

Department of the Treasury Internal Revenue Service

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

Do not enter social security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation: THE ANNENBERG FOUNDATION
Employer identification number: 23-6257083
Telephone number: (610) 341-9268
City or town, state or province, country, and ZIP or foreign postal code: CONSHOHOCKEN, PA 19428
G Check all that apply: Initial return, Final return, Address change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 1,529,085,630
J Accounting method: Accrual

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-27).

IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2016, or fiscal year beginning _____, 2016, and ending _____, 20_____

▶ Do not send to the IRS. Keep for your records.

▶ Information about Form 8879-EO and its instructions is at www.irs.gov/form8879eo.

2016

Department of the Treasury
Internal Revenue Service

Name of exempt organization

THE ANNENBERG FOUNDATION

Employer identification number

23-6257083

Name and title of officer

PAUL J MANGANIELLO, DIRECTOR, INV & TREAS

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a	Form 990 check here ▶	<input type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . .	1b	_____
2a	Form 990-EZ check here ▶	<input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	_____
3a	Form 1120-POL check here ▶	<input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	_____
4a	Form 990-PF check here ▶	<input checked="" type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5),	4b	<u>150,354.</u>
5a	Form 8868 check here ▶	<input type="checkbox"/>	b	Balance Due (Form 8868, line 3c)	5b	_____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2016 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize GRANT THORNTON LLP to enter my PIN

4	6	3	4	1
---	---	---	---	---

 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2016 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2016 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____

Date ▶ 11/10/2017

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

2	3	6	9	5	3	3	6	6	0	5
---	---	---	---	---	---	---	---	---	---	---

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2016 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ Russell Armstrong Date ▶ 11/10/2017

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

Cumulative e-File History 2016

Federal

Tax Return

61734Y

Return Type

990

Taxpayer

The Annenberg Foundation

Submitted Date 2017-11-14 15:59:32

Acknowledgement Date 2017-11-14 16:31:12

Status Accepted

Submission ID 23695320173185000032

Application for Automatic Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ Information about Form 8868 and its instructions is at www.irs.gov/form8868.

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions. THE ANNENBERG FOUNDATION	Employer identification number (EIN) or 23-6257083
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 101 WEST ELM STREET 640	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CONSHOHOCKEN, PA 19428	

Enter the Return Code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PAUL J MANGANIELLO

- The books are in the care of ▶ 101 WEST ELM STREET, SUITE 640 CONSHOHOCKEN PA 19428-2016

Telephone No. ▶ 610 341-9268 Fax No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until 11/15, 2017, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 2016 or
- ▶ tax year beginning _____, 20____, and ending _____, 20____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 241,347.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 1,729,959.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cumulative e-File History 2016

FED

Tax Return

61734Y

Return Type

990

Taxpayer

The Annenberg Foundation

Submitted Date 2017-05-11 13:58:01

Acknowledgement Date 2017-05-11 14:32:01

Status Accepted

Submission ID 23695320171315000041

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		2,400.	1,900.	1,900.
	2	Savings and temporary cash investments		35,038,492.	31,791,304.	31,791,304.
	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		34,243.	34,879.	34,879.
	9	Prepaid expenses and deferred charges		870,134.	791,416.	791,416.
	10a	Investments - U.S. and state government obligations (attach schedule) [8]		44,335,881.	48,344,682.	48,344,682.
	b	Investments - corporate stock (attach schedule) ATCH 9		461,133,268.	462,296,249.	462,296,249.
	c	Investments - corporate bonds (attach schedule) ATCH 10		166,780,154.	126,671,270.	126,671,270.
	11	Investments - land, buildings, and equipment: basis ▶ _____				
	Less: accumulated depreciation (attach schedule) ▶ _____					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 11		825,800,496.	810,891,262.	810,891,262.	
14	Land, buildings, and equipment: basis ▶ _____ 69,598,058.					
	Less: accumulated depreciation (attach schedule) ▶ _____ 31,360,760.		34,139,561.	38,237,298.	38,237,298.	
15	Other assets (describe ▶ _____ ATCH 12)		17,473,915.	10,025,370.	10,025,370.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,585,608,544.	1,529,085,630.	1,529,085,630.	
Liabilities	17	Accounts payable and accrued expenses		4,409,101.	4,849,984.	
	18	Grants payable		42,621,008.	30,679,893.	
	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)		26,510,105.	4,484,274.	
23	Total liabilities (add lines 17 through 22)		73,540,214.	40,014,151.		
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		1,512,067,330.	1,489,070,479.	
	25	Temporarily restricted				
	26	Permanently restricted		1,000.	1,000.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds . .					
30	Total net assets or fund balances (see instructions)		1,512,068,330.	1,489,071,479.		
31	Total liabilities and net assets/fund balances (see instructions)		1,585,608,544.	1,529,085,630.		

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	1,512,068,330.
2	Enter amount from Part I, line 27a	2	-90,425,350.
3	Other increases not included in line 2 (itemize) ▶ ATCH 14	3	67,428,499.
4	Add lines 1, 2, and 3	4	1,489,071,479.
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,489,071,479.

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.)
1 a 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) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			2	8,325,883.	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	0.	

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

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

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

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

(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))
2015	103,432,893.	1,580,932,665.	0.065425
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
2	Total of line 1, column (d)		2 0.317884
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 0.063577
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5		4 1,459,199,149.
5	Multiply line 4 by line 3.		5 92,771,504.
6	Enter 1% of net investment income (1% of Part I, line 27b).		6 150,354.
7	Add lines 5 and 6.		7 92,921,858.
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.		8 113,770,730.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', and 'Tax based on investment income'. Total amount owed is 1,579,605.

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

Table with 3 columns: Question, Yes, No. Rows 11-16 covering questions about controlled entities, distributions, public inspection requirements, and foreign interests.

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.

