22,689,185.
POA NORTHN FDS GLOBAL RE IND*	896,662.	896,662.
SUMMIT ROCK DIVERSIFIED STRAT	57,224,362.	57,224,362.
SUMMIT ROCK HEDGED EQUITY	100,375,607.	100,375,607.
SUMMIT ROCK PRIVATE EQTY	2,106,335.	2,106,335.
SUMMIT ROCK PVT EQTY OFFSHORE	42,151,548.	42,151,548.
SUMMIT ROCK SELECT EQTY	119,315,776.	119,315,776.
SUMMIT ROCK STRATEGIC FXD INC	11,295,753.	11,295,753.
* THE FOUNDATION AND THE PHILADELPHIA ORCHESTRA ASSOCIATION HAVE A TRUST AGREEMENT		
TOTALS	<u>825,800,496.</u>	<u>825,800,496.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM INVESTMENT MANAGER	14,952,805.	14,952,805.
ACCRUED INTEREST RECEIVABLE	792,706.	792,706.
ACCRUED DIVIDENDS RECEIVABLE	95,969.	95,969.
DEPOSITS	38,699.	38,699.
PREPAID TAXES	1,179,624.	1,179,624.
REFUND ADVANCES	164,112.	164,112.
PROGRAM RELATED INVESTMENTS	250,000.	250,000.
TOTALS	<u>17,473,915.</u>	<u>17,473,915.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
STATE INCOME TAX PAYABLE	27,100.
CURRENT TAXES PAYABLE	4,068.
ROYALTIES/CONTRACTS PAYABLE	664,381.
ASSET RETIREMENT OBLIGATION DUE TO INVESTMENT MANAGER	2,913,299.
	22,901,257.
TOTALS	<u>26,510,105.</u>

ATTACHMENT 14

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON INVESTMENTS	33,312,031.
TOTAL	<u>33,312,031.</u>

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

IRELAND
CAYMAN ISLANDS
CANADA
CURACAO

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: ABOITIZ FOUNDATION, INC.
 GRANTEE'S ADDRESS: NAC TOWER, 32ND STREET
 CITY, STATE & ZIP: MANILA
 FOREIGN COUNTRY: PHILIPPINES
 GRANT DATE: 10/02/2014
 GRANT AMOUNT: 20,000.
 GRANT PURPOSE: TO SUPPORT THE DISASTER RELIEF FUND
 AMOUNT EXPENDED:
 ANY DIVERSION? NO
 DATES OF REPORTS: 02/28/2015
 VERIFICATION DATE: 02/04/2015
 RESULTS OF VERIFICATION:
 THE FOUNDATION WAS NOTIFIED THAT THE GRANT FUNDS WERE NOT EXPEND,
 SINCE THERE HAS NOT BEEN A DISASTER.

GRANTEE'S NAME: AEGIS TRUST
 GRANTEE'S ADDRESS: 38 WATER LANE
 CITY, STATE & ZIP: NEWARK
 FOREIGN PROVINCE: NOTTINGHAMSHIRE
 FOREIGN COUNTRY: UNITED KINGDOM NG24 1HA
 GRANT DATE: 02/19/2014
 GRANT AMOUNT: 500,000.
 GRANT PURPOSE: TO SUPPORT THE OPERATIONS OF THE KIGALI
 GENOCIDE MEMORIAL CENTRE
 AMOUNT EXPENDED: 500,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 02/28/2015
 VERIFICATION DATE: 10/08/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: ANNENBERG FOUNDATION TRUST AT SUNNYLANDS
 GRANTEE'S ADDRESS: 70177 HIGHWAY 111, SUITE 202
 CITY, STATE & ZIP: RANCHO MIRAGE, CA 92270
 GRANT DATE: 05/14/2001
 GRANT AMOUNT: 250,000,000.
 GRANT PURPOSE: ESTABLISHMENT AND INITIAL FUNDING OF THE TRUST AS A
 SPINOFF OF THE FOUNDATION.
 AMOUNT EXPENDED: 14,132,416.
 ANY DIVERSION? NO
 DATES OF REPORTS: 09/30/2015
 VERIFICATION DATE: 10/06/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: ANNENBERG FOUNDATION TRUST AT SUNNYLANDS

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S ADDRESS: 70177 HIGHWAY 111, SUITE 202
CITY, STATE & ZIP: RANCHO MIRAGE, CA 92270
GRANT DATE: 09/17/2004
GRANT AMOUNT: 125,000,000.
GRANT PURPOSE: TO ENGAGE IN PROGRAMMING ACTIVITIES IN THE AREA OF
CIVICS AND CIVICS EDUCATION

AMOUNT EXPENDED: 125,000,000.

ANY DIVERSION? NO

DATES OF REPORTS: 09/30/2015

VERIFICATION DATE: 10/06/2015

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: ASSOCIACAO PARA INVESTIGACAO DO MEIO MAR
GRANTEE'S ADDRESS: RUA MAESTRO FREDERICO DE FREITAS
CITY, STATE & ZIP: LISBON
FOREIGN PROVINCE: LISBOA
FOREIGN COUNTRY: PORTUGAL 1500-399
GRANT DATE: 11/26/2014
GRANT AMOUNT: 57,125.
GRANT PURPOSE: TO PURCHASE A BOAT AND EQUIPMENT TO SUPPORT ONGOING
RESEARCH PROJECTS

AMOUNT EXPENDED:

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: CARE FRANCE
GRANTEE'S ADDRESS: 71, RUE ARCHEREAU
CITY, STATE & ZIP: PARIS
FOREIGN COUNTRY: FRANCE 75019
GRANT DATE: 07/15/2014
GRANT AMOUNT: 40,956.
GRANT PURPOSE: ON THE OCCASION OF THE 30TH ANNIVERSARY
AMOUNT EXPENDED: 32,776.

ANY DIVERSION? NO

DATES OF REPORTS: 08/31/2015

VERIFICATION DATE: 02/01/2016

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: CENTRO GOLFINHO ROTADOR

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FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S ADDRESS: 5 - VILA DO BOLDRO
 CITY, STATE & ZIP: FERNANDO DE NOROHA
 FOREIGN PROVINCE: PERNAMBUCO
 FOREIGN COUNTRY: BRAZIL 53990-000
 GRANT DATE: 10/24/2012
 GRANT AMOUNT: 200,000.
 GRANT PURPOSE: FOR RESEARCH AND EDUCATIONAL PROGRAMMING
 AMOUNT EXPENDED: 200,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 02/28/2015
 VERIFICATION DATE: 09/08/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: CENTRO GOLFINHO ROTADOR
 GRANTEE'S ADDRESS: 5 - VILA DO BOLDRÓ
 CITY, STATE & ZIP: FERNANDO DE NOROHA
 FOREIGN PROVINCE: PERNAMBUCO
 FOREIGN COUNTRY: BRAZIL 53990-000
 GRANT DATE: 12/10/2013
 GRANT AMOUNT: 50,000.
 GRANT PURPOSE: FOR RESEARCH AND EDUCATIONAL PROGRAMMING
 AMOUNT EXPENDED: 50,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 02/28/2015
 VERIFICATION DATE: 09/08/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: DOCKERY FARMS FOUNDATION
 GRANTEE'S ADDRESS: 229 HIGHWAY 8
 CITY, STATE & ZIP: CLEVELAND, MS 38732
 GRANT DATE: 09/06/2013
 GRANT AMOUNT: 100,000.
 GRANT PURPOSE: TO SUPPORT BLUES AND JAZZ EDUCATIONAL
 PROGRAMMING AT DOCKERY FARMS
 AMOUNT EXPENDED:
 ANY DIVERSION? NO
 DATES OF REPORTS: 02/28/2015
 VERIFICATION DATE: 02/28/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION WAS NOTIFIED THAT THE GRANT FUNDS WERE NOT EXPENDED ON
 GRANT ACTIVITIES, DUE TO SHORTAGE OF STAFF.

GRANTEE'S NAME: DYNAMIC TEEN COMPANY-MAKING A DIFFERENCE
 GRANTEE'S ADDRESS: 188 J. MIRANDA ST.

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

CITY, STATE & ZIP: CAVITE CITY
 FOREIGN COUNTRY: PHILIPPINES 4100
 GRANT DATE: 04/22/2015
 GRANT AMOUNT: 10,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS OF
 DYNAMIC TEEN COMPANY - MAKING A DIFFERENCE

AMOUNT EXPENDED:

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: ENSEMBLE LES TALENS LYRIQUES

GRANTEE'S ADDRESS: 49, RUE DE MAUBEUGE

CITY, STATE & ZIP: PARIS

FOREIGN COUNTRY: FRANCE 75009

GRANT DATE: 05/29/2014

GRANT AMOUNT: 203,475.

GRANT PURPOSE: TO SUPPORT THE 2014 SEASON

AMOUNT EXPENDED: 163,881.

ANY DIVERSION? NO

DATES OF REPORTS: 08/31/2015

VERIFICATION DATE: 08/31/2015

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: ENSEMBLE LES TALENS LYRIQUES

GRANTEE'S ADDRESS: 49, RUE DE MAUBEUGE

CITY, STATE & ZIP: PARIS

FOREIGN COUNTRY: FRANCE 75009

GRANT DATE: 10/26/2015

GRANT AMOUNT: 163,125.

GRANT PURPOSE: TO SUPPORT THE 2015 SEASON

AMOUNT EXPENDED:

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: ESCUELA DE AGRICULTURA DE LA REGION TROP

GRANTEE'S ADDRESS: P.O. BOX 442-100

CITY, STATE & ZIP:

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FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

FOREIGN PROVINCE: SAN JOSE
 FOREIGN COUNTRY: COSTA RICA
 GRANT DATE: 05/10/2006
 GRANT AMOUNT: 600,000.
 GRANT PURPOSE: TO ESTABLISH TWO CHARLES ANNENBERG
 WEINGARTEN ENDOWED SCHOLARSHIPS
 AMOUNT EXPENDED: 17,455.

ANY DIVERSION? NO
 DATES OF REPORTS: 05/31/2015
 VERIFICATION DATE: 05/31/2015

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: FESTIVAL LYRIQUE INTERNATIONAL DE BELLE-
 GRANTEE'S ADDRESS: 6 RUE ARLETTY
 CITY, STATE & ZIP: BANGOR
 FOREIGN COUNTRY: FRANCE 56360
 GRANT DATE: 07/02/2015
 GRANT AMOUNT: 22,220.
 GRANT PURPOSE: FESTIVAL LYRIQUE INTERNATIONAL DE BELLE-ILE-EN-MER
 AMOUNT EXPENDED:

ANY DIVERSION? NO

DATES OF REPORTS:
 VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: FONDATION NOTRE DAME DU PERPETUEL SECOUR
 GRANTEE'S ADDRESS: RUE FOUGERE
 CITY, STATE & ZIP: PORT-AU-PRINCE
 FOREIGN COUNTRY: HAITI
 GRANT DATE: 04/28/2015
 GRANT AMOUNT: 10,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS
 OF FONDATION NOTRE DAME DU PERPETUEL SECOURS

AMOUNT EXPENDED: 10,000.

ANY DIVERSION? NO
 DATES OF REPORTS: 11/30/2015
 VERIFICATION DATE: 11/30/2015

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: FONDAZIONE PALAZZO STROZZI
 GRANTEE'S ADDRESS: PIAZZA STROZZI

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

CITY, STATE & ZIP: FLORENCE
FOREIGN COUNTRY: ITALY 50123
GRANT DATE: 03/24/2015
GRANT AMOUNT: 11,780.
GRANT PURPOSE: EDUCATIONAL PROGRAMMES AT THE PALAZZO STROZZI
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: FRIENDSHIP LUXEMBOURG A.S.B.L.
GRANTEE'S ADDRESS: 58 RUE DE LIMPACH, L-3932
CITY, STATE & ZIP: MONDERCANGE
FOREIGN PROVINCE: R.C.S LUXEMBOURG
FOREIGN COUNTRY: LUXEMBOURG F1387
GRANT DATE: 09/11/2014
GRANT AMOUNT: 335,000.
GRANT PURPOSE: LIFEBOUY FRIENDSHIP HOSPITAL
AMOUNT EXPENDED: 185,000.
ANY DIVERSION? NO
DATES OF REPORTS: 8/31/2015
VERIFICATION DATE: 08/31/2015
RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: FUNDACAO CENTRO BRASILEIRO
GRANTEE'S ADDRESS: ED EMPRESARIAL ITAIGARA, SALA 307
CITY, STATE & ZIP: RIO VERMELHO
FOREIGN PROVINCE: SALVADOR BAHIA
FOREIGN COUNTRY: BRAZIL 41815-135
GRANT DATE: 12/23/2013
GRANT AMOUNT: 25,000.
GRANT PURPOSE: TO SUPPORT THE TAMARZINHOS PROGRAM
AMOUNT EXPENDED: 5,393.
ANY DIVERSION? NO
DATES OF REPORTS: 02/28/2015
VERIFICATION DATE: 09/10/2015
RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: HOMEBAKED COMMUNITY LAND TRUST CIC
GRANTEE'S ADDRESS: 197 - 199 OAKFIELD ROAD

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

CITY, STATE & ZIP: LIVERPOOL
FOREIGN COUNTRY: UNITED KINGDOM L4 0UF
GRANT DATE: 07/09/2014
GRANT AMOUNT: 100,000.
GRANT PURPOSE: TO PROVIDE SALARY SUPPORT FOR A PROJECT MANAGER
AND AN ARCHITECTURE AND DESIGN CONSULTANT
AMOUNT EXPENDED: 25,774.

ANY DIVERSION? NO
DATES OF REPORTS: 06/30/2015
VERIFICATION DATE: 09/22/2015

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: INSTITUT CURIE
GRANTEE'S ADDRESS: 26 RUE D'ULM
CITY, STATE & ZIP: PARIS
FOREIGN COUNTRY: FRANCE 75005
GRANT DATE: 06/22/2011
GRANT AMOUNT: 1,975,484.
GRANT PURPOSE: FOR THE CREATION OF A LABORATORY OF TRANSLATIONAL
RESEARCH IN PEDIATRIC ONCOLOGY
AMOUNT EXPENDED: 278,988.

ANY DIVERSION? NO
DATES OF REPORTS: 02/28/2015
VERIFICATION DATE: 03/11/2016

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: INSTITUTE FOR STRATEGIC DIALOGUE
GRANTEE'S ADDRESS: 48 CHARLES STREET
CITY, STATE & ZIP: LONDON
FOREIGN COUNTRY: UNITED KINGDOM W1J 5EN
GRANT DATE: 04/15/2013
GRANT AMOUNT: 288,878.
GRANT PURPOSE: TO SUPPORT THE WEIDENFELD SCHOLARSHIPS AND LEADERSHIP
PROGRAMME
AMOUNT EXPENDED: 146,264.

ANY DIVERSION? NO
DATES OF REPORTS: 02/15/2015
VERIFICATION DATE: 04/09/2015

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: INSTITUTO AUGUSTO CARNEIRO

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S ADDRESS: AV. IPIRANGA 607/302
 CITY, STATE & ZIP: PORTO ALEGRE
 FOREIGN PROVINCE: RIO GRANDE DO SUL.
 FOREIGN COUNTRY: BRAZIL 90160-092
 GRANT DATE: 01/16/2014
 GRANT AMOUNT: 40,000.
 GRANT PURPOSE: TO SUPPORT THE WORK OF A FULL-TIME MARINE CONSERVATION
 ACTIVIST
 AMOUNT EXPENDED: 22,791.
 ANY DIVERSION? NO
 DATES OF REPORTS: 01/15/2015
 VERIFICATION DATE: 01/21/2015
 RESULTS OF VERIFICATION:
 THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: INSTITUTO AUGUSTO CARNEIRO
 GRANTEE'S ADDRESS: AV. IPIRANGA 607/302
 CITY, STATE & ZIP: PORTO ALEGRE
 FOREIGN PROVINCE: RIO GRANDE DO SUL.
 FOREIGN COUNTRY: BRAZIL 90160-092
 GRANT DATE: 01/16/2014
 GRANT AMOUNT: 40,000.
 GRANT PURPOSE: TO SUPPORT THE WORK OF A FULL-TIME MARINE CONSERVATION
 ACTIVIST
 AMOUNT EXPENDED: 22,791.
 ANY DIVERSION? NO
 DATES OF REPORTS: 01/15/2015
 VERIFICATION DATE: 01/21/2015
 RESULTS OF VERIFICATION:
 THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: INSTITUTO BALEIA JUBARTE
 GRANTEE'S ADDRESS: CAIXA POSTAL 92
 CITY, STATE & ZIP: PRAIA DO FORTE, MATA DE SAO JOAO
 FOREIGN PROVINCE: BAHIA
 FOREIGN COUNTRY: BRAZIL 48280-000
 GRANT DATE: 12/16/2013
 GRANT AMOUNT: 25,000.
 GRANT PURPOSE: TO SUPPORT THE PRAIA DO FORTE VISITOR CENTER AND
 WHALE WATCHING ACTIVITIES
 AMOUNT EXPENDED: 3,545.
 ANY DIVERSION? NO
 DATES OF REPORTS: 10/31/2015
 VERIFICATION DATE: 02/04/2016
 RESULTS OF VERIFICATION:
 THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: INTERNATIONAL CENTRE FOR THE STUDY OF
 GRANTEE'S ADDRESS: VIA DI SAN MICHELE, 13
 CITY, STATE & ZIP: ROME
 FOREIGN COUNTRY: ITALY I-00153
 GRANT DATE: 05/29/2014
 GRANT AMOUNT: 13,796.
 GRANT PURPOSE: TO SUPPORT THE RE-ORG PILOT PROJECT
 AMOUNT EXPENDED: 10,925.
 ANY DIVERSION? NO
 DATES OF REPORTS: 02/28/2015
 VERIFICATION DATE: 04/23/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: LABORATORIO DE AQUICULTURA MARINHA
 GRANTEE'S ADDRESS: MAILBOX 224
 CITY, STATE & ZIP: PORTO DE GALINHAS, IPOJUCA
 FOREIGN PROVINCE: PERNAMBUCO
 FOREIGN COUNTRY: BRAZIL 55590-000
 GRANT DATE: 01/24/2014
 GRANT AMOUNT: 15,000.
 GRANT PURPOSE: PROJETO HIPPOCAMPUS
 AMOUNT EXPENDED: 8,436.
 ANY DIVERSION? NO
 DATES OF REPORTS: 02/28/2015
 VERIFICATION DATE: 01/19/2016
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: L ACADEMIE AMERICAINE DE DANSE A PARIS
 GRANTEE'S ADDRESS: 100 RUE DU CHERCHE MIDI
 CITY, STATE & ZIP: PARIS
 FOREIGN COUNTRY: FRANCE 75006
 GRANT DATE: 02/16/2012
 GRANT AMOUNT: 1,747,845.
 GRANT PURPOSE:
 AMOUNT EXPENDED: 1,344,109.
 ANY DIVERSION? NO
 DATES OF REPORTS: 10/31/2015
 VERIFICATION DATE: 10/21/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

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FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: L ASSOCIATION POUR LA RECHERCHE SUR ALZH
 GRANTEE'S ADDRESS: 7, RUE Versonnex
 CITY, STATE & ZIP: GENÈVE
 FOREIGN COUNTRY: SWITZERLAND 1207
 GRANT DATE: 06/11/2015
 GRANT AMOUNT: 11,034.
 GRANT PURPOSE: FOR RESEARCH AND DEVELOPMENT OF THE GENEVA MEMORY
 AND BRAIN RESILIENCE CENTER OF THE GENEVA

AMOUNT EXPENDED:

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: L ENVOL POUR LES ENFANTS EUROPEENS
 GRANTEE'S ADDRESS: 11 RUE MARBEUF
 CITY, STATE & ZIP: PARIS
 FOREIGN COUNTRY: FRANCE 75008
 GRANT DATE: 11/07/2014
 GRANT AMOUNT: 15,970.
 GRANT PURPOSE: TO SUPPORT CAMP ACTIVITIES
 AMOUNT EXPENDED: 13,810.

ANY DIVERSION? NO

DATES OF REPORTS: 09/30/2015

VERIFICATION DATE: 01/22/2016

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: MPALA RESEARCH TRUST
 GRANTEE'S ADDRESS: P.O. BOX 555
 CITY, STATE & ZIP: NANYUKI
 FOREIGN COUNTRY: KENYA 10400
 GRANT DATE: 07/12/2013
 GRANT AMOUNT: 450,000.
 GRANT PURPOSE: MPALA LIVE! PROJECT
 AMOUNT EXPENDED: 124,780.

ANY DIVERSION? NO

DATES OF REPORTS: 06/20/2014

VERIFICATION DATE: 06/12/2015

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: NORTHERN VISIONS INDEPENDENT VIDEO&FILM

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FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S ADDRESS: 448-401 RICHMOND STREET WEST
 CITY, STATE & ZIP: TORONTO
 FOREIGN PROVINCE: ONTARIO
 FOREIGN COUNTRY: CANADA M5V 3A8
 GRANT DATE: 05/16/2012
 GRANT AMOUNT: 10,000.
 GRANT PURPOSE: TO SUPPORT THE INDEPENDENT IMAGING RETREAT
 AMOUNT EXPENDED:
 ANY DIVERSION? NO
 DATES OF REPORTS:
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: PACIFIC ORCA SOCIETY
 GRANTEE'S ADDRESS: 34 COTTONWOOD ROAD, BOX 510
 CITY, STATE & ZIP: ALERT BAY
 FOREIGN PROVINCE: BRITISH COLUMBIA
 FOREIGN COUNTRY: CANADA V0N 1A0
 GRANT DATE: 11/04/2014
 GRANT AMOUNT: 16,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS OF
 THE PACIFIC ORCA SOCIETY
 AMOUNT EXPENDED: 16,000.
 ANY DIVERSION? NO
 DATES OF REPORTS:
 VERIFICATION DATE:
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: RMN-GP
 GRANTEE'S ADDRESS: 254/256 RUE DE BERCY
 CITY, STATE & ZIP: PARIS
 FOREIGN COUNTRY: FRANCE 75577
 GRANT DATE: 02/18/2014
 GRANT AMOUNT: 137,920.
 GRANT PURPOSE: TO SUPPORT THE EXHIBITION "NIKI DE SAINT PHALLE"
 AMOUNT EXPENDED: 109,254.
 ANY DIVERSION? NO
 DATES OF REPORTS: 02/28/2015
 VERIFICATION DATE: 04/02/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

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FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: THE FARRAH FAWCETT FOUNDATION
GRANTEE'S ADDRESS: 501 SOUTH BEVERLY DRIVE, 3RD FLOOR
CITY, STATE & ZIP: BEVERLY HILLS, CA 90212
GRANT DATE: 07/30/2015
GRANT AMOUNT: 100,000.
GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS OF
THE FARRAH FAWCETT FOUNDATION

AMOUNT EXPENDED:

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: THE IQALUIT COMMUNITY GREENHOUSE SOCIETY
GRANTEE'S ADDRESS: P.O. BOX 2469
CITY, STATE & ZIP: IQALUIT
FOREIGN PROVINCE: NUNAVUT
FOREIGN COUNTRY: CANADA X0A 0H0
GRANT DATE: 03/25/2008
GRANT AMOUNT: 50,000.
GRANT PURPOSE: IQALUIT COMMUNITY GREENHOUSE EXPANSION PROJECT
AMOUNT EXPENDED: 20,118.

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE: 03/29/2016

RESULTS OF VERIFICATION:

THE FOUNDATION WAS INFORMED THAT THERE IS A BALANCE DUE TO THE
ACCOUNT BEING RESERVED FOR SPECIAL PROJECTS AND FOR GREENHOUSE
EXPANSIONS AS PER DECISION BY THE BOARD.

GRANTEE'S NAME: THE ODYSSEY CONSERVATION TRUST
GRANTEE'S ADDRESS: HADDON HALL
CITY, STATE & ZIP: BAKEWELL
FOREIGN PROVINCE: DERBYSHIRE
FOREIGN COUNTRY: UNITED KINGDOM DE45 1LA
GRANT DATE: 03/23/2015
GRANT AMOUNT: 25,000.
GRANT PURPOSE: TACANA WOMEN PROJECT

AMOUNT EXPENDED:

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
REPORT WAS REQUIRED OR MADE

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FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: THE SOCIETY FOR THE PROTECTION OF ANIMAL
 GRANTEE'S ADDRESS: 14 JOHN STREET
 CITY, STATE & ZIP: LONDON
 FOREIGN COUNTRY: UNITED KINGDOM WC1N 2EB
 GRANT DATE: 02/07/2014
 GRANT AMOUNT: 42,513.
 GRANT PURPOSE: TO SUPPORT CHARITABLE PROGRAMMING
 AMOUNT EXPENDED: 37,059.
 ANY DIVERSION? NO
 DATES OF REPORTS: 02/28/2015
 VERIFICATION DATE: 06/09/2015
 RESULTS OF VERIFICATION:

GRANTEE'S NAME: THE WALLIS ANNENBERG LEGACY FOUNDATION
 GRANTEE'S ADDRESS: 2000 AVENUE OF THE STARS, SUITE 1000S
 CITY, STATE & ZIP: LOS ANGELES, CA 90067
 GRANT DATE: 12/12/2013
 GRANT AMOUNT: 1,764,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS
 AMOUNT EXPENDED: 1,764,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 07/8/2015
 VERIFICATION DATE: 07/17/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: THE WALLIS ANNENBERG LEGACY FOUNDATION
 GRANTEE'S ADDRESS: 2000 AVENUE OF THE STARS, SUITE 1000S
 CITY, STATE & ZIP: LOS ANGELES, CA 90067
 GRANT DATE: 09/16/2014
 GRANT AMOUNT: 1,000,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS
 AMOUNT EXPENDED: 1,000,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 10/21/2014
 VERIFICATION DATE: 03/25/2015
 RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF
 THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE
 REPORT WAS REQUIRED OR MADE

GRANTEE'S NAME: THE WALLIS ANNENBERG LEGACY FOUNDATION
 GRANTEE'S ADDRESS: 2000 AVENUE OF THE STARS, SUITE 1000S
 CITY, STATE & ZIP: LOS ANGELES, CA 90067
 GRANT DATE: 07/17/2015
 GRANT AMOUNT: 7,000,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS
 AMOUNT EXPENDED:

CONT'D ON NEXT PAGE

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE:

RESULTS OF VERIFICATION:

THE FOUNDATION HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE SO NO INDEPENDENT VERIFICATION OF THE REPORT WAS REQUIRED OR MADE

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

ATTACHMENT 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>
WALLIS ANNENBERG 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	CEO/CHAIRPERSON/PRESIDENT 20.00	0.	0.	0.
LEONARD J AUBE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	EXECUTIVE DIRECTOR 1/15-4/15 37.50	212,040.	57,918.	0.
PAUL J MANGANIELLO 101 WEST ELM STREET 640 CONSHOHOCKEN, PA 19428	DIRECTOR OF FINANCE/TREASURER 37.50	262,173.	57,967.	0.
LAUREN BON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 37.50	43,263.	26,826.	0.
CHARLES WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 37.50	43,263.	26,826.	0.

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

ATTACHMENT 17 (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 37.50	43,263.	41,287.	0.
CINNY KENNARD 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	EXECUTIVE DIRECTOR 5/15-12/15 37.50	310,396.	31,775.	0.
GRAND TOTALS		<u>914,398.</u>	<u>242,599.</u>	<u>0.</u>

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

ATTACHMENT 18

<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 POLLAK 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	SR ADVISOR/EXEC PROD 37.50	228,461.	53,149.	0.
JOHN YI 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	DIR STRATEGIC INITIA 37.50	202,684.	43,299.	0.
ALLISON HOLMES 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	SR DIR. OPS/STRATEGY 37.50	196,673.	50,856.	0.
CAROL LAUMEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	GM, ANNENBERG VENTUR 37.50	187,382.	49,487.	0.
MICHAEL MORRISON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	DIR. TECH/MEDIA OPS 37.50	187,267.	44,836.	0.
TOTAL COMPENSATION		1,002,467.	241,627.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 19

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
ARCLIGHT PRODUCTIONS 732 N. HIGHLAND AVE HOLLYWOOD, CA 90038	MULTIMEDIA	2,502,035.
J. BEN BOURGEOIS PRODUCTION, INC. 512 N. LARCHMONT BLVD LOS ANGELES, CA 90004	PRODUCTION	1,463,221.
GEOSYNTEC CONSULTANTS 900 BROKEN SOUND PARKWAY NW, SUITE 200 BOCA RATON, FL 33487	PROGRAM	1,178,649.
SHEPPARD, MULLIN RICHTER & HAMPTON LLP 333 S. HOPE STREET, 43RD FLOOR LOS ANGELES, CA 90071	LEGAL	1,173,723.
IP VIDEO SPECIALIST INC. 334 N. RIOS AVENUE, POB 744 SOLANA BEACH, CA 92075	PROGRAM	1,115,935.
	TOTAL COMPENSATION	<u>7,433,563.</u>

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.

990PF, PART XV - SUBMISSION DEADLINES

THERE IS NO SUBMISSION DEADLINE - APPLICATIONS ARE ACCEPTED YEAR-ROUND
WEBSITE: [HTTP://WWW.ANNENBERGFOUNDATION.ORG/GRANTMAKING/HOW-TO-APPLY](http://www.annenbergfoundation.org/grantmaking/how-to-apply)

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

ATTACHMENT 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>
2015 SPECIAL OLYMPICS WORLD SUMMER GAMES 633 WEST FIFTH STREET SUITE 2000 LOS ANGELES, CA 90071	NONE PC	GENERAL OPERATING SUPPORT	1,000,000.
A PLACE CALLED HOME 2830 SOUTH CENTRAL AVENUE LOS ANGELES, CA 90011	NONE PC	GENERAL OPERATING SUPPORT	100,000.
ABILITYFIRST 1300 EAST GREEN STREET PASADENA, CA 91106	NONE PC	EAST LOS ANGELES CENTER	10,000.
ABODE COMMUNITIES 1149 S. HILL STREET SUITE 700 LOS ANGELES, CA 90015	NONE PC	GENERAL OPERATING SUPPORT	100,000.
ACADEMY FOR GRASSROOTS ORGANIZATIONS PO BOX 293928 PHELAN, CA 92329	NONE PC	GENERAL OPERATING SUPPORT	30,000.
ACCESS OC SOUTHERN CALIFORNIA 1505 E. 17TH STREET SUITE 209 SANTA ANA, CA 92705	NONE PC	GENERAL OPERATING SUPPORT	25,000.

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

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>
ACTORS GANG INC THE IVY SUBSTATION 9070 VENICE BOULEVARD CULVER CITY, CA 90232	NONE PC	GENERAL OPERATING SUPPORT	100,000.
ADVANCEMENT PROJECT LOS ANGELES OFFICE 1910 W SUNSET BLVD SUITE 500 LOS ANGELES, CA 90026	NONE PC	LOS ANGELES OFFICE	100,000.
ADVANCEMENT THROUGH OPPORTUNITY AND KNOWLEDGE INC C/O CHILDREN YOUTH AND FAMILY COLLABORATIVE 1200 W 37TH PLACE LOS ANGELES, CA 90007	NONE PC	GENERAL OPERATING SUPPORT	60,000.
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET NW SUITE 120 WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	500.
ALASKA DEPARTMENT OF FISH AND GAME 1255 W 8TH STREET JUNEAU, AK 99802	NONE GOV	WALRUS WEBCAM OF THE DIV. OF WILDLIFE CONSERVATION	50,000.
ALCOHOLICS TOGETHER INC 1773 GRIFFITH PARK BLVD LOS ANGELES, CA 90026	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
ALTADENA LIBRARY FOUNDATION 600 E MARIPOSA STREET ALTADENA, CA 91001	NONE PC	BOARD DEVELOPMENT FUND DEVELOPMENT AND COMMUNICATIONS STRATEGY	10,000.
ALTASEA AT THE PORT OF LOS ANGELES 222 WEST 6TH STREET SUITE 1010 SAN PEDRO, CA 90731	NONE PC	OPERATIONS AND COMMUNITY EDUCATION AND OUTREACH	91,748.
ALTASEA AT THE PORT OF LOS ANGELES 222 WEST 6TH STREET SUITE 1010 SAN PEDRO, CA 90731	NONE PC	OPERATIONS AND COMMUNITY EDUCATION AND OUTREACH	5,434,000.
ALTASEA AT THE PORT OF LOS ANGELES 222 WEST 6TH STREET SUITE 1010 SAN PEDRO, CA 90731	NONE PC	GENERAL OPERATING SUPPORT	780,000.
ALZHEIMERS ASSOCIATION NATIONAL OFFICE 225 NORTH MICHIGAN AVENUE FLOOR 17 CHICAGO, IL 60601-7633	NONE PC	GENERAL OPERATING SUPPORT	10,000.
AMBULANTE 1639 11TH ST SUITE 180 SANTA MONICA, CA 90404	NONE PC	GENERAL OPERATING SUPPORT	35,000.

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

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>
AMERICAN FRIENDS OF COVENT GARDEN PO BOX 5155 ROCKEFELLER CENTER NEW YORK, NY 10185	NONE PC	GENERAL OPERATING SUPPORT	389,835.
AMERICAN FRIENDS OF ISRAEL PHILHARMONIC ORCHESTRA NATIONAL OFFICE 122 EAST 42ND STREET SUITE 4507 NEW YORK, NY 10168	NONE PC	UNITED STATES TOUR	50,000.
AMERICAN FRIENDS OF THE PARIS OPERA & BALLET 972 FIFTH AVENUE NEW YORK, NY 10075	NONE PC	GENERAL OPERATING SUPPORT	10,595.
AMERICAN LIBRARY IN PARIS, INC. 10 RUE DU GENERAL CAMOU PARIS FRANCE 75007	NONE PC	EVENINGS WITH AN AUTHOR AND GENERAL OPERATING SUPPORT	55,875.
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH ST NEW YORK, NY 10024-5192	NONE PC	TO SUPPORT EDUCATION PROGRAMS	10,000.
AMERICAN YOUTH SYMPHONY INC 3424 WILSHIRE BLVD SUITE 830 LOS ANGELES, CA 90010	NONE PC	GENERAL OPERATING SUPPORT	60,000.

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

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>
ANIMAL SAMARITANS PO BOX 513 THOUSAND PALMS THOUSAND PALMS, CA 92276-0513	NONE PC	ADOPTION ALLIANCE ANIMAL RESCUE PROGRAM	10,000.
ANNENBERG CENTER AT EISENHOWER 39000 BOB HOPE DRIVE DINAH SHORE BUILDING RANCHO MIRAGE, CA 92270-3298	NONE SO I	ASSISTANCE FOR A BOARD RETREAT	10,000.
ANTHOLOGY FILM ARCHIVES 32 SECOND AVENUE NEW YORK, NY 10003	NONE PC	STAFFING AND FUND FOR THE ARTISTIC DIRECTOR AND BOARD PRESIDENT	250,000.
ARMAND HAMMER MUSEUM 10899 WILSHIRE BOULEVARD 3RD FLOOR LOS ANGELES, CA 90024-4201	NONE PC	GENERAL OPERATING SUPPORT	25,000.
ARMENIAN MISSIONARY ASSOC. OF AMER INC 31 WEST CENTURY ROAD PARAMUS, NJ 07652	NONE PC	CAPITAL CAMPAIGN KHOREN SHOOSHANIG AVEDISIAN SCHOOL	15,000.
ARMENIAN MISSIONARY ASSOC. OF AMER INC 31 WEST CENTURY ROAD PARAMUS, NJ 07652	NONE PC	LESLIE LOUISE DANELIAN SCHOLARSHIP FUND	100,000.

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

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>
ARROYO SECO FOUNDATION LOS ANGELES RIVER CENTER & GARDENS 570 W AVENUE 26 SUITE 450 LOS ANGELES, CA 90065	NONE PC	HAHAMONGNA NURSERY	25,000.
ART STUDENTS LEAGUE OF NEW YORK 215 W 57TH ST NEW YORK, NY 10019	NONE PC	GENERAL OPERATING SUPPORT	10,000.
ARTS AND SERVICES FOR DISABLED INCORPORATED 3626 E PACIFIC COAST HWY LONG BEACH, CA 90804	NONE PC	GENERAL OPERATING SUPPORT	25,000.
ASCENCIA 1851 TYBURN STREET GLENDALE, CA 91204	NONE PC	FOR BOARD DEVELOPMENT AND A JOINT RETREAT	10,000.
ASCENCIA 1851 TYBURN STREET GLENDALE, CA 91204	NONE PC	GENERAL OPERATING SUPPORT	100,000.
ASIAN AMERICANS ADVANCING JUSTICE LOS ANGELES 1145 WILSHIRE BOULEVARD 2ND FLOOR LOS ANGELES, CA 90017	NONE PC	YOUTH VISIONARIES PROGRAM	100,000.

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

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>
ASIAN YOUTH CENTER 100 WEST CLARY AVE SAN GABRIEL, CA 91776	NONE PC	GENERAL OPERATING SUPPORT	60,000.
ASPEN VALLEY SKI SNOWBOARD CLUB INC 300 AVSC DRIVE ASPEN, CO 81611	NONE PC	GENERAL OPERATING SUPPORT	75,000.
ASSOCIACAO PARA INVESTIGACAO DO MEIO MARINHO RUA MAESTRO FREDERICO DE FREITAS LISBON LISBOA PORTUGAL 1500-399	NONE NC	PURCHASE A BOAT AND EQUIPMENT FOR RESEARCH	57,125.
AUTISM INCLUSION RESOURCES C/O WENDY ROSS 1159 MORRIS ROAD WYNNWOOD, PA 19096	NONE PC	GENERAL OPERATING SUPPORT	10,000.
AUTRY NATIONAL CENTER OF THE AMERICAN WEST 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 90027-1462	NONE PC	MASTERS OF THE AMERICAN WEST FINE ARTS EXHIBITION AND SALE	20,000.
BABY BUGGY INC 306 W 37TH STREET, 8TH FLOOR NEW YORK, NY 10018	NONE PC	BABY BUGGY LA	35,000.