Table with 3 columns: Question, Yes, No. Rows 1a-4b covering questions about disqualifying acts, taxes on failure to distribute income, and business enterprise interests.

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 15

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 16		832,250.	230,384.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 17		1,028,720.	274,581.	0.

Total number of other employees paid over \$50,000. 73

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 18		10,114,066.
Total number of others receiving over \$50,000 for professional services		110

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.	9,919,426.
2 EXPLORE ANNENBERG LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS.	8,527,660.
3 METABOLIC STUDIO LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS.	7,153,046.
4 ANNENBERG LEARNER PROGRAM (WASHINGTON, DC) SEE GENERAL EXPLANATION STATEMENTS.	2,441,302.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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	1,442,804,723.
b	Average of monthly cash balances	1b	38,615,733.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	1,481,420,456.
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	1,481,420,456.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	22,221,307.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,459,199,149.
6	Minimum investment return. Enter 5% of line 5	6	72,959,957.

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	72,959,957.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	150,354.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	150,354.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	72,809,603.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4.	5	72,809,603.
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	72,809,603.

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	109,024,120.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	4,746,610.
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	113,770,730.
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	150,354.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	113,620,376.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				72,809,603.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only.				
b Total for prior years: 20 14 ,20 13 ,20 12				
3 Excess distributions carryover, if any, to 2016:				
a From 2011 14,106,809.				
b From 2012				
c From 2013 33,771,570.				
d From 2014 45,046,773.				
e From 2015 25,833,566.				
f Total of lines 3a through e	118,758,718.			
4 Qualifying distributions for 2016 from Part XII, line 4: ► \$ 113,770,730.				
a Applied to 2015, 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 2016 distributable amount.				72,809,603.
e Remaining amount distributed out of corpus.	40,961,127.			
5 Excess distributions carryover applied to 2016 . (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	159,719,845.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				
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 2011 not applied on line 5 or line 7 (see instructions)	14,106,809.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	145,613,036.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013 33,771,570.				
c Excess from 2014 45,046,773.				
d Excess from 2015 25,833,566.				
e Excess from 2016 40,961,127.				

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 2016, 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) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (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).

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.

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

ATCH 19

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

SEE FEDERAL FOOTNOTE #1

c Any submission deadlines:

SEE FEDERAL FOOTNOTE #1

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

SEE FEDERAL FOOTNOTE #1

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 20</p>				
Total				3a 68,280,461.
<p>b <i>Approved for future payment</i></p> <p>ATCH 21</p>				
Total				3b 30,679,893.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization... (2) Purchases of assets from a noncharitable exempt organization... (3) Rental of facilities, equipment, or other assets... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

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

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

b If "Yes," complete the following schedule.

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 (an taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer or trustee: [Signature] Date: 11/10/17 Title: DIRECTOR, INV & TREA May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only Print/Type preparer's name: RUSLEE ARMSTRONG Preparer's signature: [Signature] Date: 11-10-17 Check self-employed if PTIN: P00288383 Firm's name: GRANT THORNTON LLP Firm's EIN: 36-6055558 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)	
1515455248		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 1508816946				P	VAR 6,638,302.	VAR
		PASSTHROUGH: SHORT TERM CAP LOSSES PROPERTY TYPE: SECURITIES				P	VAR -343,374.	VAR
		PASSTHROUGH: LONG TERM CAP GAINS PROPERTY TYPE: SECURITIES				P	VAR 14888353.	VAR
		PASSTHROUGH: CONTRACTS/STRADDLES PROPERTY TYPE: SECURITIES				P	VAR 576,381.	VAR
		PASSTHROUGH: SALES, BASIS ADJ PROPERTY TYPE: SECURITIES				P	VAR -13433779.	VAR
TOTAL GAIN(LOSS)							<u>8,325,883.</u>	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ 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.

OMB No. 1545-0047

2016

Name of the organization

THE ANNENBERG FOUNDATION

Employer identification number

23-6257083

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or 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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

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	\$ 53,052.	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

Part II Noncash Property (See instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization THE ANNENBERG FOUNDATION

Employer identification number

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/SKYLIGHT STUDIOS (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. THE ANNENBERG FOUNDATION ALSO HOSTS SPECIAL EVENTS SUCH AS SUMMER CONCERTS WHERE ADMISSION IS FREE.

WWW.ANNENBERGSPACEFORPHOTOGRAPHY.ORG

FISCAL YEAR 2016 (JANUARY 1, 2016 - DECEMBER 31, 2016)

PHOTOGRAPHY SPACE

- PUBLIC WALK-IN ATTENDANCE AT THE PHOTOGRAPHY SPACE: 47,588
 - ATTENDANCE AT OPENING-WEEK EVENTS & SPECIAL EVENTS: 16,334 (866 EXHIBIT OPENING EVENTS AND SPECIAL EVENTS; 15,468 SOUND IN FOCUS SUMMER CONCERT SERIES)
 - NUMBER OF EXHIBITS: 3
- LIFE: A JOURNEY THROUGH TIME (10/24/15-3/20/16), REFUGEE (4/23/16-8/21/16), IDENTITY:
TIMOTHY GREENFIELD-SANDERS THE LIST PORTRAITS (9/24/16-2/26/17)
- NUMBER OF WEEKLY THURSDAY NIGHT LECTURES: 33
 - NUMBER OF PEOPLE ATTENDING LECTURES: 3,839 (AVERAGE OF 116 PEOPLE PER LECTURE)
 - NUMBER OF PUBLIC PROGRAMMING AND WORKSHOP EVENTS: 19
 - PUBLIC PROGRAMMING ATTENDANCE: 2,646

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SKYLIGHT STUDIOS

- PUBLIC WALK-IN ATTENDANCE AT SKYLIGHT STUDIOS: 16,318
- NUMBER OF EXHIBITS: 3

PEARLS OF THE PLANET (10/25/15-3/20/16), NEW AMERICANS (4/23/16-8/21/16), #GIRLGAZE: A FRAME OF MIND (10/22/16-2/26/17)