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

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>
BATTLE OF FRANKLIN TRUST INC 1345 EASTERN FLANK CIRCLE FRANKLIN, TN 37064	NONE PC	GENERAL OPERATING SUPPORT	25,000.
BAYAN 1325 N COLLEGE AVE CLAREMONT, CA 91711	NONE PC	FUND DEVELOPMENT COMMUNICATIONS STRATEGY AND TECHNOLOGY	10,000.
BEAUTY BUS FOUNDATION 2716 OCEAN PARK BLVD SUITE 1062 SANTA MONICA, CA 90405	NONE PC	GENERAL OPERATING SUPPORT	65,000.
BEIT TSHUVAH 8831 VENICE BLVD LOS ANGELES, CA 90034	NONE PC	GENERAL OPERATING SUPPORT	2,500.
BEIT TSHUVAH 8831 VENICE BLVD LOS ANGELES, CA 90034	NONE PC	MELISSA BARASH SCHOLARSHIP FUND	25,000.
BLOCK ISLAND ECUMENICAL MINISTRIES INC PO BOX 323 BLOCK ISLAND, RI 02807	NONE PC	MARY D FUND	25,000.

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

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>
BOARDSOURCE 750 9TH STREET NW SUITE 650 WASHINGTON, DC 20001-4793	NONE PC	GENERAL OPERATING SUPPORT	100,000.
BOWERY ARTS & SCIENCE LTD. 310 BOWERY NEW YORK, NY 10012	NONE PC	GENERAL OPERATING SUPPORT	15,000.
BOYS & GIRLS CLUBS OF GREATER REDLANDS RIVERSIDE 1251 CLAY STREET REDLANDS, CA 92374	NONE PC	BE GREAT GRADUATE PROGRAM	65,000.
BOYS AND GIRLS CLUB OF SANTA ANA INC 250 N GOLDEN CIRCLE SUITE 104 SANTA ANA, CA 92705	NONE PC	GENERAL OPERATING SUPPORT	75,000.
BOYS AND GIRLS CLUB OF WHITTIER, INC. 7905 S GREENLEAF AVE WHITTIER, CA 90602	NONE PC	BGCW TEEN CENTER	40,000.
BRIGHT STAR SCHOOLS 5800 HANNUM AVENUE SUITE 130 CULVER CITY, CA 90230	NONE PC	CONNECTIONS PROGRAM	75,000.

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

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>
BROWN UNIVERSITY OFFICE OF THE PRESIDENT 1 PROSPECT STREET PROVIDENCE, RI 02912	NONE PC	GENERAL OPERATING SUPPORT	75,000.
BROWN UNIVERSITY OFFICE OF THE PRESIDENT 1 PROSPECT STREET PROVIDENCE, RI 02912	NONE PC	GENERAL OPERATING SUPPORT	100,000.
CAFAM 5814 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE PC	BOARD DEVELOPMENT AND TECHNOLOGY UPGRADES	10,000.
CAFAM 5814 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE PC	ART WORKSHOP SERIES FOR VETERANS	10,000.
CALIFORNIA ART CLUB INC 75 SOUTH GRAND AVENUE PASADENA, CA 91105	NONE PC	GENERAL OPERATING SUPPORT	20,000.
CALIFORNIA ARTS COUNCIL 1300 I STREET SUITE 930 SACRAMENTO, CA 95814	NONE GOV	ARTS EDUCATION PROGRAMS	2,000.

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

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>
CALIFORNIA BUDGET & POLICY CENTER 1107 9TH STREET SUITE 310 SACRAMENTO, CA 95814	NONE PC	GENERAL OPERATING SUPPORT	90,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S FIGUEROA ST SUITE 400 LOS ANGELES, CA 90012	NONE PC	PROJECT GRANTSMANSHIP	100,000.
CALIFORNIA DEPARTMENT OF FISH AND WILDLIFE 1416 9TH STREET 12TH FLOOR SACRAMENTO, CA 95814	NONE GOV	BALLONA WETLANDS RESTORATION PROJECT	50,000.
CALIFORNIA DEPARTMENT OF FISH AND WILDLIFE 1416 9TH STREET 12TH FLOOR SACRAMENTO, CA 95814	NONE GOV	BALLONA WETLANDS RESTORATION PROJECT	2,581,143.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	NONE PC	GENERAL OPERATING SUPPORT	10,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	NONE PC	GENERAL OPERATING SUPPORT	15,000.

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

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>
CALIFORNIA STATE UNIVERSITY NORTHRIDGE FDN 18111 NORDHOFF STREET MAIL CODE 8388 NORTHRIDGE, CA 91330-8388	NONE PC	CREATE PROJECT OF THE MICHAEL D EISNER COLLEGE OF EDUCATION	100,000.
CALIFORNIA STATE UNIVERSITY NORTHRIDGE FDN 18111 NORDHOFF STREET MAIL CODE 8388 NORTHRIDGE, CA 91330-8388	NONE PC	BUILD PODER PROGRAM	100,000.
CALIFORNIA STATE UNIVERSITY NORTHRIDGE FOUNDATION 18111 NORDHOFF STREET MAIL CODE 8388 NORTHRIDGE, CA 91330-8388	NONE PC	DEANS CLOSET PROGRAM DAVID NAZARIAN COLLEGE	5,000.
CALIFORNIA TROUT 360 PINE STREET 4TH FLOOR SAN FRANCISCO, CA 94104	NONE PC	GENERAL OPERATING SUPPORT	10,000.
CANCER SUPPORT COMMUNITY SANTA MONICA 1990 SOUTH BUNDY DRIVE SUITE 100 LOS ANGELES, CA 90025	NONE PC	GENERAL OPERATING SUPPORT	10,000.
CANINE SUPPORT TEAMS INC 26500 SCOTT ROAD MENIFEE, CA 92584	NONE PC	GENERAL OPERATING SUPPORT	45,000.

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

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>
CARE HARBOR 18436 HAWTHORNE BLVD SUITE 204 TORRANCE, CA 90504	NONE PC	GENERAL OPERATING SUPPORT	40,000.
CAROLE KIM 1983 N LOS ROBLES AVENUE PASADENA, CA 91104	NONE I	CHORA COUNCIL GRANTS TO INDIVIDUALS	10,000.
CASA DE LAS AMIGAS 160 NORTH EL MOLINO AVENUE PASADENA, CA 91101	NONE PC	COMMUNICATIONS STRATEGY AND TECHNOLOGY	10,000.
CASA OF LOS ANGELES EDMUND D. EDELMAN CHILDRENS COURT 201 CENTRE PLAZA DR SUITE 1100 MONTEREY PARK, CA 91754-2142	NONE PC	GENERAL OPERATING SUPPORT	75,000.
CATE SCHOOL 1960 CATE MESA ROAD CARPINTERIA, CA 93013	NONE PC	GENERAL OPERATING SUPPORT	20,000.
CATHEDRAL HIGH SCHOOL 1253 BISHOPS ROAD LOS ANGELES, CA 90012-1496	NONE PC	PERFORMING ARTS THEATER AND VISUAL ARTS CENTER	100,000.

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

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>
CATHEDRAL HIGH SCHOOL 1253 BISHOPS ROAD LOS ANGELES, CA 90012-1496	NONE PC	ANNUAL SCHOLARSHIP FUND	50,000.
CAUSE COMMUNICATIONS 12304 SANTA MONICA BLVD SUITE 201 SANTA MONICA, CA 90025	NONE PC	CAUSE CLARITY RESOURCES	50,000.
CCF COMMUNITY INITIATIVES FUND 221 S FIGUEROA ST SUITE 400 LOS ANGELES, CA 90012	NONE SO I	LA N SYNC STRATEGIC RESPONSE FUND	500,000.
CCF COMMUNITY INITIATIVES FUND 221 S FIGUEROA ST SUITE 400 LOS ANGELES, CA 90012	NONE SO I	LA PARTNERSHIP FOR EARLY CHILDHOOD INVESTMENT	10,000.
CENTER FOR EMPLOYMENT OPPORTUNITIES INC 50 BROADWAY SUITE 1604 NEW YORK, NY 10004	NONE PC	CEO SAN BERNARDINO	100,000.
CENTER FOR LAND USE INTERPRETATION 9331 VENICE BOULEVARD CULVER CITY, CA 90232	NONE PC	GENERAL OPERATING SUPPORT	50,000.

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

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>
CENTER FOR THE PACIFIC ASIAN FAMILY INC 543 NORTH FAIRFAX AVENUE ROOM 108 LOS ANGELES, CA 90036	NONE PC	GENERAL OPERATING SUPPORT	100,000.
CENTER FOR THE STUDY OF INTL COMMUNICATIONS INC 406 WOODLAND ROAD HIGHLAND PARK, IL 60035	NONE PC	GROW ANNENBERG SCHOLARSHIP FOR INTERNATIONAL COMMUNICATIONS	50,000.
CENTER FOR WHALE RESEARCH 355 SMUGGLERS COVE ROAD FRIDAY HARBOR, WA 98250	NONE PC	GENERAL OPERATING SUPPORT	60,000.
CENTER FOR YOUTH SERVICES INC 905 MONROE AVE ROCHESTER, NY 14620	NONE PC	GENERAL OPERATING SUPPORT	50,000.
CENTRAL CITY NEIGHBORHOOD PARTNERS 501 S BIXEL ST LOS ANGELES, CA 90017	NONE PC	ACADEMIC SUMMER CAMP PROGRAM	14,000.
CENTRAL UNITED METHODIST CHURCH 23 E ADAMS AVENUE DETROIT, MI 48226	NONE NC	GENERAL OPERATING SUPPORT	10,000.

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

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>
CHANNEL ISLANDS MARINE AND WILDLIFE INST INC PO BOX 4250 SANTA BARBARA, CA 93140	NONE PC	SEA LION CRISIS ALONG THE CALIFORNIA COAST	20,000.
CHANNEL ISLANDS MARINE AND WILDLIFE INST INC PO BOX 4250 SANTA BARBARA, CA 93140	NONE PC	SEA LION CRISIS ALONG THE CALIFORNIA COAST	20,000.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD SUITE 150 ALEXANDRIA, VA 22314-2840	NONE PC	ANNENBERG FOUNDATION FUND	59,376.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD SUITE 150 ALEXANDRIA, VA 22314-2840	NONE PC	ANNENBERG FOUNDATION FUND	1,660.
CHESAPEAKE BAY FOUNDATION INC PHILIP MERRILL ENVIRONMENTAL CENTER 6 HERNDON AVENUE ANNAPOLIS, MD 21403	NONE PC	GENERAL OPERATING SUPPORT	500.
CHILDREN OF THE NIGHT 14530 SYLVAN STREET VAN NUYS, CA 91411	NONE PC	TO SUPPORT UNITED STATES OPERATIONS	50,000.

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

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>
CHILDRENS ADVOCACY CENTER 1650 E OLD BADILLO ST UNIT C3 COVINA, CA 91724	NONE PC	GENERAL OPERATING SUPPORT	15,000.
CHILDRENS BUREAU OF SOUTHERN CALIFORNIA HEADQUARTERS 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE PC	MAGNOLIA COMMUNITY INITIATIVE	100,000.
CHILDRENS BUREAU OF SOUTHERN CALIFORNIA HEADQUARTERS 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE PC	GENERAL OPERATING SUPPORT	20,000.
CHILDRENS BUREAU OF SOUTHERN CALIFORNIA HEADQUARTERS 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE PC	GENERAL OPERATING SUPPORT	5,000.
CHILDRENS DEFENSE FUND NATIONAL HEADQUARTERS 25 E STREET, NW WASHINGTON, DC 20001	NONE PC	CHILDRENS DEFENSE FUND CALIFORNIA	50,000.
CHILDRENS DENTAL FOUNDATION C/O CHILDRENS DENTAL HEALTH CLINIC 455 EAST COLUMBIA STREET SUITE 32 LONG BEACH, CA 90806	NONE PC	GENERAL OPERATING SUPPORT	75,000.

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

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>
CHILDRENS HOSPITAL OF LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE PC	EPIPALS PROGRAM	10,000.
CHILDRENS HOSPITAL OF LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE PC	GOFARR LABORATORY	50,000.
CHINATOWN SERVICE CENTER 767 NORTH HILL ST SUITE 400 LOS ANGELES, CA 90012-2381	NONE PC	SUMMER PROGRAM	7,000.
CHURCH OF OUR SAVIOUR IN SAN GABRIEL CA 535 WEST ROSES ROAD SAN GABRIEL, CA 91775	NONE PC	KIDS CAMPUS YOUTH CENTER	10,000.
CITY OF LOS ANGELES OFFICE OF THE MAYOR 200 N SPRING STREET ROOM 303 LOS ANGELES, CA 90012	NONE GOV	NORTH SPRING STREET VIADUCT PIER WALL REDESIGN	125,000.
CITY YEAR INC HEADQUARTERS 287 COLUMBUS AVENUE BOSTON, MA 02116	NONE PC	CITY YEAR LOS ANGELES	100,000.

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

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>
CLARITY EDUCATIONAL PRODUCTIONS INC 2600 TENTH STREET SUITE 412 BERKELEY, CA 94710	NONE PC	GENERAL OPERATING SUPPORT	10,000.
CLAY STUDIO 137-139 NORTH SECOND STREET PHILADELPHIA, PA 19106	NONE PC	GENERAL OPERATING SUPPORT	10,000.
CLEVELAND HIGH SCHOOL BOOSTER CLUB C/O CLEVELAND HUMANITIES MAGNET PARENTS ASSOCIATIO PO BOX 6061 247 SHERMAN OAKS, CA 91413	NONE PC	GENERAL OPERATING SUPPORT	1,000.
CLIMATE RESOLVE 1000 N. ALAMEDA ST SUITE 240 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	75,000.
COALITION TO ABOLISH SLAVERY & TRAFFICKING 5042 WILSHIRE BOULEVARD SUITE 586 LOS ANGELES, CA 90036	NONE PC	GENERAL OPERATING SUPPORT	50,000.
COLLAGE DANCE THEATRE C/O HEIDI DUCKLER DANCE THEATRE 2934 1/2 BEVERLY GLEN CIRCLE SUITE 25 LOS ANGELES, CA 90077	NONE PC	JOINT RETREAT STAFF DEVELOPMENT AND TECHNOLOGY	10,000.

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

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>
COLLECTIVE HERITAGE INSTITUTE C/O BIONEERS 1607 PASEO DE PERALTA SUITE 3 SANTA FE, NM 87501	NONE PC	YOUTH LEADERSHIP PROGRAM	75,000.
COLLEGE ACCESS PLAN 871 E WASHINGTON BLVD STE. 207 PASADENA, CA 91104	NONE PC	GENERAL OPERATING SUPPORT	25,000.
COLLEGE SETTLEMENT OF PHILADELPHIA 600 WITMER RD. HORSHAM, PA 19044	NONE PC	GENERAL OPERATING SUPPORT	1,000.
COLLEGE TRACK 117 BROADWAY SUITE 101 OAKLAND, CA 94607	NONE PC	BOYLE HEIGHTS CENTER	75,000.
COMMUNICATION NETWORK 1717 NORTH NAPER BLVD SUITE 102 NAPERVILLE, IL 60563	NONE PC	GENERAL OPERATING SUPPORT	1,000.
COMMUNICATION NETWORK 1717 NORTH NAPER BLVD SUITE 102 NAPERVILLE, IL 60563	NONE PC	TO SUPPORT THE ANNUAL CONFERENCE	10,000.

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

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>
COMMUNITY ACTION SOUTHDOWN TOWN INC PO BOX 159 GREENPORT, NY 11944	NONE PC	GERTS GREENS PROGRAM	5,000.
COMMUNITY HEALTH COUNCILS INC 3731 STOCKER STREET SUITE 201 LOS ANGELES, CA 90008	NONE PC	LARK ELOISE GALLOWAY GILLIAM LEGACY MEMORIAL FUND	15,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET SUITE 240 LOS ANGELES, CA 90012	NONE PC	LA N SYNC ADMINISTRATIVE OFFICE	250,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET SUITE 240 LOS ANGELES, CA 90012	NONE PC	AFRICAN AMERICAN BOARD LEADERSHIP INSTITUTE	500.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET SUITE 240 LOS ANGELES, CA 90012	NONE PC	MOVE LA	100,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET SUITE 240 LOS ANGELES, CA 90012	NONE PC	COLLEGE MATCH	50,000.

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

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>
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET SUITE 240 LOS ANGELES, CA 90012	NONE PC	WRITEGIRL	50,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET SUITE 240 LOS ANGELES, CA 90012	NONE PC	WILDWOODS FOUNDATION	35,000.
COMPUTERS FOR YOUTH FOUNDATION INC NEW YORK CITY OFFICE 520 8TH AVENUE FLOOR 10 NEW YORK, NY 10018	NONE PC	CFY LOS ANGELES	50,000.
COVENANT HOUSE 5 PENN PLAZA 3RD FLOOR NEW YORK, NY 10001	NONE PC	GENERAL OPERATING SUPPORT	5,000.
CRANE SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA, CA 93108	NONE PC	GENERAL OPERATING SUPPORT	20,000.
CREATIVE VISIONS FOUNDATION 18820 PACIFIC COAST HIGHWAY SUITE 201 MALIBU, CA 90265	NONE PC	GENERAL OPERATING SUPPORT	275,000.

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

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>
CROSSROADS SCHOOL FOR ARTS AND SCIENCES 1714 21ST STREET SANTA MONICA, CA 90404	NONE PC	ANNUAL FUND TO SUPPORT STUDENT SCHOLARSHIPS	30,000.
CSULA AUXILIARY SERVICES INC CSU LOS ANGELES 5151 STATE UNIVERSITY DRIVE LOS ANGELES, CA 90032	NONE SO III FI	PAT BROWN INSTITUTE FOR PUBLIC AFFAIRS	10,000.
CSUSB PHILANTHROPIC FOUNDATION 5500 UNIVERSITY PARKWAY AD 104 SAN BERNARDINO, CA 92407	NONE PC	INLAND EMPIRE AND COACHELLA VALLEY WOMEN'S BUSINESS CENTERS	50,000.
CURECERVICALCANCER 468 N. CAMDEN DRIVE SUITE 200 BEVERLY HILLS, CA 90210	NONE PC	SALARY SUPPORT FOR A TRAVELING NURSE ADMINISTRATOR	50,000.
DEBBIE ALLEN DANCE INC 3791 SANTA ROSALIA DRIVE LOS ANGELES, CA 90008	NONE PC	GENERAL OPERATING SUPPORT	500,000.
DEBBIE ALLEN DANCE INC 3791 SANTA ROSALIA DRIVE LOS ANGELES, CA 90008	NONE PC	GENERAL OPERATING SUPPORT	333,334.

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

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>
DEL AMO ACTION COMMITTEE 4542 IRONE AVE ROSAMOND, CA 93560	NONE PC	JOINT RETREAT BOARD DEV AND KNOWLEDGE MGT	10,000.
DEMOCRACY NOW! PRODUCTIONS INC 207 W 25TH S 11TH FLOOR NEW YORK, NY 10001	NONE PC	GENERAL OPERATING SUPPORT	100,000.
DESERT MTN RESOURCE CONSERVATION AND DEV COUNCIL 1259 E RIDGECREST BLVD SUITE 7 RIDGECREST, CA 93555	NONE PC	GENERAL OPERATING SUPPORT	30,000.
DESERT MTN RESOURCE CONSERVATION AND DEV COUNCIL 1259 E RIDGECREST BLVD SUITE 7 RIDGECREST, CA 93555	NONE PC	GENERAL OPERATING SUPPORT	50,000.
DESERT MTN RESOURCE CONSERVATION AND DEV COUNCIL 1259 E RIDGECREST BLVD SUITE 7 RIDGECREST, CA 93555	NONE PC	GENERAL OPERATING SUPPORT	31,500.
DESERT SANCTUARY INC 703 E MAIN STREET BARSTOW, CA 92311	NONE PC	GENERAL OPERATING SUPPORT	15,000.

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

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>
DETROIT SOUND CONSERVANCY 6200 2ND AVENUE UNIT 201 DETROIT, MI 48202	NONE PC	GENERAL OPERATING SUPPORT	5,000.
DIAMOND IN THE RAW 10736 JEFFERSON BLVD SUITE 464 CULVER CITY, CA 90230	NONE PC	BOARD AND FUND DEVELOPMENT AND A COMMUNICATION STRATEGY	8,000.
DOCTORS WITHOUT BORDERS USA INC 333 7TH AVENUE 2ND FLOOR NEW YORK, NY 10001-5004	NONE PC	GENERAL OPERATING SUPPORT	100,000.
DREAMYARD PROJECT INC 1085 WASHINGTON AVENUE BRONX, NY 10456	NONE PC	GENERAL OPERATING SUPPORT	250,000.
DYNAMIC TEEN COMPANY MAKING A DIFFERENCE, INC. 188 J MIRANDA ST. CAVITE CITY PHILIPPINES 4100	NONE NC	CHARITABLE MISSION AND PROGRAMS	10,000.
EARTH ISLAND INSTITUTE INC 2150 ALLSTON WAY SUITE 460 BERKELEY, CA 94704	NONE PC	GENERAL OPERATING SUPPORT	30,000.

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

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>
EAST COAST ASSISTANCE DOGS INC PO BOX 251 DOBBS FERRY, NY 10522	NONE PC	GENERAL OPERATING SUPPORT	50,000.
EAST MICHIGAN ENVIRONMENTAL ACTION COUNCIL INC 4605 CASS AVENUE DETROIT, MI 48201	NONE PC	GENERAL OPERATING SUPPORT	10,000.
EBONY HORSEWOMEN INC 337 VINE STREET HARTFORD, CT 06112	NONE PC	GENERAL OPERATING SUPPORT	10,000.
ECHO PARK FILM CENTER 1200 N ALVARADO ST. LOS ANGELES, CA 90026	NONE PC	GENERAL OPERATING SUPPORT	25,000.
ECO CENTER INC C/O THE ECOLOGY CENTER 32701 ALIPAZ STREET SAN JUAN CAPISTRANO, CA 92675	NONE PC	MODEL OF THE ECOLOGY CENTER FOR EXPANSION	25,000.
EDGEWOOD HIGH SCHOOL 1301 TROJAN WAY WEST COVINA, CA 91790	NONE GOV	GENERAL OPERATING SUPPORT	10,000.

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

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>
EL CENTRITO FAMILY LEARNING CENTERS PO BOX 1613 OXNARD, CA 93032-1613	NONE PC	GENERAL OPERATING SUPPORT	50,000.
ENGAGE INC 240 EAST VERDUGO AVENUE SUITE 100 BURBANK, CA 91502	NONE PC	GENERAL OPERATING SUPPORT	50,000.
ENSEMBLE LES TALENS LYRIQUES 49 RUE DE MAUBEUGE PARIS FRANCE 75009	NONE NC	TO SUPPORT THE 2015 SEASON	163,125.
ENVIRONMENTAL CHARTER SCHOOLS 812 WEST 165TH PLACE LOS ANGELES, CA 90247	NONE PC	GENERAL OPERATING SUPPORT	60,000.
ETM LA INC C/O EDUCATION THROUGH MUSIC-LOS ANGELES 847 N HOLLYWOOD WAY SUITE 206 BURBANK, CA 91505	NONE PC	GENERAL OPERATING SUPPORT	10,000.
EVE ENSLER C/O LOTUS PRODUCTIONS 11 EAST 22ND STREET UNIT 5 NEW YORK, NY 10010	NONE I	CHORA COUNCIL GRANTS TO INDIVIDUALS	10,000.

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

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>
EVERYTOWN FOR GUN SAFETY SUPPORT FUND INC PO BOX 4184 NEW YORK, NY 10163	NONE PC	GENERAL OPERATING SUPPORT	500,000.
EXCEPTIONAL CHILDRENS FOUNDATION A CORP 8740 WASHINGTON BOULEVARD CULVER CITY, CA 90232	NONE PC	GENERAL OPERATING SUPPORT	100,000.
FAMILIES IN SCHOOLS 1545 WILSHIRE BOULEVARD SUITE 700 LOS ANGELES, CA 90017	NONE PC	GENERAL OPERATING SUPPORT	100,000.
FAMILY PROMISE OF ORANGE COUNTY INC 161 S ORANGE ST ORANGE, CA 92866	NONE PC	GENERAL OPERATING SUPPORT	20,000.
FESTIVAL LYRIQUE INTL DE BELLE ILE EN MER 6 RUE ARLETTY BANGOR FRANCE 56360	NONE NC	FESTIVAL LYRIQUE INTERNATIONAL DE BELLE ILE EN MER	22,220.
FILM FOUNDATION INC 7920 SUNSET BOULEVARD 6TH FLOOR LOS ANGELES, CA 90046	NONE PC	GENERAL OPERATING SUPPORT	166,666.

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

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>
FIVE ACRES THE BOYS & GIRLS AID SOCIETY KETCH ADMINISTRATION BUILDING 760 W MOUNTAIN VIEW STREET ALTADENA, CA 91001	NONE PC	RESIDENTIAL TREATMENT PROGRAMS	100,000.
FONDATION NOTRE DAME DU PERPETUEL SECOURS DELMAS 71 PORT-AU-PRINCE HAITI	NONE NC	CHARITABLE MISSION AND PROGRAMS	10,000.
FONDAZIONE PALAZZO STROZZI PIAZZA STROZZI FLORENCE ITALY 50123	NONE NC	EDUCATIONAL PROGRAMMES AT THE PALAZZO STROZZI	5,471.
FOOD FINDERS INC 2301 E 28TH STREET SUITE 303 SIGNAL HILL, CA 90755	NONE PC	GENERAL OPERATING SUPPORT	20,000.
FOOTHILL AIDS PROJECT 233 W HARRISON AVE. CLAREMONT, CA 91711	NONE PC	GENERAL OPERATING SUPPORT	75,000.
FOOTHILL FAMILY SERVICE 2500 E FOOTHILL BOULEVARD SUITE 300 PASADENA, CA 91107	NONE PC	GENERAL OPERATING SUPPORT	100,000.

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

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>
FOUNDATION CENTER 79 FIFTH AVE NEW YORK, NY 10003-3076	NONE PC	GENERAL OPERATING SUPPORT	10,000.
FOUNDATION FOR LIVING BEAUTY 3579 EAST FOOTHILL BLVD SUITE 132 PASADENA, CA 91107	NONE PC	BOARD AND FUND DEV ORG EVALUATIONS	10,000.
FOUNDATION FOR PIERCE COLLEGE 6201 WINNETKA AVENUE WOODLAND HILLS, CA 91371	NONE PC	AGRICULTURE ENDOWMENT FUND	25,000.
FRACTURED ATLAS INC 248 W 35TH STREET TENTH FLOOR NEW YORK, NY 10001-2505	NONE PC	GENERAL OPERATING SUPPORT	26,750.
FREE ARTS FOR ABUSED CHILDREN 11099 SOUTH LA CIENEGA BLVD SUITE 235 LOS ANGELES, CA 90045	NONE PC	GENERAL OPERATING SUPPORT	20,000.
FRIENDLY HAND FOUNDATION 347 SOUTH NORMANDIE AVENUE LOS ANGELES, CA 90020-3167	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
FRIENDS OF FONDATION DE FRANCE INC C/O GHS PHILANTHROPY MANAGEMENT 275 MADISON AVENUE 6TH FLOOR NEW YORK, NY 10016	NONE PC	GENERAL OPERATING SUPPORT	11,947.
FRIENDS OF NAVDANYA 56 DORCAR ROAD CHESTNUT HILL, MA 02467	NONE PC	UNITED STATES OPERATIONS	10,000.
FRIENDS OF NAVDANYA 56 DORCAR ROAD CHESTNUT HILL, MA 02467	NONE PC	SEEDS OF HOPE FOR NEPAL	26,050.
FRIENDS OF ROBINSON GARDENS INC 1008 ELDEN DRIVE BEVERLY HILLS, CA 90210	NONE PC	CHILDRENS PROGRAMS AT VIRGINIA ROBINSON GARDENS	15,000.
FRIENDS OF THE CHILDREN'S MUSEUM AT LA HABRA INC 301 S EUCLID STREET LA HABRA, CA 90631	NONE PC	GENERAL OPERATING SUPPORT	20,000.
FRIENDS OF THE HIGH LINE INC THE DILLER - VON FURSTENBERG BUILDING 820 WASHINGTON STREET NEW YORK, NY 10014	NONE PC	GENERAL OPERATING SUPPORT	5,000.

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

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>
FRIENDS OF THE LOS ANGELES RIVER LOS ANGELES RIVER CENTER AND GARDENS 570 WEST AVENUE 26 STE 250 LOS ANGELES, CA 90065-1047	NONE PC	GENERAL OPERATING SUPPORT	25,000.
FRIENDS OF THE MUSEES DES ARTS DECORATIFS 40 EAST 78TH STREET NEW YORK, NY 10021	NONE PC	TO SUPPORT UNITED STATES OPERATIONS	25,000.
FRIENDS OF THE SEA LION INC C/O PACIFIC MARINE MAMMAL CENTER 20612 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651	NONE PC	SEA LION CRISIS ON THE CALIFORNIA COAST	20,000.
FRIENDS OF THE SEA LION INC C/O PACIFIC MARINE MAMMAL CENTER 20612 LAGUNA CANYON ROAD LAGUNA BEACH, CA 92651	NONE PC	SEA LION CRISIS ON THE CALIFORNIA COAST	20,000.
FRIENDSHIP LUXEMBOURG A S B L 58 RUE DE LIMPACH L-3932 MONDORCANGE R.C.S LUXEMBOURG LUXEMBOURG F1387	NONE NC	LIFEBUOY FRIENDSHIP HOSPITAL	75,000.
FULFILLMENT FUND 6100 WILSHIRE BOULEVARD STE 600 LOS ANGELES, CA 90048	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
GET UP 8 FOUNDATION 19135 POSEIDON AVE CERRITOS, CA 90703	NONE PC	GENERAL OPERATING SUPPORT	800.
GIRL SCOUTS OF SAN GORGONIO COUNCIL 1751 PLUM LANE REDLANDS, CA 92374	NONE PC	GENERAL OPERATING SUPPORT	60,000.
GIRLS INCORPORATED OF ORANGE COUNTY 150 PAULARINO AVENUE SUITE D290 COSTA MESA, CA 92626	NONE PC	BOARD DEVELOPMENT AND STRATEGIC PLANNING	10,000.
GIRLS ON THE RUN OF LOS ANGELES COUNTY 556 SOUTH FAIR OAKS AVENUE SUITE 101 TO 307 PASADENA, CA 91105	NONE PC	GENERAL OPERATING SUPPORT	25,000.
GLOBAL FUND FOR WOMEN INC 800 MARKET STREET SEVENTH FLOOR SAN FRANCISCO, CA 94102	NONE PC	NEPAL CRISIS FUND	87,500.
GLOBAL GENES 28 ARGONAUT SUITE 150 ALISO VIEJO, CA 92656	NONE PC	FOR A STAFF RETREAT AND STRATEGIC PLANNING	8,000.

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

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>
GLOBAL HEALTH COMMITTEE INC C/O IMMUNE DISEASE INSTITUTE INC WARREN ALPERT BUILDING BOSTON, MA 02115	NONE PC	GENERAL OPERATING SUPPORT	100,000.
GO CAMPAIGN 2461 SANTA MONICA BLVD SUITE 437 SANTA MONICA, CA 90404	NONE PC	TO SUPPORT UNITED STATES OPERATIONS	10,000.
GRACE LEE BOGGS 3061 FIELD STREET DETROIT, MI 48214	NONE I	CHORA PRIZE	100,000.
GRAMMY MUSEUM FOUNDATION INC 800 W OLYMPIC BLVD STE A245 LOS ANGELES, CA 90015	NONE PC	FOR THE EDUCATION PROGRAM	5,000.
GRAND ASPIRATIONS 2801 21ST AVENUE SOUTH MINNEAPOLIS, MN 55407	NONE PC	GENERAL OPERATING SUPPORT	10,000.
GRAND PERFORMANCES 350 SOUTH GRAND AVENUE SUITE A4 LOS ANGELES, CA 90071	NONE PC	GENERAL OPERATING SUPPORT	30,000.

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

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>
GRANDMA'S HOUSE OF HOPE 1505 E. 17TH ST., SUITE 116 SANTA ANA, CA 92705	NONE PC	GENERAL OPERATING SUPPORT	50,000.
GRANDPARENTS AS PARENTS INC 22048 SHERMAN WAY SUITE 217 CANOGA PARK, CA 91303	NONE PC	GENERAL OPERATING SUPPORT	60,000.
GRANTMAKERS IN THE ARTS 4055 21ST AVE W STE 100 SEATTLE, WA 98119-1247	NONE PC	FOR THE ANNUAL CONFERENCE	25,000.
GRANTS MANAGERS NETWORK INC 1666 K STREET NW SUITE 440 WASHINGTON, DC 20006	NONE PC	GENERAL OPERATING SUPPORT	3,000.
GRIFFIN EDUCATION SOLUTIONS 1227 FLANDERS ROAD LA CANADA, CA 91011	NONE PC	DEVELOPMENT OF A COMMUNICATIONS STRATEGY	10,000.
GRYD FOUNDATION 6080 CENTER DRIVE 6TH FLOOR LOS ANGELES, CA 90045	NONE PC	SUMMER NIGHT LIGHTS	100,000.

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

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>
GUIDESTAR USA INC 4801 COURTHOUSE STREET SUITE 220 WILLIAMSBURG, VA 23188	NONE PC	MEMBERSHIP PROGRAM	25,000.
GULF RESTORATION NETWORK PO BOX 2245 NEW ORLEANS, LA 70176	NONE PC	GENERAL OPERATING SUPPORT	10,000.
GUSTA BOOKER 3204 HUTCHINS STREET HOUSTON, TX 77004	NONE I	CHORA COUNCIL GRANTS TO INDIVIDUALS	10,000.
HABITAT FOR HUMANITY INTERNATIONAL INC C/O HABITAT FOR HUMANITY OF GREATER LOS ANGELES 8739 ARTESIA BLVD BELLFLOWER, CA 90706	NONE PC	CRITICAL HOME REPAIR FOR VETERANS PROGRAM	75,000.
HAMBURGER HOME C/O AVIVA FAMILY AND CHILDRENS SERVICES 7120 FRANKLIN AVENUE LOS ANGELES, CA 90046	NONE PC	GENERAL OPERATING SUPPORT	100,000.
HARLEM CHILDREN'S ZONE INC 35 EAST 125TH STREET NEW YORK, NY 10035	NONE PC	GENERAL OPERATING SUPPORT	333,333.

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

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>
HAROLD PUMP FOUNDATION 13636 VENTURA BLVD SUITE 416 SHERMAN OAKS, CA 91423	NONE PC	GENERAL OPERATING SUPPORT	25,000.
HARVEST HOME INC 2118 WILSHIRE BLVD PMB 358 SANTA MONICA, CA 90403	NONE PC	GENERAL OPERATING SUPPORT	35,000.
HAZELDEN BETTY FORD FOUNDATION 15251 PLEASANT VALLEY ROAD PO BOX 176 CENTER CITY, MN 55012-1065	NONE PC	CHILDREN'S PROGRAM AT THE BETTY FORD CENTER	25,000.
HEADINGTON INSTITUTE 402 S MARENGO AVE. PASADENA, CA 91101	NONE PC	RESILIENT RESPONDERS PROGRAM IN LA COUNTY	50,000.
HEAL THE BAY 1444 9TH STREET SANTA MONICA, CA 90401	NONE PC	PUBLIC EDUCATION PROGRAMS	75,000.
HEART OF LOS ANGELES YOUTH INC 2701 WILSHIRE BLVD, SUITE 100 LOS ANGELES, CA 90057	NONE PC	GENERAL OPERATING SUPPORT	45,000.

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

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>
HEART OF LOS ANGELES YOUTH INC 2701 WILSHIRE BLVD, SUITE 100 LOS ANGELES, CA 90057	NONE PC	GENERAL OPERATING SUPPORT	100,000.
HEART OF LOS ANGELES YOUTH INC 2701 WILSHIRE BLVD, SUITE 100 LOS ANGELES, CA 90057	NONE PC	GENERAL OPERATING SUPPORT	25,000.
HEARTS & LIVES 24028 LAKE DRIVE CRESTLINE, CA 92325	NONE PC	GENERAL OPERATING SUPPORT	30,000.
HILLEL THE FOUNDATION FOR JEWISH CAMPUS LIFE 3300 SOUTH HOOVER ST LOS ANGELES, CA 90007	NONE PC	GENERAL OPERATING SUPPORT	10,000.
HOMELESS HEALTH CARE LOS ANGELES 2330 BEVERLY BOULEVARD LOS ANGELES, CA 90057-2220	NONE PC	GENERAL OPERATING SUPPORT	100,000.
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET NW WASHINGTON, DC 20037	NONE PC	PETS FOR LIFE LOS ANGELES	50,000.

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

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>
HUNGER ACTION LOS ANGELES 961 S MARIPOSA SUITE 205 LOS ANGELES, CA 90006	NONE PC	GENERAL OPERATING SUPPORT	30,000.
ICIVICS INC 2001 S STREET NW SUITE 400 WASHINGTON, DC 20009	NONE PC	SANDRA DAY OCONNOR LEGACY FUND	100,000.
INDEPENDENT SECTOR 1602 L STREET NW SUITE 900 WASHINGTON, D. 20036	NONE PC	GENERAL OPERATING SUPPORT	15,000.
INDEPENDENT SHAKESPEARE COMPANY INC 3191 CASITAS AVE SUITE 168 LOS ANGELES, CA 90039	NONE PC	GENERAL OPERATING SUPPORT	7,500.
INDIGENOUS EDUCATION FOUNDATION OF TANZANIA PO BOX 300067 JAMAICA PLAIN, MA 02130	NONE PC	SCHOLARSHIP SUPPORT FOR THE ORKEESWA SCHOOL	20,000.
INFINITE FAMILY 475 RIVERSIDE DR SUITE 1372 NEW YORK, NY 10115	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
INLAND EMPIRE UNITED WAY 9644 HERMOSA AVENUE RANCHO CUCAMONGA, CA 91730	NONE PC	AMERICORPS ACADEMIC SUCCESS PROGRAM	70,435.
INNER CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE PC	GENERAL OPERATING SUPPORT	50,000.
INQUILINOS UNIDOS 1930 WILSHIRE BLVD SUITE 801 LOS ANGELES, CA 90057	NONE PC	GENERAL OPERATING SUPPORT	25,000.
INSTITUT CURIE 26 RUE D ULM PARIS FRANCE 75005	NONE NC	TRANSLATIONAL RESEARCH IN PEDIATRIC ONCOLOGY	339,390.
INSTITUTE FOR EDUCATIONAL ADVANCEMENT 569 SOUTH MARENGO AVENUE PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	25,000.
INSTITUTE FOR FIGURING PO BOX 50346 LOS ANGELES, CA 90050	NONE PC	GENERAL OPERATING SUPPORT	50,000.