SINCE OPENING MARCH 27, 2009 TO DECEMBER 31, 2016 (PHOTOGRAPHY SPACE AND SKYLIGHT STUDIOS):

- PUBLIC WALK-IN ATTENDANCE: 582,333
- ATTENDANCE AT OPENING-WEEK EVENTS: 22,880
- NUMBER OF EXHIBITS: 19

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)
18. REFUGEE (4/23/16-8/21/16)
19. IDENTITY: TIMOTHY GREENFIELD-SANDERS THE LIST PORTRAITS (9/24/16-2/26/17)

- NUMBER OF WEEKLY THURSDAY NIGHT LECTURES: 310
- NUMBER OF PEOPLE ATTENDING LECTURES: 48,704 (AVERAGE OF 157 PEOPLE PER LECTURE)
- NUMBER OF PEOPLE RECEIVING OUR ENEWSLETTER: 28,127
- NUMBER OF WEBSITE VISITORS: 358,282 VISITORS IN 2016 TOTALING 2,731,272 VISITORS SINCE MARCH 2009
- NUMBER OF PAGE VIEWS: 1,095,561 PAGE VIEWS IN 2016 TOTALING 7,339,538 VIEWS SINCE MARCH 2009

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

FORM 990-PF, PART IX-A

LINE 2:

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, ONLINE DISTRIBUTION, SUCH AS FACEBOOK LIVE, YOUTUBE AND USTREAM, EDUCATIONAL PROGRAMMING ACCESSIBLE ON CABLE AND SATELLITE TELEVISION, SCHOOLS, AND SOCIAL MEDIA SUCH AS FACEBOOK, INSTAGRAM, TUMBLR AND TWITTER, AS PLATFORMS TO REACH AN AUDIENCE TO CONNECT PEOPLE, IDEAS, COMMUNITIES AND CULTURES.

IN 2016, \$6,403,000 IN GRANT SUPPORT WAS APPROVED TO 38 NON-PROFIT ORGANIZATIONS. THE GRANTEEES WERE IDENTIFIED DURING FACT-FINDING MISSIONS, SITE VISITS, 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 IN 2015 AND \$75K IN 2016.
- AFRICAN WILDLIFE FOUNDATION, TO PROVIDE SUPPORT FOR THE EXPANSION OF THE RWANDA VOLCANOES NATIONAL PARK'S GORILLA HABITAT. GRANT: \$500,000
- BEST BUDDIES, TO PROVIDE SUPPORT OVER THREE YEARS TO SUPPORT THE INTERNATIONAL GLOBAL EXPANSION PROJECT OF BEST BUDDIES INTERNATIONAL, WHICH WILL STRENGTHEN AND EXPAND PROGRAMMING TO FURTHER ENHANCE THE LIVES OF INDIVIDUALS WITH INTELLECTUAL DISABILITIES. GRANT: \$1,275,000
- 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: \$500,000
- 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 OF SUPPORT DURING 2015 AND 2016.
- MPALA RESEARCH TRUST, TO PROVIDE SUPPORT OVER TWO YEARS TO SUPPORT THE MPALA LIVE! PROJECT OF THE MPALA RESEARCH CENTRE, WHICH STREAMS LIVE

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

VIDEO OF THE SIGHTS AND SOUNDS OF AN AFRICAN WATERING HOLE. MPALA LIVE! FOCUSES ON A BEND IN THE EWASO N'GIRO RIVER IN CENTRAL KENYA, AFRICA, AND DOCUMENTS ITS RESIDENT POD OF 26 HIPPOS AND OTHER ANIMALS INCLUDING ELEPHANTS, LIONS, HYENAS, ZEBRAS, GIRAFFES, AND WILD DOGS. GRANT: \$250,000

DOG BLESS YOU

THE DOG BLESS YOU COMMUNITY GREW TO OVER 2 MILLION PEOPLE IN 2016, EXPANDING THE REACH OF THE PROJECT BY OVER A MILLION FACEBOOK FANS. DBY HIGHLIGHTS THE VALUE OF THE HUMAN AND ANIMAL BOND AS A RESOURCE FOR COMPANIONSHIP AND PSYCHOLOGICAL SUPPORT.

DBY ENCOURAGES INDIVIDUALS ON FACEBOOK TO CREATE AWARENESS AND GROW THE COMMUNITY. EXPLORE VIEWS THE DBY COMMUNITY AS AN ONGOING ASSET FOR PHILANTHROPIC GIVING. IN 2016 DBY 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 2016, EXPLORE MAINTAINED PARTNERSHIPS WITH SERVICE DOG PROJECT, EAST COAST ASSISTANCE DOGS, BERGIN UNIVERSITY OF CANINE STUDIES, ANIMAL WELLNESS CENTERS AND WARRIOR CANINE CONNECTION THROUGH THE EXPLORE LIVE CAMS, WHICH DRIVES TRAFFIC TO EXPLORE.ORG.