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

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>
INSTITUTE FOR STRATEGIC DIALOGUE 48 CHARLES STREET LONDON UNITED KINGDOM W1J 5EN	NONE NC	WEIDENFELD SCHOLARSHIPS AND LEADERSHIP PROGRAMME	73,296.
INSTITUTO AUGUSTO CARNEIRO AV IPIRANGA 607 302 PORTO ALEGRE RIO GRANDE DO SUL. BRAZIL 90160-092	NONE NC	FULL-TIME MARINE CONSERVATION ACTIVIST	40,000.
INTERMED INTERNATIONAL INC C/O DOOLEY INTERMED INTERNATIONAL 125 TO 28 QUEENS BLVD STE. 538 KEW GARDENS, NY 11415	NONE PC	FOR EMERGENCY RELIEF EFFORTS IN NEPAL	35,000.
INTERNATIONAL CENTER OF PHOTOGRAPHY 1114 AVENUE OF THE AMERICAS AT 43RD STREET NEW YORK, NY 10036	NONE PC	GENERAL OPERATING SUPPORT	10,000.
INTL FRIENDS OF THE NATURAL HISTORY MUSEUM LONDON 5614 CONNECTICUT AVENUE NW SUITE 202 WASHINGTON, DC 20015	NONE PC	NATURAL HISTORY MUSEUM IN LONDON	3,123.
IRAQ AND AFGHANISTAN VETERANS OF AMERICA INC 114 WEST 41ST STREET 19TH FLOOR NEW YORK, NY 10036	NONE PC	THE LOS ANGELES RAPID RESPONSE REFERRAL PROGRAM	100,000.

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

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>
ISSUE PROJECT ROOM INCORPORATED 22 BOBERUM PLACE BROOKLYN, NY 11201	NONE PC	GENERAL OPERATING SUPPORT	25,000.
JERICHO ROAD PASADENA INC 301 E COLORADO BLVD SUITE 802 PASADENA, CA 91101	NONE PC	GENERAL OPERATING SUPPORT	15,000.
JEWISH FAMILY SERVICE OF THE DESERT 490 S FARRELL DRIVE SUITE C 208 PALM SPRINGS, CA 92262	NONE PC	KIDS FIRST COUNSELING AND HEALTHY LIFE PROGRAM	50,000.
JEWISH FEDERATION COUNCIL OF GREATER LOS ANGELES GOLDSMITH CENTER 6505 WILSHIRE BLVD LOS ANGELES, CA 90048	NONE PC	LOS ANGELES OPERATIONS	50,000.
JEWISH JUMPSTART 2801 OCEAN PARK BLVD SUITE 348 SANTA MONICA, CA 90405-2905	NONE PC	STRATEGIC PLANNING, SUCCESSION PLANNING, AND KNOWLEDGE MANAGEMENT	8,000.
JEWISH VOCATIONAL SERVICE 6505 WILSHIRE BOULEVARD SUITE 700 LOS ANGELES, CA 90048	NONE PC	GENERAL OPERATING SUPPORT	75,000.

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

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>
JONSSON CANCER CENTER FOUNDATION UCLA 10833 LECONTE AVENUE 8 950 FACTOR BUILDING LOS ANGELES, CA 90095-1780	NONE PC	SIMMS MANN UCLA CENTER FOR INTEGRATED ONCOLOGY	50,000.
JONSSON CANCER CENTER FOUNDATION UCLA 10833 LECONTE AVENUE 8 950 FACTOR BUILDING LOS ANGELES, CA 90095-1780	NONE PC	JONSSON COMPREHENSIVE CANCER CENTER	20,000.
JONSSON CANCER CENTER FOUNDATION UCLA 10833 LECONTE AVENUE 8 950 FACTOR BUILDING LOS ANGELES, CA 90095-1780	NONE PC	JONSSON COMPREHENSIVE CANCER CENTER	50,000.
JOVENES INC 1208 PLEASANT AVENUE LOS ANGELES, CA 90033	NONE PC	GENERAL OPERATING SUPPORT	75,000.
JUSTWORLD INTERNATIONAL INC 11924 W FOREST HILL BOULEVARD SUITE 22 396 WELLINGTON, FL 33414	NONE PC	GENERAL OPERATING SUPPORT	10,000.
JUVENILE DIABETES RESEARCH FOUNDATION INTL 26 BROADWAY NEW YORK, NY 10004	NONE PC	ORANGE COUNTY CHAPTER	10,000.

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

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>
K9S FOR WARRIORS 260 S ROSCOE BLVD PONTE VEDRA BEACH, FL 32082	NONE PC	GENERAL OPERATING SUPPORT	250,000.
KANSAS UNIVERSITY ENDOWMENT ASSOCIATION PO BOX 928 LAWRENCE, KS 66044-0928	NONE PC	GENERAL OPERATING SUPPORT	10,000.
KARMA RESCUE INC 1158 26TH ST SUITE 155 SANTA MONICA, CA 90403	NONE PC	GENERAL OPERATING SUPPORT	10,000.
KCRW FOUNDATION INC 1900 PICO BOULEVARD SANTA MONICA, CA 90405	NONE PC	KCRW CAMPAIGN	1,000,000.
KCRW FOUNDATION INC 1900 PICO BOULEVARD SANTA MONICA, CA 90405	NONE PC	SOUND IN FOCUS SUMMER CONCERT SERIES	698,000.
KIDS KICKING CANCER INC 27600 NORTHWESTERN HIGHWAY SUITE 220 SOUTHFIELD, MI 48034	NONE PC	TO SUPPORT UNITED STATES OPERATIONS	10,000.

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

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>
KIDSINGERS 3947 E LA PALMA AVENUE ANAHEIM, CA 92807	NONE PC	GENERAL OPERATING SUPPORT	15,000.
KING BAUDOUIN FOUNDATION UNITED STATES INC 10 ROCKEFELLER PLAZA 16TH FLOOR NEW YORK, NY 10020	NONE PC	GENERAL OPERATING SUPPORT	5,250.
KIPP LA SCHOOLS 3601 E FIRST ST LOS ANGELES, CA 90022	NONE PC	GENERAL OPERATING SUPPORT	100,000.
KITTEN RESCUE 914 WESTWOOD BLVD SUITE 583 LOS ANGELES, CA 90024	NONE PC	GENERAL OPERATING SUPPORT	50,000.
KOREATOWN YOUTH AND COMMUNITY CENTER INC 3727 WEST SIXTH STREET SUITE 300 LOS ANGELES, CA 90020-5105	NONE PC	GENERAL OPERATING SUPPORT	50,000.
L. A. FAMILY HOUSING CORPORATION 7843 LANKERSHIM BOULEVARD NORTH HOLLYWOOD, CA 91605	NONE PC	GENERAL OPERATING SUPPORT	100,000.

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

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>
L.A. S BEST OFFICE OF THE MAYOR 200 NORTH SPRING STREET SUITE M120 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	10,000.
LA THEATRE WORKS 681 VENICE BOULEVARD VENICE, CA 90291	NONE PC	GENERAL OPERATING SUPPORT	25,000.
LA VOICE 760 S. WESTMORELAND AVE SUITE 336 LOS ANGELES, CA 90005	NONE PC	GENERAL OPERATING SUPPORT	40,000.
LAMP INC C/O LAMP COMMUNITY 526 SAN PEDRO STREET LOS ANGELES, CA 90013	NONE PC	GENERAL OPERATING SUPPORT	75,000.
LAS FAMILIAS DEL PUEBLO 307 E SEVENTH STREET LOS ANGELES, CA 90014	NONE PC	GENERAL OPERATING SUPPORT	2,500.
LA S PROMISE 202 W 1ST STREET SUITE 160 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	100,000.

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

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>
L ASSOCIATION FOUR LA RECHERCHE SUR ALZHEIMER 7 RUE VERSONNEX; 1207 GENEVE SWITZERLAND	NONE NC	GENEVA MEMORY AND BRAIN RESILIENCE CENTER	11,034.
LAURAS HOUSE 999 CORPORATE DRIVE SUITE 225 LADERA RANCH, CA 92694	NONE PC	DV SHELTER AND SERVICES AND COURTHOUSE ADVOCACY PROJECT	50,000.
LEARNING AND LEADERSHIP IN FAMILIES INC 2500 VIRGINIA AVENUE NW 212S WASHINGTON, DC 20037	NONE PC	GENERAL OPERATING SUPPORT	25,000.
LEARNING RIGHTS LAW CENTER 205 SOUTH BROADWAY SUITE 808 LOS ANGELES, CA 90012	NONE PC	TRAINING INDIVIDUALS FOR GRASSROOTS EDUCATION REFORM PROGRAM	25,000.
LES FIGURES PRESS PO BOX 7736 LOS ANGELES, CA 90007	NONE PC	GENERAL OPERATING SUPPORT	25,000.
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE PC	GENERAL OPERATING SUPPORT	100,000.

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

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>
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE PC	TO SUPPORT EDUCATIONAL PROGRAMS	25,000.
LIFT INC 1620 I STREET NW WASHINGTON, DC 20006	NONE PC	LIFT-LOS ANGELES	25,000.
LINCOLN HEIGHTS TUTORIAL PROGRAM 2618 WORKMAN ST RM 13 LOS ANGELES, CA 90031	NONE PC	SUMMER SESSION	27,000.
LINWOOD E. HOWE BOOSTERS PO BOX 190 CULVER CITY, CA 90232	NONE PC	GENERAL OPERATING SUPPORT	250.
LIONSRAW INC 677 GRANITE CIRCLE ARGYLE, TX 76226	NONE PC	TO SUPPORT UNITED STATES OPERATIONS	10,000.
LISA DWAN 43A HEATH STREET, FLAT 3 LONDON UNITED KINGDOM NW3 6UA	NONE I	CHORA COUNCIL GRANTS TO INDIVIDUALS	10,209.

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

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>
LIVINGSTON MEMORIAL VISITING NURSE ASSOCIATION 1996 EASTMAN AVENUE SUITE 101 VENTURA, CA 93003	NONE PC	GENERAL OPERATING SUPPORT	50,000.
LONG BEACH OPERA 507 PACIFIC AVE LONG BEACH, CA 90802	NONE PC	TO SUPPORT THE OPERA FALLUVAH	297,100.
LOS ANGELES AREA CHAMBER OF COMMERCE FOUNDATION 350 S BIXEL STREET LOS ANGELES, CA 90017	NONE PC	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES BALLET INC 11755 EXPOSITION BOULEVARD LOS ANGELES, CA 90064	NONE PC	GENERAL OPERATING SUPPORT	50,000.
LOS ANGELES COMMUNITY GARDEN COUNCIL 4470 W SUNSET BLVD SUITE 381 LOS ANGELES, CA 90027	NONE PC	BOARD DEVELOPMENT BOARD RETREAT TECHNOLOGY	10,000.
LOS ANGELES CONSERVATION CORPS PO BOX 15868 LOS ANGELES, CA 90015	NONE PC	FINANCIAL CONSULTATIONS BOARD DEVELOPMENT AND STRATEGIC PLANNING	10,000.

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

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>
LOS ANGELES CONSERVATION CORPS PO BOX 15868 LOS ANGELES, CA 90015	NONE PC	GENERAL OPERATING SUPPORT	50,000.
LOS ANGELES CONTEMPORARY EXHIBITIONS INC 6522 HOLLYWOOD BLVD LOS ANGELES, CA 90028	NONE PC	DISCRETIONARY FUND FOR THE EXECUTIVE DIRECTOR	10,000.
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY FDN 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	NONE PC	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY FDN 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	NONE PC	TO SUPPORT EDUCATION AND PUBLIC PROGRAMS	10,000.
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY FDN 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	NONE PC	GENERAL OPERATING SUPPORT	100,000.
LOS ANGELES FIRE DEPARTMENT FOUNDATION 1875 CENTURY PARK EAST SUITE 200 LOS ANGELES, CA 90067	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
LOS ANGELES FIRE DEPARTMENT FOUNDATION 1875 CENTURY PARK EAST SUITE 200 LOS ANGELES, CA 90067	NONE PC	GENERAL OPERATING SUPPORT	25,000.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE PC	GENERAL OPERATING SUPPORT	1,000,000.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE PC	GENERAL OPERATING SUPPORT	15,000.
LOS ANGELES LGBT CENTER MCDONALD/WRIGHT BUILDING 1625 NORTH SCHRADER BOULEVARD LOS ANGELES, CA 90028-6213	NONE PC	TO SUPPORT WOMENS SERVICES	25,000.
LOS ANGELES NEIGHBORHOOD LAND TRUST 315 WEST NINTH STREET SUITE 950 LOS ANGELES, CA 90015	NONE PC	GENERAL OPERATING SUPPORT	100,000.
LOS ANGELES OPERA COMPANY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	250,000.

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

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>
LOS ANGELES OPERA COMPANY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	250,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034	NONE PC	GENERAL OPERATING SUPPORT	50,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034	NONE PC	CENTENNIAL CAMPAIGN FUND	2,500,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034	NONE PC	MUSIC EDUCATION AND COMMUNITY OUTREACH PROGRAMS	50,000.
LOS ANGELES POLICE FOUNDATION 515 SOUTH FLOWER STREET SUITE 1680 LOS ANGELES, CA 90071	NONE PC	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES POLICE FOUNDATION 515 SOUTH FLOWER STREET SUITE 1680 LOS ANGELES, CA 90071	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
LOS ANGELES POLICE MEMORIAL 1880 NORTH ACADEMY DRIVE LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES RESIDENTIAL COMMUNITY FOUNDATION 29890 NORTH BOUQUET CANYON ROAD SANTA CLARITA, CA 91390	NONE PC	GENERAL OPERATING SUPPORT AND POTABLE WATER	250,000.
LOS ANGELES S P C A C/O SPCALA 5026 W JEFFERSON BOULEVARD LOS ANGELES, CA 90016	NONE PC	FOOD PROGRAM	50,000.
LOS ANGELES TRADE TECHNICAL COLLEGE FOUNDATION 400 WEST WASHINGTON BLVD SUITE ST 535 LOS ANGELES, CA 90015	NONE PC	TO SUPPORT SCHOLARSHIP PROGRAMS	10,000.
LOS ANGELES TRADE TECHNICAL COLLEGE FOUNDATION 400 WEST WASHINGTON BLVD SUITE ST 535 LOS ANGELES, CA 90015	NONE PC	TO SUPPORT SCHOLARSHIP PROGRAMS	10,000.
LOS ANGELES URBAN LEAGUE 3450 MOUNT VERNON DRIVE LOS ANGELES, CA 90008-4936	NONE PC	GENERAL OPERATING SUPPORT	90,000.

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

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>
LOYOLA MARYMOUNT UNIVERSITY 1 LMU DRIVE LOS ANGELES, CA 90045	NONE PC	AFRICAN AMERICAN ALUMNI ASSOCIATION SCHOLARSHIP FUND	10,000.
M F PLACE INC C/O MY FRIENDS PLACE PO BOX 3867 HOLLYWOOD, CA 90078	NONE PC	GENERAL OPERATING SUPPORT	60,000.
MAKE IT RIGHT FOUNDATION 912 MAGAZINE STREET NEW ORLEANS, LA 70130	NONE PC	GENERAL OPERATING SUPPORT	50,000.
MALIBU FOUNDATION FOR ENVIRONMENTAL EDUCATION 1471 S BEDFORD ST APT 3 LOS ANGELES, CA 90035	NONE PC	GENERAL OPERATING SUPPORT	40,000.
MANHATTAN BEACH EDUCATION FOUNDATION PO BOX 1110 MANHATTAN BEACH, CA 90267	NONE PC	GENERAL OPERATING SUPPORT	1,000.
MANHATTAN THEATRE CLUB INC 311 WEST 43RD STREET 8TH FLOOR NEW YORK, NY 10036	NONE PC	TO SUPPORT THE CORE EDUCATION PROGRAM	10,000.

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

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>
MAR VISTA FAMILY CENTER 5075 S SLAUSON AVENUE CULVER CITY, CA 90230	NONE PC	GENERAL OPERATING SUPPORT	40,000.
MARINE ANIMAL RESCUE REHAB & RELEASE INTO THE NATR 1536 WEST 25TH STREET SUITE 427 SAN PEDRO, CA 90732	NONE PC	SEA LION CRISIS ON THE CALIFORNIA COAST	20,000.
MARINE ANIMAL RESCUE REHAB & RELEASE INTO THE NATR 1536 WEST 25TH STREET SUITE 427 SAN PEDRO, CA 90732	NONE PC	SEA LION CRISIS ON THE CALIFORNIA COAST	20,000.
MARINE MAMMAL CENTER 2000 BUNKER ROAD FORT CRONKHITE SAUSALITO, CA 94965	NONE PC	SEA LION CRISIS ON THE CALIFORNIA COAST	20,000.
MARTIN LUTHER KING JR COMMUNITY HEALTH FOUNDATION 555 S FLOWER STREET STE 2710 LOS ANGELES, CA 90071	NONE PC	GENERAL OPERATING SUPPORT	10,000.
MARYS MEALS USA INC 590 BLOOMFIELD AVENUE UNIT 280 BLOOMFIELD HILLS, NJ 07003	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
MASON SCHOOLS FOUNDATION 211 NORTH EAST STREET MASON, OH 45040	NONE PC	SATURDAY IN THE CITY PROGRAM	5,000.
MAYORS FUND FOR LOS ANGELES 200 N SPRING STREET STE 305B LOS ANGELES, CA 90012	NONE PC	MAYORS FUND FOR LOS ANGELES	333,000.
MEND MEET EACH NEED WITH DIGNITY 10641 N SAN FERNANDO ROAD PACOIMA, CA 91331	NONE PC	GENERAL OPERATING SUPPORT	100,000.
MICHAEL AND MAURITA PATCHA FOUNDATION INC 2901 CABIN CREEK DRIVE BURTONSVILLE, MD 20866	NONE PC	GENERAL OPERATING SUPPORT	10,000.
MICHIGAN LEGAL SERVICES 2727 SECOND AVE SUITE 333 DETROIT, MI 48201	NONE PC	PROPERTY TAX FORECLOSURE PROJECT	50,000.
MOBILE FILM CLASSROOM 239 1/2 SOUTH HOOVER STREET LOS ANGELES, CA 90004	NONE PC	STRATEGIC PLANNING COMMUNICATIONS STRATEGY AND ORGANIZATIONAL EVALUATIONS	10,000.

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

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>
MONTE VISTA TWELFTH MAN INC PO BOX 472 ALAMO, CA 94507	NONE PC	GENERAL OPERATING SUPPORT	10,000.
MOUNTAIN AND SEA EDUCATIONAL ADVENTURES PO BOX 950 SAN PEDRO, CA 90733	NONE PC	GENERAL OPERATING SUPPORT	10,000.
MUJERES DE LA TIERRA L.A. RIVER CENTER 570 WEST AVENUE 26 SUITE 300 LOS ANGELES, CA 90065	NONE PC	LA PALETERA DE LOS ANGELES	25,000.
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE PC	GENERAL OPERATING SUPPORT	100,000.
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE PC	FOR PROGRAMMING AND ACQUISITIONS INITIATIVES	50,000.
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE PC	MOMENTUM FUND	333,334.

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

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>
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE PC	GENERAL OPERATING SUPPORT	50,000.
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	DISCRETIONARY FUND FOR THE DIRECTOR	500,000.
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	100,000.
MUSEUM OF JURASSIC TECHNOLOGY 9341 VENICE BOULEVARD CULVER CITY, CA 90232-2621	NONE PC	COLLABORATION WITH GORAN DJORDJEVIC AND GENERAL OPERATING SUPPORT	150,000.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	NONE PC	GENERAL OPERATING SUPPORT	75,000.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	NONE PC	NEW PHOTOGRAPHY EXHIBITION SERIES	30,000.

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

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>
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	NONE PC	WALLIS ANNENBERG FUND FOR INNOVATION IN CONTEMPORARY ART	1,000,000.
MUSEUM OF SCIENCE 1 SCIENCE PARK BOSTON, MA 02114	NONE PC	GENERAL OPERATING SUPPORT	1,000.
NATIONAL AUDUBON SOCIETY INC MAIN OFFICE 225 VARICK STREET 7TH FLOOR NEW YORK, NY 10014	NONE PC	SEABIRD RESTORATION PROGRAM ACTIVITIES IN MAINE	100,000.
NATIONAL AUDUBON SOCIETY INC MAIN OFFICE 225 VARICK STREET 7TH FLOOR NEW YORK, NY 10014	NONE PC	NATIVE PLANT NURSERY AUDUBON CENTER AT DEBS PARK	31,000.
NATIONAL DISASTER SEARCH DOG FOUNDATION INC 501 E OJAI AVE OJAI, CA 93023	NONE PC	GENERAL OPERATING SUPPORT	100,000.
NATIONAL FOOTBALL FDN AND COLLEGE HALL OF FAME INC 433 E LAS COLINAS BLVD SUITE 1130 IRVING, TX 75039	NONE PC	GENERAL OPERATING SUPPORT	15,000.

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

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>
NATIONAL HEALTH FOUNDATION 515 SOUTH FIGUEROA STREET SUITE 1300 LOS ANGELES, CA 90071-3322	NONE PC	GENERAL OPERATING SUPPORT	50,000.
NATIONAL MUSEUM OF WOMEN IN THE ARTS INC 1250 NEW YORK AVENUE NW WASHINGTON, DC 20005-3970	NONE PC	FRANCOISE PETROVITCHS PARTICIPATION IN ORGANIC MATTERS WOMAEN TO WATCH 2015	12,023.
NATIONAL PARK FOUNDATION 1110 VERMONT AVE NW SUITE 200 WASHINGTON, DC, 20005	NONE PC	EVERY KID IN A PARK INITIATIVE IN SOUTHERN CA	100,000.
NATIONAL URBAN FELLOWS INC 1120 AVENUE OF THE AMERICAS 4TH FLOOR NEW YORK, NY 10036	NONE PC	GENERAL OPERATING SUPPORT	200.
NATURE CONNECTION MENTORING FOUNDATION 849 ALMAR AVE SUITE C SANTA CRUZ, CA 95060	NONE PC	MAC STEWART MEMORIAL FUND	10,000.
NAVY SEAL FOUNDATION INC 1619 D STREET BLDG 5326 VIRGINIA BEACH, VA 23459	NONE PC	GENERAL OPERATING SUPPORT	50,000.

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

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>
NEW CENTER FOR ARTS AND CULTURE INC 1320 CENTRE STREET SUITE 201 NEWTON CENTER, MA 02459	NONE PC	HONEY AND THORNS A TRIBUTE TO ISRAELI SONG	10,000.
NEW DIRECTIONS FOR PEOPLE WITH DISABILITIES INC 5276 HOLLISTER AVENUE SUITE 207 SANTA BARBARA, CA 93111	NONE PC	DEVEREUX SANTA BARBARA TOURS	50,000.
NEW EARTH ORGANIZATION 3131 OLYMPIC BLVD SUITE 301 SANTA MONICA, CA 90404	NONE PC	GENERAL OPERATING SUPPORT	25,000.
NEW HOPE VILLAGE INC 203 W FREDRICKS APT. 3 BARSTOW, CA 92311	NONE PC	GENERAL OPERATING SUPPORT	15,000.
NEW HORIZONS 15725 PARTHENIA STREET NORTH HILLS, CA 91343-4999	NONE PC	GENERAL OPERATING SUPPORT	100,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE NW WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	250,000.

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

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>
NEWTON HARRISON C/O THE HARRISON STUDIO 335 LINDEN ST SANTA CRUZ, CA 95062	NONE I	CHORA COUNCIL GRANTS TO INDIVIDUALS	55,000.
NORTHRIDGE HOSPITAL FOUNDATION 18300 ROSCOE BLVD NORTHRIDGE, CA 91328	NONE SO I	CHRONIC DISEASE TRANSITIONAL CARE PROGRAM	75,000.
NOWZAD DOGS NFP 100 WALNUT UNIT 415 PEORIA, IL 61602	NONE PC	GENERAL OPERATING SUPPORT	50,000.
NOWZAD DOGS NFP 100 WALNUT UNIT 415 PEORIA, IL 61602	NONE PC	GENERAL OPERATING SUPPORT	10,000.
OAK GROVE INSTITUTE FOUNDATION INC 24275 JEFFERSON AVE MURRIETA, CA 92562	NONE PC	GENERAL OPERATING SUPPORT	75,000.
OCEAN ALLIANCE INC 32 HORTON STREET GLOUCESTER, MA 01930	NONE PC	GENERAL OPERATING SUPPORT	200,000.

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

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>
ONE HEART WORLD WIDE 1818 PACHECO ST SAN FRANCISCO, CA 94116	NONE PC	NETWORK OF SAFETY PROGRAM IN NEPAL	20,000.
ORAL HEALTH AMERICA 180 NORTH MICHIGAN AVE SUITE 1150 CHICAGO, IL 60601	NONE PC	SMILES ACROSS AMERICA CA LEARNING LAB IN SOCIAL	50,000.
ORANGE COUNTY COASTKEEPER 3151 AIRWAY AVENUE STE F 110 COSTA MESA, CA 92626	NONE PC	W H A L E S	30,000.
ORANGE COUNTY HUMAN RELATIONS COUNCIL 1300 S GRAND, BLDG B SANTA ANA, CA 92705	NONE PC	STRATEGIC PLANNING BOARD DEVELOPMENT RETREAT	10,000.
OTIS COLLEGE OF ART AND DESIGN 9045 LINCOLN BOULEVARD LOS ANGELES, CA 90045	NONE PC	METABOLIC STUDIO FELLOW	10,000.
OUR HOUSE INC 1663 SAWTELLE BLVD SUITE 300 LOS ANGELES, CA 90025	NONE PC	SCHOOL BASED GRIEF SUPPORT PROGRAM	85,000.

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

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>
OWL RESEARCH INSTITUTE INC PO BOX 39 CHARLO, MT 59824	NONE PC	GENERAL OPERATING SUPPORT	25,000.
PACIFIC CLINICS 800 S. SANTA ANITA AVENUE ARCADIA, CA 91006	NONE PC	GENERAL OPERATING SUPPORT	80,000.
PACIFIC HISTORIC PARKS 94 1187 KA UKA BLVD. WAIPAHU, HI 96797	NONE PC	USS ARIZONA MEMORIAL	100,000.
PALM SPRINGS ART MUSEUM 101 MUSEUM DRIVE PALM SPRINGS, CA 92262	NONE PC	GENERAL OPERATING SUPPORT	50,000.
PARENT INSTITUTE FOR QUALITY EDUCATION INC CORPORATE OFFICE 22 WEST 35TH STREET SUITE 201 NATIONAL CITY, CA 91950	NONE PC	PARENT ENGAGEMENT IN EDUCATION PROGRAM	75,000.
PARTNERSHIP FOR LOS ANGELES SCHOOLS 1541 WILSHIRE BLVD SUITE 200 LOS ANGELES, CA 90017	NONE PC	GENERAL OPERATING SUPPORT	500,000.

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

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>
PATRIOT PAWS SERVICE DOGS 254 RANCH TRAIL ROCKWALL, TX 75032	NONE PC	GENERAL OPERATING SUPPORT	172,000.
PEACE 4 KIDS PO BOX 5347 COMPTON, CA 90224	NONE PC	GENERAL OPERATING SUPPORT	50,000.
PEACE BY TOURISM INC C/O COBLENC & ASSOCIATES 200 PARK AVENUE SOUTH SUITE 511 NEW YORK, NY 10003	NONE PC	SCHOLARSHIP SUPPORT TO TWO STUDENTS ATTENDING THE INSTITUTE PAUL BOCUSE	60,065.
PEDIATRIC THERAPY NETWORK 1815 WEST 213TH ST SUITE 100 TORRANCE, CA 90501	NONE PC	GENERAL OPERATING SUPPORT	60,000.
PEF ISRAEL ENDOWMENT FUNDS INC 630 THIRD AVE STE 1501 NEW YORK, NY 10017	NONE PC	GENERAL OPERATING SUPPORT	35,200.
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1101 15TH ST NW SUITE 600 WASHINGTON, DC 20005	NONE PC	FRONT LINE LEADERS ACADEMY LOS ANGELES	50,000.

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

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>
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263	NONE PC	FOR THE FRED SANDS INSTITUTE OF REAL ESTATE	25,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	GLORYA KAUFMAN PRESENTS DANCE AT THE MUSIC CENTER	100,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	30,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	DISCRETIONARY FUND FOR THE MUSIC CENTER CHAIRMAN OF THE BOARD	250,000.
PHILADELPHIA FOUNDATION 1234 MARKET STREET SUITE 1800 PHILADELPHIA, PA 19107-3794	NONE PC	PA HIGH SCHOOL INSTRUCTIONAL COACHING INSTITUTE	1,640,582.
PHILADELPHIA ORCHESTRA ASSOCIATION 260 SOUTH BROAD STREET 16TH FLOOR PHILADELPHIA, PA 19102-4297	NONE PC	ANNENBERG FUND FOR ARTISTIC ENDEAVORS TOURING EDUCATION AND TECHNOLOGY	2,590,602.

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

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>
PHOENIX HOUSES OF LOS ANGELES INC 11600 ELDRIDGE AVENUE LAKE VIEW TERRACE, CA 91342	NONE PC	PHOENIX HOUSE ACADEMY IN LOS ANGELES	100,000.
PLAN INTERNATIONAL USA INC 155 PLAN WAY WARWICK, RI 02886	NONE PC	GENERAL OPERATING SUPPORT	288.
PLANNED PARENTHOOD FEDERATION OF 434 WEST 33RD ST NY, NY 10001	NONE PC	GENERAL OPERATING SUPPORT	500.
PLANNED PARENTHOOD LOS ANGELES ADMINISTRATIVE HEADQUARTERS 400 W 30TH STREET LOS ANGELES, CA 90007	NONE PC	GENERAL OPERATING SUPPORT	10,000.
POLAR BEARS INTERNATIONAL PO BOX 3008 BOZEMAN, MT 59772	NONE PC	TO SUPPORT MULTIMEDIA INITIATIVES	200,000.
POLYNESIAN VOYAGING SOCIETY 10 SAND ISLAND PARKWAY HONOLULU, HI 96819	NONE PC	GENERAL OPERATING SUPPORT	250,000.

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

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>
PORT OF LOS ANGELES HIGH SCHOOL 250 WEST FIFTH STREET SAN PEDRO, CA 90731	NONE PC	GENERAL OPERATING SUPPORT	75,000.
PREVENTION INSTITUTE 221 OAK STREET OAKLAND, CA 94607	NONE PC	HEALTHY EQUITABLE ACTIVE LAND USE NETWORK	50,000.
PRINCIPLES INC C/O IMPACT DRUG AND ALCOHOL TREATMENT CENTER 1680 N FAIR OAKS AVE PASADENA, CA 91109	NONE PC	GENERAL OPERATING SUPPORT	10,000.
PRINTED MATTER INC 195 TENTH AVENUE NEW YORK, NY 10011	NONE PC	GENERAL OPERATING SUPPORT	25,000.
PROJECT INDEPENDENCE 3505 CADILLAC SUITE O 103 COSTA MESA, CA 92626	NONE PC	JOINT RETREAT AND STAFF AND BOARD DEVELOPMENT	10,000.
PROJECT TOMORROW 15707 ROCKFIELD BOULEVARD SUITE 250 IRVINE, CA 92618	NONE PC	ENVIRONMENTAL SCIENCE COMPONENT YOUTHTEACH2LEARN PROGRAM	10,000.

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

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>
PUBLIC RADIO INTERNATIONAL INC 401 2ND AVENUE NORTH SUITE 500 MINNEAPOLIS, MN 55401	NONE PC	THE WORLDS GLOBAL REPORTING INITIATIVE	100,000.
RANCHO LOS AMIGOS FOUNDATION INC 7601 E IMPERIAL HIGHWAY BUILDING SSA, RM 1110 DOWNEY, CA 90242	NONE PC	GENERAL OPERATING SUPPORT	10,000.
REEF CHECK FOUNDATION 13723 FIJI WAY SUITE B2 MARINA DEL REY, CA 90292	NONE PC	GENERAL OPERATING SUPPORT	60,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1111 FRANKLIN STREET 12TH FLOOR OAKLAND, CA 94607-5200	NONE PC	EEMIAN GARDEN CENTER FOR STUDY OF FORCE MAJEURE UC SANTA CRUZ	25,000.
RENOVATION IN MUSIC EDUCATION C/O MUSICORPS 1324 R STREET NW APT. 3 WASHINGTON, DC 20009	NONE PC	GENERAL OPERATING SUPPORT	10,000.
REPRESENTATION PROJECT PO BOX 1750 ROSS, CA 94957	NONE PC	GENERAL OPERATING SUPPORT	100,000.

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

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>
RESTORE THE DELTA 10100 TRINITY PKWY STE. 120 STOCKTON, CA 95212	NONE PC	DEVELOPMENT PRODUCTION AND EDITING OF SIX VIDEOS	40,000.
REUNION CENTER PO BOX 1327 JASPER, FL 32052	NONE PC	FLORIDA KITCHEN AND GARDEN EDUCATIONAL PROGRAM	250,000.
RHODE ISLAND SCHOOL OF DESIGN TWO COLLEGE STREET PROVIDENCE, RI 02903-2784	NONE PC	GENERAL OPERATING SUPPORT	25,000.
ROBERTAS HOUSE INC 1900 N BROADWAY SUITE 101 BALTIMORE, MD 21213	NONE PC	GENERAL OPERATING SUPPORT	10,000.
RYMAN CARROLL FOUNDATION C/O RYMAN ARTS 1933 S BROADWAY 11TH FLOOR SUITE 1138 LOS ANGELES, CA 90007-4522	NONE PC	GENERAL OPERATING SUPPORT	60,000.
SADDLE UP 1549 OLD HILLSBORO RD. FRANKLIN, TN 37069-9136	NONE PC	GENERAL OPERATING SUPPORT	25,000.

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

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>
SAINT FRANCIS SERVICE DOGS 8232 ENON DRIVE ROANOKE, VA 24019	NONE PC	GENERAL OPERATING SUPPORT	50,000.
SAN GABRIEL VALLEY CONSORTIUM ON HOMELESSNESS 1760 W CAMERON AVENUE SUITE 103 WEST COVINA, CA 91790	NONE PC	GENERAL OPERATING SUPPORT	20,000.
SANTA BARBARA NEIGHBORHOOD CLINICS ADMINISTRATIVE OFFICE 915 NORTH MILPAS 2ND FLOOR SANTA BARBARA, CA 93103	NONE PC	GENERAL OPERATING SUPPORT	20,000.
SANTA CATALINA ISLAND CONSERVANCY LONG BEACH OFFICE 330 GOLDEN SHORE STE 170 LONG BEACH, CA 90802	NONE PC	GENERAL OPERATING SUPPORT	100,000.
SANTA MONICA BAY FOUNDATION 1 LMU DRIVE PEREIRA ANNEX MS 8160 LOS ANGELES, CA 90045	NONE PC	SANTA MONICA DUNES BEACH PILOT PROJECT	25,000.
SCHOOL OF AMERICAN BALLET INC 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6592	NONE PC	ADVISORY COUNCIL SCHOLARSHIP FUND	5,000.

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

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>
SCHOOL OF AMERICAN BALLET INC 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6592	NONE PC	GENERAL OPERATING SUPPORT	10,000.
SCHOOL ON WHEELS INC PO BOX 23371 VENTURA, CA 93002	NONE PC	GENERAL OPERATING SUPPORT	75,000.
SEAN STAROWITZ 4024 HOLLY STREET KANSAS CITY, MO 64111	NONE I	CHORA COUNCIL GRANTS TO INDIVIDUALS	10,000.
SECRET CITY INC 483 UPPER BYRDCLIFFE ROAD WOODSTOCK, NY 12498	NONE PC	GENERAL OPERATING SUPPORT	10,000.
SERVICE DOG PROJECT INC 37 BOXFORD ROAD IPSWICH, MA 01938	NONE PC	GENERAL OPERATING SUPPORT	150,000.
SEVA FOUNDATION 1786 FIFTH STREET BERKELEY, CA 94710	NONE PC	DELIVERY OF EYE CARE IN NEPAL	50,000.