LIVE CAMS (PEARLS OF THE PLANET)

IN 2016, EXPLORE CONTINUED TO GROW THE LIVE CAM MISSION TO BRING PEOPLE CLOSER TO NATURE USING LIVE CAMERAS LOCATED IN PLACES AND ON 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 - IN 2016, LIVE CAMS VIEWERSHIP HAS EXCEEDED 80 MILLION PAGE VIEWS WITH AN AVERAGE SESSION LASTING OVER 50 MINUTES, THIS REPRESENTS MILLIONS OF HOURS OF CONTENT WATCHED BY PEOPLE AROUND THE WORLD. BY THE END OF 2016, EXPLORE HOSTED OR FEATURED 111 LIVE CAMS. EXPLORE HOSTED OVER 200 LIVE CHATS WITH OUR NON-PROFIT PARTNERS, INCLUDING KATMAI NATIONAL PARK AND PRESERVE, AUDUBON SOCIETY, AND POLAR BEARS INTERNATIONAL, AND NATIONAL PARK SERVICE, OFFERING OUR GLOBAL AUDIENCE THE OPPORTUNITY TO INTERACT WITH NON-PROFIT LEADERS AND EXPERTS IN THE FIELD.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

EXPLORE HAS CONTINUED THE PARTNERSHIP WITH NEW EARTH, A LOS ANGELES-BASED NONPROFIT THAT WORKS WITH YOUNG ADULTS, IN A COLLABORATIVE EFFORT TO GIVE KIDS RECENTLY OUT OF THE JUVENILE JUSTICE SYSTEM REAL JOBS AND MARKETABLE SKILLS. NEW EARTH WORKS WITH YOUNG MEN AND WOMEN FROM 15 DETENTION CENTERS IN SOUTHERN CALIFORNIA DURING AND AFTER INCARCERATION. FOR TEENS WITH A HISTORY OF INCARCERATION, FINDING EMPLOYMENT - ESPECIALLY JOBS THAT LEAD TO SUCCESSFUL CAREERS - PROVES TO BE AN INSURMOUNTABLE CHALLENGE. MANY FALL INTO UNEMPLOYMENT, POVERTY, AND CRIME. WORKING WITH EXPLORE, NEW EARTH HAS EMPLOYED MORE THAN 30 CAMERA OPERATORS THAT ASSIST ON THE EXPLORE WEBCAMS, GIVING THEM TECHNICAL TRAINING, COMMUNICATION SKILLS, 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 A PERCENTAGE OF THOSE CAMERAS ARE FORMERLY INCARCERATED JUVENILES IN LOS ANGELES.

TO PROVIDE VIEWERS WITH TOOLS FOR CAPTURING MOMENTS ON THE CAMS AND ENHANCING USER EXPERIENCES, EXPLORE.ORG DEVELOPED AND IMPLEMENTED SNAPSHOT FUNCTIONALITY. VIEWERS TOOK MORE THAN 2.5 MILLION PHOTOS, SOME OF WHICH ARE BEING USED BY SCIENTISTS TO UNLOCK SECRETS OF SPECIES AND EXPAND UPON A BODY OF DATA PREVIOUSLY UNAVAILABLE.

IN SOME CASES, VIEWERS HAVE CONTRIBUTED TO SCIENCE BY NOTING UNUSUAL WILDLIFE BEHAVIOR (SUCH AS A BROWN 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. EXPLORE PROVIDES CITIZEN SCIENCE SURVEYS FOR THE AUDUBON BIRD CAMS TO ASSIST WITH RESEARCH.

IN 2016, 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.

EXPLORE FEATURED AND SUPPORTED THE BROWN BEAR CAMS IN 2016 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.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FACEBOOK PARTNERSHIP

IN SPRING 2016 EXPLORE PARTNERED WITH FACEBOOK TO ROLL OUT THEIR NEW FACEBOOK LIVE FEATURE. SINCE THEN OUR TEAM PUBLISHES BROADCASTS FROM EXPLORE'S LIVE CAMS TO OUR EXPLORE, DOG BLESS YOU, AND CAT BLESS YOU FACEBOOK PAGES AT LEAST 15 TIMES DAILY.

PRESS & DISTRIBUTION

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 2016. EXPLORE CONTINUED ITS MISSION OF PROVIDING INSPIRATIONAL CONTENT TO PEOPLE EVERYWHERE INCLUDING THOUSANDS OF PLACEMENTS FROM NUMEROUS STORIES IN PARTNERSHIP WITH THE ASSOCIATED PRESS, NEW YORK TIMES, REUTERS, MOTHER NATURE NETWORK, CCTV, AND AFP, USA TODAY, BUZZFEED, ABC, CNN, CBC, AND BBC.

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 OVER 30 COUNTRIES INCLUDING JAPAN, INDIA, UAE, GERMANY, CHINA, BRAZIL, THE EUROPEAN UNION AND MORE.

IN 2016, EXPLORE LAUNCHED A NEW EMAIL INITIATIVE CALLED THE DAILY DOSE OF LOVE, WHICH GOES OUT 5 TIMES PER WEEK TO ALMOST 60,000 SUBSCRIBERS. ADDITIONALLY, BY THE END OF THE YEAR, EXPLORE HAD 196,775 REGISTERED USERS ON EXPLORE.ORG.

IN 2016 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, MOBILE AND APPLE TV APPS 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 OUR ACCOUNTS ON SOCIAL NETWORKS, EXPLORE.ORG CONTENT HAS GENERATED MILLIONS OF IMPRESSIONS.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

ANALYTICS FOR 2016

EXPLORE.ORG WEBSITE

15,654,786 VISITS
 6,110,100 UNIQUE VISITORS
 80,703,604 PAGEVIEWS
 0:50:48 AVG. SESSION DURATION
 5.16 PAGES / SESSION

LIVE: ACTIVE STREAMS
 111 CAMERAS

STREAMING - YOUTUBE (LIVE AND VOD) CHANNEL (HOURS)		VIEWS	WATCH TIME
120,858,746 VIEWS	EXPLORE BIRDS	20,810,571	5,542,846
30,979,831 EST HOURS WATCHED	EXPLORE AFRICA	6,623,102	828,495
	EXPLORE BEARS	33,555,391	9,790,612
	EXPLORE DOGS/CATS	37,818,505	10,911,352
	EXPLORE OCEANS	11,016,626	1,943,407
	EXPLORE SUNSETS	1,380,722	233,187
	EXPLORE ZEN DEN	7,446,766	1,344,816
	EXPLORE FILMS (LIVE + VOD)	2,207,063	385,116