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

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>
SHERIFFS YOUTH FOUNDATION OF LA COUNTY 211 WEST TEMPLE STREET 8TH FLOOR LOS ANGELES, CA 90012	NONE PC	NEW LIFE PARENTING PROJECT	100,000.
SHERIFFS YOUTH FOUNDATION OF LA COUNTY 211 WEST TEMPLE STREET 8TH FLOOR LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	15,000.
SHOES THAT FIT 1420 NORTH CLAREMONT BOULEVARD SUITE 204 A CLAREMONT, CA 91711	NONE PC	EXPANSION OF THE EMERGENCY WAREHOUSE	50,000.
SHREVEPORT OPERA 212 TEXAS STREET SUITE 101 SHREVEPORT, LA 71101	NONE PC	GENERAL OPERATING SUPPORT	10,000.
SIMON WIESENTHAL CENTER 1399 SOUTH ROXBURY DRIVE LOS ANGELES, CA 90035-4709	NONE PC	ERA OF APPEASEMENT EXHIBIT AT MUSEUM OF TOLERANCE	50,000.
SKID ROW HOUSING TRUST 1317 E SEVENTH STREET LOS ANGELES, CA 90021	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
SKIRBALL CULTURAL CENTER 2701 NORTH SEPULVEDA BOULEVARD LOS ANGELES, CA 90049-6833	NONE PC	GENERAL OPERATING SUPPORT	10,000.
SMALL BUSINESS MAJORITY FOUNDATION INC 4000 BRIDGEWAY SUITE 305 SAUSALITO, CA 94965	NONE PC	ACCESS TO CAPITAL PROGRAM IN GREATER LA	100,000.
SOCIAL & ENVIRONMENTAL ENTREPRENEURS SEE INC 23532 CALABASAS ROAD STE A CALABASAS, CA 91302	NONE PC	GENERAL OPERATING SUPPORT	10,000.
SOCIAL AND PUBLIC ART RESOURCE CENTER 685 VENICE BOULEVARD VENICE, CA 90291	NONE PC	GREAT WALL OF LOS ANGELES MURAL PROJECT	100,000.
SOCIAL AND PUBLIC ART RESOURCE CENTER 685 VENICE BOULEVARD VENICE, CA 90291	NONE PC	GREAT WALL OF LOS ANGELES MURAL PROJECT	100,000.
SOUND ART 2118 WILSHIRE BLVD SUITE 1170 LOS ANGELES, CA 90403	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
SOUTH ASIAN HELPLINE AND REFERRAL AGENCY 17100 PIONEER BLVD SUITE 260 ARTESIA, CA 90701	NONE PC	GENERAL OPERATING SUPPORT	50,000.
SOUTHEAST AREA ANIMAL CONTROL AUTHORITY 9777 SEACA STREET DOWNEY, CA 90241	NONE GOV	GENERAL OPERATING SUPPORT	10,000.
SOUTHERN CALIFORNIA CENTER FOR NONPROFIT MGT C/O CENTER FOR NONPROFIT MANAGEMENT 1000 NORTH ALAMEDA STREET SUITE 250 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	75,000.
SOUTHERN CALIFORNIA FOSTER FAMILY AGENCY C/O EXTRAORDINARYFAMILIES 155 NORTH OCCIDENTAL BLVD LOS ANGELES, CA 90026	NONE PC	FOSTER HOMES FOR CHILDREN 0 TO 6 AND POLICY REFORM	50,000.
SOUTHERN CALIFORNIA GOLDEN RETRIEVER RESCUE P.O. BOX 25698 LOS ANGELES, CA 90025	NONE PC	GENERAL OPERATING SUPPORT	5,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST SUITE 230 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	15,600.

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

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>
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST SUITE 230 LOS ANGELES, CA 90012	NONE PC	FOR THE ANNUAL CONFERENCE	25,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST SUITE 230 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	75,000.
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S RAYMOND AVE. PASADENA, CA 91105	NONE PC	GENERAL OPERATING SUPPORT	30,000.
SPRING OF EVOLUTION INC DBA WOLF CONNECTION PO BOX 504 ACTON, CA 93510	NONE PC	FOR STAFF DEVELOPMENT	10,000.
ST. ANNES MATERNITY HOME 155 NORTH OCCIDENTAL BOULEVARD LOS ANGELES, CA 90026-4641	NONE PC	GENERAL OPERATING SUPPORT	100,000.
ST BARNABAS SENIOR CENTER OF LOS ANGELES C/O ST BARNABAS SENIOR SERVICES 675 SOUTH CARONDELET STREET LOS ANGELES, CA 90057-3309	NONE PC	GENERAL OPERATING SUPPORT	75,000.

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

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>
ST FRANCIS CENTER 1835 SOUTH HOPE STREET LOS ANGELES, CA 90015	NONE PC	GENERAL OPERATING SUPPORT	80,000.
ST JUDE CHILDREN' RESEARCH HOSPITAL INC 501 ST JUDE PLACE MEMPHIS, TN 38105-1942	NONE PC	GENERAL OPERATING SUPPORT	50.
STARTING OVER INC 114 E 6TH STREET CORONA, CA 92879	NONE PC	FUND DEV STRATEGIC PLANNING ORG EVALUATIONS	10,000.
STATE HUMANE ASSOCIATION OF CALIFORNIA PO BOX 2098 EL CERRITO, CA 94530	NONE PC	SHAC MEMBER CEO FORUM	15,000.
STEP UP ON SECOND STREET INC 1328 SECOND STREET SANTA MONICA, CA 90401-1122	NONE PC	GENERAL OPERATING SUPPORT	100,000.
STREET POETS INC 2116 ARLINGTON AVENUE SUITE 310 LOS ANGELES, CA 90018-1300	NONE PC	GENERAL OPERATING SUPPORT	250,000.

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

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>
STRIVE FOUNDATION 9124 SOUTH MAIN STREET LOS ANGELES, CA 90003	NONE PC	GENERAL OPERATING SUPPORT	50,000.
SUCEDE INC 360 GLENRIDGE ROAD KEY BISLAYNE, FL 33149	NONE PC	GENERAL OPERATING SUPPORT	26,000.
SUCEDE INC 360 GLENRIDGE ROAD KEY BISLAYNE, FL 33149	NONE PC	GENERAL OPERATING SUPPORT	52,500.
SUNDANCE INSTITUTE 5900 WILSHIRE BLVD SUITE 800 BEVERLY HILLS, CA 90036	NONE PC	GENERAL OPERATING SUPPORT	375,000.
SUSTAINABLE CONSERVATION 98 BATTERY STREET SUITE 302 SAN FRANCISCO, CA 94111	NONE PC	PLANTRIGHT CAMPAIGN	100,000.
SUSTAINABLE PRESERVATION INITIATIVE 40 WEST 22ND STREET 11TH FLOOR NEW YORK, NY 10010	NONE PC	PROJECTS IN PERU AND PARTNERSHIP WITH PERUVIAN MINISTRY OF CULTURE	150,000.

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

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>
TEAM RUBICON 300 N CONTINENTAL BOULEVARD SUITE 150 EL SEGUNDO, CA 90245	NONE PC	GENERAL OPERATING SUPPORT	75,000.
THE CA CONFERENCE FOR EQUALITY AND JUSTICE INC 3711 LONG BEACH BLVD SUITE 1017 LONG BEACH, CA 90807	NONE PC	GENERAL OPERATING SUPPORT	60,000.
THE CA FOR THE ECONOMY AND JOBS IN LOS ANGELES 555 SOUTH FLOWER STREET 9TH FLOOR LOS ANGELES, CA 90071	NONE PC	GENERAL OPERATING SUPPORT	5,000.
THE CALIFORNIA WILDLIFE CENTER PO BOX 2022 MALIBU, CA 90265	NONE PC	SEA LION CRISIS ON THE CALIFORNIA COAST	20,000.
THE CALIFORNIA WILDLIFE CENTER PO BOX 2022 MALIBU, CA 90265	NONE PC	SEA LION CRISIS ON THE CALIFORNIA COAST	20,000.
THE CENTER AT BLESSED SACRAMENT 6636 SELMA AVENUE LOS ANGELES, CA 90028	NONE PC	GENERAL OPERATING SUPPORT	25,000.

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

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>
THE CHANCE THEATER PO BOX 3309 ORANGE, CA 92857	NONE PC	STRATEGIC PLANNING AND FINANCIAL CONSULTATIONS	10,000.
THE COLBURN SCHOOL 200 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	50,000.
THE COLBURN SCHOOL 200 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	CONNECTED CAMPUS PROJECT	50,000.
THE FARRAH FAWCETT FOUNDATION 501 SOUTH BEVERLY DRIVE 3RD FLOOR BEVERLY HILLS, CA 90212	NONE POF	CHARITABLE MISSION AND PROGRAMS	100,000.
THE GABRIELLA FOUNDATION 639 S COMMONWEALTH AVENUE SUITE B LOS ANGELES, CA 90005	NONE PC	GENERAL OPERATING SUPPORT	65,000.
THE METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028-0198	NONE PC	GENERAL OPERATING SUPPORT	10,000.

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

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>
THE ODYSSEY CONSERVATION TRUST HADDON HALL BAKEWELL DERBYSHIRE UNITED KINGDOM DE45 1LA	NONE NC	TACANA WOMEN PROJECT	25,000.
THE RAPE FOUNDATION 1223 WILSHIRE BOULEVARD NO. 410 SANTA MONICA, CA 90403	NONE PC	STUART HOUSE	100,000.
THE RAPE FOUNDATION 1223 WILSHIRE BOULEVARD, NO 410 SANTA MONICA, CA 90403	NONE PC	GENERAL OPERATING SUPPORT	10,000.
THE RELATIONAL CENTER 2717 S ROBERTSON BLVD LOS ANGELES, CA 90034	NONE PC	GENERAL OPERATING SUPPORT	50,000.
THE SHAKESPEARE CENTER OF LOS ANGELES INC 1238 WEST FIRST STREET LOS ANGELES, CA 90026	NONE PC	GENERAL OPERATING SUPPORT	50,000.
THE UCLA FOUNDATION UCLA WILSHIRE CENTER 10920 WILSHIRE BOULEVARD SUITE 900 LOS ANGELES, CA 90024-6519	NONE PC	LEADERSHIP FELLOWSHIP PROGRAM UCLA LUSKIN SCHOOL OF PUBLIC AFFAIRS	31,950.

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

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>
THE UCLA FOUNDATION UCLA WILSHIRE CENTER 10920 WILSHIRE BOULEVARD SUITE 900 LOS ANGELES, CA 90024-6519	NONE PC	UCLA DEPT OF NEUROSURGERY DAVID GEPFEN SCHOOL OF MEDICINE	10,000.
THE UCLA FOUNDATION UCLA WILSHIRE CENTER 10920 WILSHIRE BOULEVARD SUITE 900 LOS ANGELES, CA 90024-6519	NONE PC	FUND FOR CO CHIEF OF DIV OF DIGESTIVE DISEASES	100,000.
THE WALLIS ANNENBERG LEGACY FOUNDATION 2000 AVENUE OF THE STARS SUITE 1000S LOS ANGELES, CA 90067	NONE POF	CHARITABLE MISSION AND PROGRAMS	500,000.
THE WALLIS ANNENBERG LEGACY FOUNDATION 2000 AVENUE OF THE STARS SUITE 1000S LOS ANGELES, CA 90067	NONE POF	CHARITABLE MISSION AND PROGRAMS	4,000,000.
THEATRE AT BOSTON COURT PO BOX 60187 PASADENA, CA 91116	NONE PC	GENERAL OPERATING SUPPORT	20,000.
THERAPEUTIC LIVING CENTERS FOR THE BLIND INC 7915 LINDLEY AVENUE RESEDA, CA 91335	NONE PC	CHILDREN'S PROGRAM	50,000.

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

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>
THURGOOD MARSHALL COLLEGE FUND INC 901 F STREET NW SUITE 300 WASHINGTON, DC 20004	NONE PC	LA THURGOOD MARSHALL COLLEGE FUND SCHOLARS	100,000.
TIDES FOUNDATION 1014 TORNEY AVE SAN FRANCISCO, CA 94129-1755	NONE PC	GENERAL OPERATING SUPPORT	52,540.
TOPANGA FILM INSTITUTE 120 N TOPANGA CANYON BLVD SUITE 215 TOPANGA, CA 90290	NONE PC	GENERAL OPERATING SUPPORT	5,000.
TOWN AND GOWN OF THE USC 620 W MCCARTHY WAY SUITE 10 LOS ANGELES, CA 90089	NONE PC	GENERAL OPERATING SUPPORT	25,000.
TRASH FOR TEACHING 12815 S WESTERN AVE. GARDENA, CA 90249	NONE PC	STRATEGIC PLANNING A JOINT RETREAT AND BOARD DEVELOPMENT	10,000.
TREEPEOPLE INC 12601 MULHOLIAND DRIVE BEVERLY HILLS, CA 90210	NONE PC	GENERAL OPERATING SUPPORT	100,000.

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

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>
TREVOR PROJECT INC 8704 SANTA MONICA BLVD SUITE 200 WEST HOLLYWOOD, CA 90069	NONE PC	GENERAL OPERATING SUPPORT	50,000.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 100 COLLEGE HALL PHILADELPHIA, PA 19104-6380	NONE PC	UNIVERSITY OF PENNSYLVANIA MUSEUM OF ARCHAEOLOGY AND ANTHROPOLOGY	25,000.
TRUST SOUTH IA 4331 SOUTH MAIN STREET LOS ANGELES, CA 90037	NONE PC	GENERAL OPERATING SUPPORT	30,000.
UNION RESCUE MISSION 545 S SAN PEDRO ST. LOS ANGELES, CA 90013	NONE PC	SINGLE MOTHERS AND CHILDRENS PROGRAM	100,000.
UNITED COMMUNITY HOUSING COALITION 220 BAGLEY ST SUITE 224 DETROIT, MI 48226	NONE PC	PROPERTY TAX FORECLOSURE PROJECT	50,000.
UNITED STATES FUND FOR UNICEF 125 MAIDEN LANE NEW YORK, NY 10038	NONE PC	GENERAL OPERATING SUPPORT	50,000.

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

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>
UNITED STATES VETERANS INITIATIVE 800 WEST SIXTH STREET SUITE 1505 LOS ANGELES, CA 90017	NONE PC	GENERAL OPERATING SUPPORT	5,000.
UNITED WAY INC C/O UNITED WAY OF GREATER LOS ANGELES 1150 S OLIVE STREET SUITE T500 LOS ANGELES, CA 90015	NONE PC	HOME FOR GOOD FUNDERS COLLABORATIVE	100,000.
UNITED WAY INC C/O UNITED WAY OF GREATER LOS ANGELES 1150 S OLIVE STREET SUITE T500 LOS ANGELES, CA 90015	NONE PC	GENERAL OPERATING SUPPORT	2,500.
UNIVERSITY OF MARYLAND FOUNDATION INC C/O UNIVERSITY SYSTEM OF MARYLAND FOUNDATION INC 3300 METZEROTT ROAD ADELPHI, MD 20783	NONE PC	DEVOS INSTITUTE OF ARTS MANAGEMENT	308,572.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING ROOM 102 LOS ANGELES, CA 90089-4019	NONE PC	LA FOUNDATION LEADERSHIP GROUP OF THE USC CENTER ON PHILANTHROPY AND PUBLIC POLICY AT USC	10,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING ROOM 102 LOS ANGELES, CA 90089-4019	NONE PC	DISCRETIONARY FUND FOR THE DEAN ANNENBERG SCHOOL FOR COMMUNICATION JOURNALISM	100,000.

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

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>
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING ROOM 102 LOS ANGELES, CA 90089-4019	NONE PC	PHYSICALLY CHALLENGED ATHLETES SCHOLARSHIP FUND	12,500.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING ROOM 102 LOS ANGELES, CA 90089-4019	NONE PC	USC DAVIS SCHOOL OF GERONTOLOGY	25,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING ROOM 102 LOS ANGELES, CA 90089-4019	NONE PC	ANNENBERG LEADERSHIP INITIATIVE	1,000,000.
UNUSUAL SUSPECTS THEATRE CO 3719 VERDUGO ROAD LOS ANGELES, CA 90065	NONE PC	GENERAL OPERATING SUPPORT	50,000.
VALLEY BETH SHALOM 15739 VENTURA BLVD ENCINO, CA 91436	NONE NC	GENERAL OPERATING SUPPORT	30,000.
VALLEY FAMILY CENTER 302 S BRAND BLVD SAN FERNANDO, CA 91340	NONE PC	GENERAL OPERATING SUPPORT	40,000.

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

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>
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37240	NONE PC	MONROE CARRELL JR CHILDRENS HOSPITAL	25,000.
VENICE COMMUNITY HOUSING CORPORATION 720 ROSE AVENUE VENICE, CA 90291-2710	NONE PC	WESTMINSTER TLC AND DISCRETIONARY FUND	30,000.
VERSAILLES FOUNDATION INC 420 LEXINGTON AVE SUITE 1706 NEW YORK, NY 10170	NONE PC	GENERAL OPERATING SUPPORT	1,000.
VILLA ESPERANZA SERVICES 2060 EAST VILLA STREET PASADENA, CA 91107	NONE PC	GENERAL OPERATING SUPPORT	100,000.
VILLAGE SCHOOL INC 780 SWARTHMORE AVENUE PASADENA, CA 90272	NONE PC	TO SUPPORT THE ANNUAL FUND	25,000.
VISIONWORKSHOPS INC 801 CHASE STREET ANNAPOLIS, MD 21401	NONE PC	PHOTOGRAPHY CAMP FOR REFUGEE YOUTH	83,480.

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

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>
VISUAL STUDIES WORKSHOP INC 31 PRINCE STREET ROCHESTER, NY 14607	NONE PC	GENERAL OPERATING SUPPORT	10,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD BEVERLY HILLS, CA 90210	NONE PC	TO REPAY SOME OR ALL OF THE PRINCIPAL OF THE TERM A-2 LOANS BETWEEN WACPA AND CITY NATIONAL BANK TO PROVIDE SUPPORT FOR THE CAPITAL CAMPAIGN AND TO SUPPORT THE THEATER SCHOOL PROGRAMS.	1,250,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD BEVERLY HILLS, CA 90210	NONE PC	ZINA BETHUNE DANCE FUND	25,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD BEVERLY HILLS, CA 90210	NONE PC	GENERAL OPERATING SUPPORT	75,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD BEVERLY HILLS, CA 90210	NONE PC	GENERAL OPERATING SUPPORT	5,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD BEVERLY HILLS, CA 90210	NONE PC	ARTIST FEES ADVERTISING AND MARKETING EXECUTIVE SALARY SUPPORT AND TO COVER OPERATING EXPENSES	1,000,000.

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

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>
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD BEVERLY HILLS, CA 90210	NONE PC	ACCOUNTS PAYABLE PROGRAMMING RESERVE FUND	2,750,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD BEVERLY HILLS, CA 90210	NONE PC	GENERAL OPERATING SUPPORT	6,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD BEVERLY HILLS, CA 90210	NONE PC	GENERAL OPERATING SUPPORT	50,000.
WARRIORS ON WHEELS INC 32 MARWOOD ST ALBANY, NY 12209	NONE PC	GENERAL OPERATING SUPPORT	10,000.
WATERAID AMERICA INC 315 MADISON AVENUE SUITE 2301 NEW YORK, NY 10017	NONE PC	WASH SERVICES IN NEPAL	100,000.
WATTS OF LOVE 900 WARREN AVE SUITE 3 DOWNERS GROVE, IL 60515	NONE PC	GENERAL OPERATING SUPPORT	25,000.