STREAMING - USTREAM

11,745,563 LIVE VIEWS
 5,374,112 UNIQUE VIEWS
 2,098,689 VIEWER HOURS

FACEBOOK VIDEO (LIVE AND VOD)	PAGE	10-SECOND + VIEWS
57,062,513 10-SECOND + VIEWS	EXPLORE FACEBOOK	34,416,356
	DOG BLESS YOU	22,161,138
	CAT BLESS YOU	485,019

FILMS - VIMEO
 135,836 EXPLORE.ORG PLAYS

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

MOBILE APPS

93,282 DOWNLOADS (IOS, ANDROID, APPLE TV)

IOS / ANDROID:

84,686 USERS

881,907 SESSIONS

8,783,645 SCREEN VIEWS

0:34:11 AVG. SESSION DURATION

9.96 SCREENS / SESSION

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

FORM 990-PF, PART IX-A

LINE 3:

METABOLIC STUDIO LLC (LOS ANGELES, CA)

IN 2016 THE METABOLIC STUDIO AWARDED A TOTAL OF \$4,806,306 IN GRANTS TO 88 UNIQUE NON-PROFIT ORGANIZATIONS. OF THAT AMOUNT, \$1,025,563 WAS GIVEN TO THE ARTS, \$1,210,000 WAS GIVEN TO CIVIC AND COMMUNITY, \$592,500 WAS GIVEN TO HEALTH AND HUMAN SERVICES, \$1,928,243 WAS GIVEN TO ANIMAL SERVICES AND ENVIRONMENT, AND \$50,000 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 2016 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. METABOLIC STUDIO IS WORKING TOWARDS A RELAUNCH OF ITS WEBSITE IN 2017.

THE METABOLIC STUDIO IS NOW IN ITS EIGHT 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 SUPPORTS AND SPONSORS THE ANNUAL VETERANS DAY BARBEQUE, HELD ON CAMPUS, WHICH PROVIDES FOOD AND ACTIVITIES TO ALL VETERANS AND THEIR FAMILIES EACH NOVEMBER 11TH.

IN THE OWENS VALLEY, THE METABOLIC STUDIO CONTINUED TO WORK TO CONNECT THE CITY OF LOS ANGELES WITH ITS WATERSHED AND THE COMMUNITIES THAT LIVE THERE. AS A COMPONENT OF ITS CONSIDERATION OF A CENTURY OF WATER USE, THE STUDIO CREATED THE DWP IOU GARDEN ON MAIN STREET IN LONE PINE,

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

CALIFORNIA. IN FISCAL YEAR 2016, 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. 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/DAM DIVERTING WATER FROM THE LOS ANGELES RIVER, A STORAGE AND TREATMENT CENTER, AND A DELIVERY SYSTEM FOR DISTRIBUTION AND BENEFICIAL USE OF THE WATER 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.

DURING 2016, METABOLIC STUDIO HOSTED FREE PUBLIC COMMUNITY WORKSHOPS CALLED REIMAGINE EVERYTHING THAT PROVIDED INSTRUCTION, RESOURCES, AND TOOLS IN VARIOUS ART PRODUCTION TECHNIQUES SUCH AS PRINTMAKING, SILK-SCREENING, EMBROIDERY AND OTHER ART EXPRESSIONS. THESE WEEKLY WORKSHOPS ACTED AS A FACILITATOR FOR CREATIVE EXPRESSION AND COMMUNITY GATHERING.

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 AND BY COMMUNICATING BEST TEACHING PRACTICES TO EDUCATORS, ADMINISTRATORS, AND THE PUBLIC. THESE RESOURCES AND OUTREACH PROVIDE CURRENT INFORMATION ON LEARNING RESEARCH AND CONTENT UPDATES ACROSS MANY DISCIPLINES. 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), AND PROVIDES FREE ACCESS TO DIGITAL FORMATS THROUGH ITS WEBSITE: WWW.LEARNER.ORG.

LEARNER.ORG IS ONE OF THE MOST USED WEBSITES 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. THOUSANDS OF TEACHERS USE THE MATERIALS FOR INFORMAL CONTINUING EDUCATION. THE MOST FREQUENTLY ACCESSED COURSES AND SERIES ON LEARNER.ORG IN 2016 WERE THE HABITABLE PLANET: A SYSTEMS APPROACH TO ENVIRONMENTAL SCIENCE; DESTINOS: INTRODUCTION TO SPANISH; A BIOGRAPHY OF AMERICA; DISCOVERING PSYCHOLOGY; AND ART THROUGH TIME: A GLOBAL VIEW.

ANNENBERG LEARNER CONTINUED TO WORK WITH THREE CREDIT-GRANTING INSTITUTIONS TO GIVE TEACHERS ACROSS THE COUNTRY THE OPTION TO ACQUIRE GRADUATE CREDIT OR CONTINUING EDUCATION UNITS FOR ANNENBERG LEARNER COURSES. IN 2016, MORE THAN 380 TEACHERS REGISTERED TO EARN GRADUATE CREDIT THROUGH ONE OF LEARNER'S PARTNER INSTITUTIONS THAT OFFER CREDIT AND ANOTHER 84 TEACHERS USED THE MATERIALS TO GAIN CONTINUING EDUCATION UNITS. THE UNIVERSITY OF SAN DIEGO OFFERED 9 LEARNER COURSES THROUGH ITS IMPLEMENTATION AND PLANNING SERIES. LONG-TIME PARTNER COLORADO STATE UNIVERSITY OFFERED 15 TITLES FOR CONTINUING EDUCATION UNITS (CEUS) AND 55 TITLES FOR GRADUATE CREDIT. PBS TEACHERLINE OFFERED FOUR OF ITS COURSES AS A MODERATED ONLINE PROFESSIONAL DEVELOPMENT EXPERIENCE WITH OPTIONAL GRADUATE CREDIT AND ANOTHER 20 AS SELF-PACED SHORT COURSES.

THE TOP COURSES TAKEN BY TEACHERS FOR GRADUATE EDUCATION CREDIT WERE: THE HABITABLE PLANET; NEUROSCIENCE & THE CLASSROOM: MAKING CONNECTIONS; AMERICA'S HISTORY IN THE MAKING; TEACHING FOREIGN LANGUAGES: K-12

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

WORKSHOP; AND THE LEARNING CLASSROOM: THEORY INTO PRACTICE. ADDITIONALLY, 35 COLLEGES AND UNIVERSITIES LICENSED THE COURSES TO OFFER FOR UNDERGRADUATE CREDIT, BOTH ON CAMPUS AND AT A DISTANCE. AMONG THE MOST FREQUENTLY LICENSED COURSES WERE AMERICAN CINEMA; DESTINOS; AGAINST ALL ODDS: INSIDE STATISTICS; ART OF THE WESTERN WORLD; AND POWER OF PLACE: GEOGRAPHY FOR THE 21ST CENTURY.

ANNENBERG LEARNER UPDATED ITS HIGHLY REGARDED PROFESSIONAL DEVELOPMENT RESOURCE FOR FOREIGN LANGUAGE TEACHERS IN FY 2016 WITH VIDEOS OF ARABIC LANGUAGE CLASSROOMS. THE TEACHING ARABIC COLLECTION, WHICH WAS CO-FUNDED BY THE QATAR FOUNDATION INTERNATIONAL (QFI), WAS DEVELOPED TO HELP THE GROWING NUMBER OF ARABIC LANGUAGE TEACHERS USE BEST PRACTICES AS DEFINED BY THE WORLD READINESS STANDARDS FOR LEARNING LANGUAGES. SEVEN ARABIC CLASSROOMS FROM ELEMENTARY THROUGH HIGH SCHOOL GRADES SHOW STUDENT-CENTERED TEACHING, AND AN OVERVIEW VIDEO DESCRIBES THE GOALS OF THE PROJECT. ALL MATERIALS ARE SUBTITLED IN ENGLISH AND ARABIC FOR USE BY NATIVE ARABIC SPEAKERS.

EXTENDING ITS OUTREACH TO TEACHERS, FOR THE THIRD YEAR ANNENBERG LEARNER SPONSORED A SUMMER PROFESSIONAL DEVELOPMENT INSTITUTE WITH THE NEWSEUM. USING MATERIALS FROM THE NEWSEUM'S NEWSPAPER ARCHIVE COLLECTION AND ONLINE RESOURCES FROM NEWSEUMED AND LEARNER, PARTICIPANTS LEARNED HOW TO INCORPORATE MEDIA INTO THEIR LESSONS AND HOW TO DISCUSS THE FIRST AMENDMENT WITH THEIR STUDENTS. 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 PROVIDED FINANCIAL SUPPORT THROUGH SPONSORSHIPS TO THE SMITHSONIAN CENTER FOR LEARNING AND DIGITAL ACCESS AND THE COUNCIL OF CHIEF STATE SCHOOL OFFICERS FOR THEIR ANNUAL SPRING EVENT HONORING THE TEACHERS OF THE YEAR FROM 56 STATES AND TERRITORIES. LEARNER WAS ALSO A MAJOR SPONSOR OF STORYCORPS' SECOND ANNUAL GREAT THANKSGIVING LISTEN TO ENCOURAGE U.S. HIGH SCHOOL STUDENTS TO INTERVIEW THEIR ELDER FAMILY MEMBERS AND RECORD THE INTERVIEW THROUGH THE STORYCORPS MOBILE PHONE APP. MORE THAN 21,000 INDIVIDUALS FROM ALL 50 STATES TOOK PART IN THIS PROJECT OVER THE HOLIDAY WEEKEND. MANY OF THESE INTERVIEWS WERE UPLOADED TO THE LIBRARY OF CONGRESS AUDIO ARCHIVE TO COLLECT AND PRESERVE STORIES FROM AMERICAN FAMILIES.

ANNENBERG LEARNER CONTINUED ITS OUTREACH TO THE EDUCATION COMMUNITY,

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

WORKING WITH NATIONAL ORGANIZATIONS IN MATERIALS PRODUCTION AND DISTRIBUTION. STAFF ATTENDED AND MADE PRESENTATIONS AT NATIONAL EDUCATION CONFERENCES INCLUDING NATIONAL SCIENCE TEACHERS ASSOCIATION, NATIONAL COUNCIL FOR THE TEACHERS OF MATHEMATICS, AMERICAN COUNCIL FOR THE TEACHING OF FOREIGN LANGUAGES, AND NATIONAL COUNCIL ON SOCIAL STUDIES. SOCIAL MEDIA CAMPAIGNS CONTINUED THROUGH FACEBOOK, TWITTER, YOUTUBE, GOOGLE+, PINTEREST, AND LINKEDIN. 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 23RD YEAR WITH ANNENBERG LEARNER. ANNUALLY, THE PROGRAM INVOLVES MORE THAN 90,000 STUDENTS, TEACHERS, AND MEMBERS OF THE PUBLIC CONTRIBUTING SIGHTINGS AND OTHER DATA TO THE SITE TO SHARE WITH SCHOOLS AND SCIENTISTS.