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

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>
WILDLIFE GUARDIANS C/O LION GUARDIANS US PO BOX 9641 WASHINGTON, DC 20016	NONE PC	LIONS GUARDIANS	10,000.
WILL GEER THEATRicum BOTANICUM 1419 N TOPANGA CANYON BLVD TOPANGA, CA 90290	NONE PC	GENERAL OPERATING SUPPORT	50,000.
WILSHIRE BOULEVARD TEMPLE 3663 WILSHIRE BLVD. LOS ANGELES, CA 90010	NONE NC	KARSH FAMILY SOCIAL SERVICE CENTER	250,000.
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	NONE PC	TO SUPPORT THE FINANCIAL AID PROGRAM	80,000.
WOMEN HELPING WOMEN 1800 E MCFADDEN AVE SUITE 1A SANTA ANA, CA 92705	NONE PC	EMPLOYMENT SUCCESS PROGRAM	25,000.
WOMEN IN PHOTOGRAPHY INTERNATIONAL 569 N ROSSMORE AVE SUITE 606 LOS ANGELES, CA 90004	NONE PC	GENERAL OPERATING SUPPORT	5,000.

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

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>
WOMENS GUILD CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD SUITE 2416 LOS ANGELES, CA 90048	NONE PC	GENERAL OPERATING SUPPORT	25,000.
WOODROW WILSON INTERNATIONAL CENTER FOR SCHOLARS ONE WOODROW WILSON PLAZA 1300 PENNSYLVANIA AVENUE NW WASHINGTON, DC 20004-3027	NONE PC	GENERAL OPERATING SUPPORT	25,000.
WORLD MONUMENTS FUND INC 350 FIFTH AVENUE SUITE 2412 NEW YORK, NY 10118	NONE PC	NICULOSO PISANO PORTAL AT THE SANTA PAULA CHURCH AND CONVENT IN SERVILLE SPAIN	113,552.
WORLD MONUMENTS FUND INC 350 FIFTH AVENUE SUITE 2412 NEW YORK, NY 10118	NONE PC	RESTORATION WORK AT MOSTEIRO DOS JERONIMOS IN LISBON PORTUGAL	100,000.
WORLD MONUMENTS FUND INC 350 FIFTH AVENUE SUITE 2412 NEW YORK, NY 10118	NONE PC	GENERAL OPERATING SUPPORT	10,000.
WRITERS GUILD FOUNDATION 7000 WEST THIRD ST LOS ANGELES, CA 90048-4329	NONE PC	VETERANS WRITING PROJECT	25,000.

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

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>
XERODERMA PIGMENTOSUM SOCIETY INC 437 SNYDERTOWN ROAD CRARYVILLE, NY 12521	NONE PC	REPAIRS AND UPGRADES AT CAMP SUNDOWN	5,000.
YOUNG & HEALTHY PO BOX 93397 PASADENA, CA 91109	NONE PC	GENERAL OPERATING SUPPORT	50,000.
YOUNG MUSICIANS FOUNDATION 244 SOUTH SAN PEDRO STREET 5TH FLOOR SUITE 506 LOS ANGELES, CA 90012	NONE PC	TEACHING ARTIST PROGRAM AND DEBUT ORCHESTRA	25,000.
YOUNG MUSICIANS FOUNDATION 244 SOUTH SAN PEDRO STREET 5TH FLOOR SUITE 506 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	5,000.
YOUNG MUSICIANS FOUNDATION 244 SOUTH SAN PEDRO STREET 5TH FLOOR SUITE 506 LOS ANGELES, CA 90012	NONE PC	DAVID WEISS MEMORIAL SCHOLARSHIP FUND	10,000.
YOUTH POLICY INSTITUTE INC 634 S SPRING STREET 10TH FLOOR LOS ANGELES, CA 90014	NONE PC	GENERAL OPERATING SUPPORT	50,000.

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

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>
YOUTH POLICY INSTITUTE INC 634 S SPRING STREET 10TH FLOOR LOS ANGELES, CA 90014	NONE PC	GENERAL OPERATING SUPPORT	15,000.
YOUTH RADIO HEADQUARTERS 1701 BROADWAY BERKELEY, CA 94612	NONE PC	YOUTH NEWS NETWORK IN LOS ANGELES CALIFORNIA	100,000.
YOUTH SPEAK COLLECTIVE 444 SOUTH BRAND BLVD SUITE 201 SAN FERNANDO, CA 91340	NONE PC	GENERAL OPERATING SUPPORT	75,000.
YWCA OF SANTA MONICA WESTSIDE 2019 FOURTEENTH ST SANTA MONICA, CA 90405	NONE PC	GENERAL OPERATING SUPPORT	25,000.
Z SPACE STUDIO 499 ALABAMA STREET BOX 450 SAN FRANCISCO, CA 94110	NONE PC	WORD FOR WORD PROGRAM ACTIVITIES IN FRANCE	30,000.
ZIMMER CHILDRENS MUSEUM 6505 WILSHIRE BLVD SUITE 100 LOS ANGELES, CA 90048	NONE PC	GENERAL OPERATING SUPPORT	50,000.

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

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>
ZOCALO PUBLIC SQUARE 725 ARIZONA AVENUE SUITE 204 SANTA MONICA, CA 90401	NONE PC	WATER AS A 21ST CENTURY HUMAN RIGHT	50,000.
ZOOLOGICAL SOCIETY OF SAN DIEGO C/O SAN DIEGO ZOO GLOBAL PO BOX 120551 SAN DIEGO, CA 92112-0551	NONE PC	CHILDRENS PROGRAMMING ON THE NORTHERN WHITE RHINO	200,000.
<u>TOTAL CONTRIBUTIONS PAID</u>			<u>61,354,178</u>

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

ATTACHMENT 24

<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>
ACTORS' GANG, INC. THE IVY SUBSTATION 9070 VENICE BOULEVARD CULVER CITY, CA 90232	NONE PC	GENERAL OPERATING SUPPORT	807,098.
AIDS PROJECT LOS ANGELES, INC. THE DAVID GEFFEN CENTER 611 SOUTH KINGSLEY DRIVE LOS ANGELES, CA 90005	NONE PC	GENERAL OPERATING SUPPORT	146.
ALTASEA AT THE PORT OF LOS ANGELES 222 WEST 6TH STREET, SUITE 1010 SAN PEDRO, CA 90731	NONE PC	OPERATIONS AND COMMUNITY EDUCATION AND OUTREACH	10,869,005.
AMERICAN FRIENDS OF COVENT GARDEN P.O. BOX 5155 ROCKEFELLER CENTER NEW YORK, NY 10185	NONE PC	GENERAL OPERATING SUPPORT	440,485.
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH ST. NEW YORK, NY 10024-5192	NONE PC	TO SUPPORT EDUCATION PROGRAMS	9,727.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE PC	ANNENBERG LEADERSHIP INITIATIVE	3,587,102.

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

ATTACHMENT 24 (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>
ANTHOLOGY FILM ARCHIVES 32 SECOND AVENUE NEW YORK, NY 10003	NONE PC	STAFFING AND DISCRETIONARY FUND FOR ARTISTIC DIRECTOR AND BOARD PRESIDENT	236,609.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	NONE PC	PROJECT GRANTSMANSHIP	48,633.
CCF COMMUNITY INITIATIVES FUND 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	NONE SO I	FRIENDS OF HERITAGE PRESERVATION	19,453.
CENTER FOR WHALE RESEARCH 355 SMUGGLER'S COVE ROAD FRIDAY HARBOR, WA 98250	NONE PC	GENERAL OPERATING SUPPORT	58,332.
COLLECTIVE HERITAGE INSTITUTE C/O BIONEERS 1607 PASEO DE PERALTA, SUITE 3 SANTA FE, NM 87501	NONE PC	YOUTH LEADERSHIP PROGRAM	141,966.
COLLEGE SETTLEMENT OF PHILADELPHIA 600 WITMER RD. HORSHAM, PA 19044	NONE PC	GENERAL OPERATING SUPPORT	973.

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

ATTACHMENT 24 (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>
CORONA REGIONAL MEDICAL CENTER HOSPICE AUXILIARY CORONA REGIONAL MEDICAL CENTER 730 MAGNOLIA AVE CORONA, CA 92879-3117	NONE PC	ADOLESCENT GRIEF COUNSELING	14,590.
DEBBIE ALLEN DANCE, INC. 3791 SANTA ROSALIA DRIVE LOS ANGELES, CA 90008	NONE PC	GENERAL OPERATING SUPPORT	630,958.
DESERT MTN. RESOURCE CONSERVATION AND DEV. COUNCIL 1259 E RIDGECREST BLVD, SUITE 7 RIDGECREST, CA 93555	NONE PC	GENERAL SUPPORT	17,994.
DETROIT SOUND CONSERVANCY 6200 2ND AVENUE, UNIT 201 DETROIT, MI 48202	NONE PC	GENERAL OPERATING SUPPORT	4,863.
ALASKA DEPARTMENT OF FISH AND GAME 1255 W. 8TH STREET JUNEAU, AK 99802	NONE GOV	WALRUS WEBCAM PROJECT OF THE DIVISION OF WILDLIFE CONSERVATION	48,633.
DREAMYARD PROJECT, INC. 1085 WASHINGTON AVENUE BRONX, NY 10456	NONE PC	GENERAL OPERATING SUPPORT	689,911.

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

ATTACHMENT 24 (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>
EAST COAST ASSISTANCE DOGS, INC. P.O. BOX 251 DOBBS FERRY, NY 10522	NONE PC	GENERAL OPERATING SUPPORT	48,633.
THE ELEPHANT SANCTUARY IN TENNESSEE 27 EAST MAIN STREET P.O. BOX 393 HOHENWALD, TN 38462	NONE PC	GENERAL OPERATING SUPPORT	292.
EVERYTOWN FOR GUN SAFETY SUPPORT FUND, INC. P.O. BOX 4184 NEW YORK, NY 10163	NONE PC	GENERAL OPERATING SUPPORT	472,778.
FONDAZIONE PALAZZO STROZZI PIAZZA STROZZI FLORENCE ITALY 50123	NONE NC	EDUCATIONAL PROGRAMMES AT THE PALAZZO STROZZI	6,137.
FRACTURED ATLAS, INC. 248 W. 35TH STREET, TENTH FLOOR NEW YORK, NY 10001-2505	NONE PC	GENERAL OPERATING SUPPORT	26,019.
FRIENDS OF THE LOS ANGELES RIVER LOS ANGELES RIVER CENTER AND GARDENS 570 WEST AVENUE 26, STE. 250 LOS ANGELES, CA 90065-1047	NONE PC	GENERAL OPERATING SUPPORT	69,087.

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

ATTACHMENT 24 (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>
FRIENDSHIP LUXEMBOURG A.S.B.L. 58 RUE DE LIMPACH, L-3932 MONDERCANGE	NONE NC	LIFEBUOY FRIENDSHIP HOSPITAL	72,915.
R.C.S LUXEMBOURG LUXEMBOURG F1387			
GLOBAL FUND FOR WOMEN, INC. 800 MARKET STREET SEVENTH FLOOR SAN FRANCISCO, CA 94102	NONE PC	NEPAL CRISIS FUND	85,108.
GLOBAL HEALTH COMMITTEE, INC. C/O IMMUNE DISEASE INSTITUTE, INC. WARREN ALPERT BUILDING BOSTON, MA 02115	NONE PC	GENERAL OPERATING SUPPORT	97,220.
INTERMED INTERNATIONAL, INC. C/O DOOLEY INTERMED INTERNATIONAL 125-28 QUEENS BLVD. STE. 538 KEW GARDENS, NY 11415	NONE PC	FOR EMERGENCY RELIEF EFFORTS IN NEPAL	34,043.
INTL FRIENDS OF THE NATURAL HISTORY MUSEUM LONDON, 5614 CONNECTICUT AVENUE, NW, SUITE 202 WASHINGTON, DC 20015	NONE PC	NATURAL HISTORY MUSEUM IN LONDON	5,636.
KCRW FOUNDATION, INC. 1900 PICO BOULEVARD SANTA MONICA, CA 90405	NONE PC	KCRW CAMPAIGN	1,892,874.

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

ATTACHMENT 24 (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>
KING BAUDOUIN FOUNDATION UNITED STATES, INC. 10 ROCKEFELLER PLAZA, 16TH FLOOR NEW YORK, NY 10020	NONE PC	GENERAL OPERATING SUPPORT	5,106.
KITTEN RESCUE 914 WESTWOOD BLVD., SUITE 583 LOS ANGELES, CA 90024	NONE PC	GENERAL OPERATING SUPPORT	48,633.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE PC	GENERAL OPERATING SUPPORT	1,891,110.
LOS ANGELES OPERA COMPANY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	486,332.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034	NONE PC	CENTENNIAL CAMPAIGN FUND	2,431,658.
MANHATTAN BEACH EDUCATION FOUNDATION P.O. BOX 1110 MANHATTAN BEACH, CA 90267	NONE PC	GENERAL OPERATING SUPPORT	973.

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

ATTACHMENT 24 (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	NONE PC	SATURDAY IN THE CITY PROGRAM	9,377.
MAYOR'S FUND FOR LOS ANGELES 200 N. SPRING STREET, STE 305B LOS ANGELES, CA 90012	NONE PC	MAYOR'S FUND FOR LOS ANGELES	323,744.
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE PC	MOMENTUM FUND	630,958.
MUSEUM OF JURASSIC TECHNOLOGY 9341 VENICE BOULEVARD CULVER CITY, CA 90232-2621	NONE PC	COLLABORATION WITH GORAN DJORDJEVIC AND GENERAL OPERATING SUPPORT	145,899.
MUSICARES FOUNDATION, INC. 3030 OLYMPIC BLVD. SANTA MONICA, CA 90404	NONE PC	GENERAL OPERATING SUPPORT	48,633.
NATIONAL AUDUBON SOCIETY, INC. MAIN OFFICE 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014	NONE PC	SEABIRD RESTORATION PROGRAM ACTIVITIES IN MAINE	189,287.

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

ATTACHMENT 24 (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 VENTURE FUND 1201 CONNECTICUT AVE. NW WASHINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	472,778.
OCEAN ALLIANCE, INC. 32 HORTON STREET GLOUCESTER, MA 01930	NONE PC	GENERAL OPERATING SUPPORT	717,421.
ONE HEART WORLD-WIDE 1818 PACHECO ST. SAN FRANCISCO, CA 94116	NONE PC	NETWORK OF SAFETY PROGRAM IN NEPAL	19,453.
OPERA FUOCO 12 RUE PIERRE ET MARIE CURIE PARIS FRANCE 75005	NONE NC	ANNENBERG FOUNDATION FUND	109,932.
PEACE BY TOURISM, INC. C/O COBLENCE & ASSOCIATES NEW YORK, NY 10003	NONE PC	SCHOLARSHIP SUPPORT TO TWO STUDENTS ATTENDING THE INSTITUTE PAUL BOCUSE	163,992.
PHILADELPHIA FOUNDATION 1234 MARKET STREET, SUITE 1800 PHILADELPHIA, PA 19107-3794	NONE PC	PENNSYLVANIA HIGH SCHOOL INSTRUCTIONAL COACHING INSTITUTE	2,333,570.

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

ATTACHMENT 24 (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>
POLAR BEARS INTERNATIONAL P.O. BOX 3008 BOZEMAN, MT 59772	NONE PC	TO SUPPORT MULTIMEDIA INITIATIVES	551,928.
PROJECT HOME 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130	NONE PC	GENERAL OPERATING SUPPORT	973.
PROJECT HOPE ALLIANCE 1954 PLACENTIA AVENUE, SUITE 202 COSTA MESA, CA 92627	NONE PC	GENERAL OPERATING SUPPORT	97,266.
THE RELATIONAL CENTER 2717 S. ROBERTSON BLVD LOS ANGELES, CA 90034	NONE PC	GENERAL OPERATING SUPPORT	48,633.
SAN DOMENICO SCHOOL FOR GIRLS 1500 BUTTERFIELD ROAD SAN ANSELMO, CA 94960	NONE PC	VIRTUOSO PROGRAM	9,727.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE PC	ANNENBERG FOUNDATION FUND	2,982.

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

ATTACHMENT 24 (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>
SERVICE DOG PROJECT, INC. 37 BOXFORD ROAD IPSWICH, MA 1938	NONE PC	GENERAL OPERATING SUPPORT	145,899.
SEVA FOUNDATION 1786 FIFTH STREET BERKELEY, CA 94710	NONE PC	DELIVERY OF EYE CARE IN NEPAL	48,633.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	121,354.
STREET POETS, INC. 2116 ARLINGTON AVENUE, SUITE 310 LOS ANGELES, CA 90018-1300	NONE PC	GENERAL OPERATING SUPPORT	243,051.
SUNDANCE INSTITUTE 5900 WILSHIRE BLVD., SUITE 800 BEVERLY HILLS, CA 90036	NONE PC	GENERAL OPERATING SUPPORT	1,036,298.
UNIVERSITY OF MARYLAND FOUNDATION, INC. C/O UNIVERSITY SYSTEM OF MARYLAND FOUNDATION, INC. 3300 METZEROTT ROAD ADELPHI, MD 20783	NONE PC	DEVOS INSTITUTE OF ARTS MANAGEMENT	225,102.

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

ATTACHMENT 24 (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	NONE PC	VIOLENCE PREVENTION COALITION OF GREATER LOS ANGELES	48,633.
VOLUNTEERS OF AMERICA, INC. 3600 WILSHIRE BLVD., SUITE 1500 LOS ANGELES, CA 90010	NONE PC	TO SUPPORT A SOCIALIZATION SPACE AT BLUE BUTTERFLY VILLAGE	486,102.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD. BEVERLY HILLS, CA 90210	NONE PC	ACCOUNTS PAYABLE, PROGRAMMING, RESERVE FUND	3,360,857.
THE WALLIS ANNENBERG LEGACY FOUNDATION 2000 AVENUE OF THE STARS, SUITE 1000S LOS ANGELES, CA 90067	NONE POF	CHARITABLE MISSION AND PROGRAMS	2,917,990.
THE WELLINGTON COLLEGE CROWTHORNE BERKSHIRE UNITED KINGDOM RG45 7PU	NONE NC	TO SUPPORT THE PERFORMING ARTS CENTRE	2,428,166.
WILL GEER THEATRICAL BOTANICUM 1419 N. TOPANGA CANYON BLVD. TOPANGA, CA 90290	NONE PC	GENERAL OPERATING SUPPORT	138,172.

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

ATTACHMENT 24 (CONT'D.)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

WILSHIRE BOULEVARD TEMPLE
3663 WILSHIRE BLVD.
LOS ANGELES, CA 90010

NONE
NC

KARSH FAMILY SOCIAL SERVICE CENTER

243,166.

TOTAL CONTRIBUTIONS APPROVED

42,621,008

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

ATTACHMENT 25

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ROYALTIES					84,106.
LICENSES					20,250.
EVENT INCOME					85,805.
TRAVELING PHOTOG EXHIBITS					41,138.
MISCELLANEOUS		18,645.			
DEFERRED FED EXCISE TAX BENEFIT		1,034,434.			
TOTALS		1,053,079.			231,299.

FEDERAL FOOTNOTES

FEDERAL FOOTNOTE # 1
FORM 990PF, PART XV, LINE 2B - 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.

FEDERAL FOOTNOTES

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

FEDERAL FOOTNOTES

IRELAND, CAYMAN ISLANDS, CANADA, CURACAO