NUMBER SEMESTER-LONG TEACHER WORKSHOPS AND COURSES PROVIDED TO SCHOOLS AND TEACHERS: 99

NUMBER OF NON-COURSE VIDEO TEACHING RESOURCES PROVIDED TO SCHOOLS AND TEACHERS: 15

NUMBER OF ANNENBERG LEARNER EDUCATIONAL WEB PAGES VIEWED: 7.4 MILLION PER MONTH, ON AVERAGE

NUMBER OF INDIVIDUAL VISITS TO ANNENBERG LEARNER: 1.8 MILLION PER MONTH, ON AVERAGE

NUMBER OF VISITORS TO THE LEARNERLOG BLOG: 35,489

NUMBER OF SERIES DISTRIBUTED ON DVD IN THE U.S.: 750

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	345,732.
ANNENBERG SPACE FOR PHOTOGRAPHY	98,136.
METABOLIC STUDIO LLC	10,000.
TOTAL	<u>453,868.</u>

ATTACHMENT 2FORM 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>
FACEBOOK STREAMING REV (EXPLORE LLC)	617,084.		617,084.
ADMINISTRATIVE SERVICES INCOME	522,572.		522,572.
PHOTOGRAPHY SPACE EVENT INCOME	120,098.		120,098.
CABLE/BROADCAST FEES	9,247.		9,247.
DIGITAL LICENSE	995.		995.
OTHER INCOME	2,560.		2,560.
INC/LOSS FROM SCHEDULES K-1		2,677,672.	
TOTALS	<u>1,272,556.</u>	<u>2,677,672.</u>	<u>1,272,556.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MISCELLANEOUS	10,885.			10,885.
SHEPPARD MULLIN RICHTER & HMPT	1,166,430.	38,029.		1,131,849.
LAW OFFICES DENISE M CHRISTIAN	16,400.			16,400.
HOLLAND & KNIGHT LLP	20,461.			21,336.
TOTALS	<u>1,214,176.</u>	<u>38,029.</u>		<u>1,180,470.</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	137,184.	59,051.		99,878.
TOTALS	<u>137,184.</u>	<u>59,051.</u>		<u>99,878.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT	15,636,166.	13,538,042.		2,107,499.
PROGRAM CONSULTING:				
ANNENBERG LEARNER	1,286,238.			1,440,343.
ANNENBERG SPACE FOR PHOTOGRA	3,497,463.			3,430,167.
ANNENBERG TECH	224,340.			228,340.
EXPLORE	3,562,783.			3,756,877.
METABOLIC STUDIO	1,736,498.			1,927,056.
ANNENBERG VENTURES	467,146.			467,146.
GROW	33,339.			33,315.
LA N SYNC	521,962.			529,056.
WACPA	67,802.			78,088.
HUMAN RESOURCES	174,310.			166,005.
MISCELLANEOUS ACCOUNTING	16,123.			17,210.
COMPUTER SUPPORT	171,515.			221,352.
ADVERTISING AND MARKETING	291,314.			255,662.
COMMUNITY EVENTS	125,964.			153,931.
COMMUNITY GRANTSMAKING	90,300.			111,479.
MISCELLANEOUS CONSULTING FEES	93,529.			91,457.
TOTALS	<u>27,996,792.</u>	<u>13,538,042.</u>		<u>15,014,983.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PROPERTY & MISCELLANEOUS TAXES	268,399.		276,109.
FORIEGN TAXES PER SCHED K-1S		552,716.	
FED/STATE INCOME TAX EXPENSE	1,677,323.		
TOTALS	<u>1,945,722.</u>	<u>552,716.</u>	<u>276,109.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
TEMPORARY SERVICES	1,453,263.		1,397,748.
MISCELLANEOUS PROGRAM EXPS:			
ALCHEMY	256,812.		256,272.
PHOTO SPACES	1,296,067.		1,345,179.
SUMMER CONCERTS	1,255,508.		1,355,054.
OTHER EVENTS	144,970.		143,467.
IT EXPENSES	807,145.		700,890.
OFFICE EXPENSES	368,588.	33,933.	357,174.
SALES EXPENSES	94,851.		82,053.
POSTAGE/FED EX	97,420.		116,608.
EQUIPMENT/MAINTENANCE/RENTAL	425,355.		442,888.
DUES & SUBSCRIPTIONS	155,214.		170,823.
COST OF ATTENDING SPEC EVENTS	69,246.		53,027.
METABOLIC STUDIO PROGRAM SUPPL	230,398.		263,997.
INSURANCE	454,196.		541,140.
MISCELLANEOUS	828.		828.
TOTALS	<u>7,109,861.</u>	<u>33,933.</u>	<u>7,227,148.</u>

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNITED STATES TREAS NTS 1.375	1,230,752.	1,230,752.
UNITED STATES TREAS NTS 1.5%	1,777,372.	1,777,372.
US TREAS NTS DTD 00476 2.125%	1,625,875.	1,625,875.
US TREAS NTS DTD 04/30/2016 1	2,894,020.	2,894,020.
US TREAS NTS DTD 06/30/2016 1	2,579,326.	2,579,326.
US TREAS NTS DTD 07/31/2016 1	3,218,915.	3,218,915.
US TREAS NTS DTD 07/31/2016 1	1,167,343.	1,167,343.
US TREAS NTS DTD 11/15/2013 2	2,341,741.	2,341,741.
US TREAS NTS DTD 12/15/2016 1	12,420,332.	12,420,332.
US TREAS NTS US TREASURY N/B	3,476,368.	3,476,368.
US TREAS NTS WI TREASURY NOTE	2,431,348.	2,431,348.
US TREAS NTS WI TREASURY NOTE	3,874,100.	3,874,100.
UNITED STATES TREASURY 1.25	1,575,743.	1,575,743.
UNITED STATES TREASURY 1.125	1,535,595.	1,535,595.
UNITED STATES TREASURY 1.375	1,612,254.	1,612,254.
UNITED STATES TREASURY 1.5	2,032,217.	2,032,217.
UNITED STATES TREASURY 2	702,873.	702,873.
UNITED STATES TREAS 2.25	1,848,508.	1,848,508.
US OBLIGATIONS TOTAL	<u>48,344,682.</u>	<u>48,344,682.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3I GROUP ORD GBP0.738636	229,427.	229,427.
A.P. MOLLER-MAERSK SER B DKK10	250,993.	250,993.
ABERDEEN ASSET MANAGEMENT	13,786.	13,786.
ABERTIS INFRAESTR EUR3 SERIE A	23,979.	23,979.
ACCOR EUR3	19,059.	19,059.
ACTELION LTD CHF0.50	512,226.	512,226.
ADAGE CAPITAL PARTNERS	200,473,052.	200,473,052.
ADMIRAL GROUP ORD GBP0.001	16,480.	16,480.
ADR ASTELLAS PHARMA INC ADR	121,552.	121,552.
ADR BAYERISCHE MOTOREN WERKE A	81,773.	81,773.
ADR BNP PARIBAS SPONSORED ADR	168,359.	168,359.
ADR BRIT AMERN TOB PLC SPONSOR	40,449.	40,449.
ADR CARNIVAL PLC ADR	825,899.	825,899.
ADR ELECTRICITE DE FRANCE ADR	14,236.	14,236.
ADR ENEL SOCIETA PER AZIONI AD	21,972.	21,972.
ADR FUJIFILM HLDGS CORP ADR 2	14,232.	14,232.
ADR HENNES & MAURITZ AB ADR	19,580.	19,580.
ADR HONDA MTR LTD ADR REPRESEN	75,806.	75,806.
ADR HSBC HLDGS PLC SPONSORED A	180,167.	180,167.
ADR IBERDROLA S A SPONSORED AD	41,234.	41,234.
ADR INTERCONTINENTAL HOTELS GR	306,985.	306,985.
ADR J SAINSBURY PLC SPONSORED	37,930.	37,930.
ADR KDDI CORP ADR	67,349.	67,349.
ADR KINGFISHER PLC SPONSORED A	104,943.	104,943.
ADR MARKS & SPENCER GROUP P L	16,390.	16,390.
ADR MITSUBISHI UFJ FINL GROUP	132,656.	132,656.
ADR MIZUHO FINL GROUP INC SPON	52,504.	52,504.
ADR MUNICH RE GROUP ADR	67,035.	67,035.
ADR NINTENDO LTD ADR		

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ADR NIPPON TELEG & TEL CORP SP	721,585.	721,585.
ADR NISSAN MTR LTD SPONSORED A	49,120.	49,120.
ADR NOVO-NORDISK A S ADR	257,833.	257,833.
ADR ORANGE SPONSORED ADR	49,765.	49,765.
ADR PEARSON PLC SPONSORED ADR	15,115.	15,115.
ADR ROCHE HLDG LTD SPONSORED A	319,080.	319,080.
ADR ROYAL DUTCH SHELL PLC SPON	665,666.	665,666.
ADR ROYAL MAIL PLC ADR	18,667.	18,667.
ADR SUMITOMO MITSUI FINL GROUP	357,476.	357,476.
ADR SWIRE PAC LTD SPONSORED AD	15,286.	15,286.
ADR SWISS RE LTD SPONSORED	24,805.	24,805.
ADR TELSTRA CORP LTD SPONSORED	65,754.	65,754.
ADR TENARIS S A SPONSORED	114,629.	114,629.
ADR TEVA PHARMACEUTICAL INDS	232,435.	232,435.
ADR UNILEVER N V NEW YORK SHS	415,527.	415,527.
ADR WPP PLC ADR DR EACH REPR 5	137,108.	137,108.
AEON CO LTD NPV	22,717.	22,717.
AEON FINANCIAL SERVICE CO LTD	10,685.	10,685.
AGGREKO ORD GBP0.048329113924	172,679.	172,679.
AIR WATER INC NPV	18,091.	18,091.
AISIN SEIKI CO NPV	17,388.	17,388.
AJINOMOTO CO INC NPV	20,183.	20,183.
ALEXION PHARMACEUTICALS INC CO	299,635.	299,635.
ALFA LAVAL AB NPV	23,455.	23,455.
ALFRESA HOLDINGS NPV	9,949.	9,949.
ALLERGAN PLC. COM STK	571,647.	571,647.
ALPHABET INC CAP STK CL C CAP	767,189.	767,189.
ALPS ELECTRIC CO NPV	16,961.	16,961.
ALSTOM EUR7.0	14,770.	14,770.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTICE N.V.	25,760.	25,760.
AMADA HOLDINGS CO LTD NPV	22,378.	22,378.
ANADARKO PETRO CORP COM	601,979.	601,979.
ANDRITZ AG NPV	13,331.	13,331.
ANTOFAGASTA ORD GBP0.05	32,253.	32,253.
APA GROUP NPV	24,003.	24,003.
APPLE INC COM STK	826,144.	826,144.
ARYZTA AG CHF0.02	15,401.	15,401.
ASAHI GLASS CO NPV	20,474.	20,474.
ASAHI KASEI CORP NPV	148,596.	148,596.
ASTELLAS PHARMA NPV	61,246.	61,246.
ATLANTIA S.P.A	24,512.	24,512.
AURIZON HOLDINGS NPV	16,693.	16,693.
AUTO TRADER GROUP PLC	15,530.	15,530.
AXA EUR2.29	519,169.	519,169.
BANCO POPULAR ESPA EUR0.5	9,024.	9,024.
BANK OF AMERICA CORP	906,432.	906,432.
BANK OF EAST ASIA HKD2.50	12,258.	12,258.
BAYERISCHE MOTOREN WERKE A G C	531,419.	531,419.
BEIERSDORF AG EUR1	18,108.	18,108.
BENCHMARK ELECTRS INC COM	569,069.	569,069.
BENDIGO AND ADELAIDE BANK LTD	15,756.	15,756.
BIC EUR3.82	12,124.	12,124.
BIOGEN INC COMMON STOCK	610,264.	610,264.
BIOMARIN PHARMACEUTICAL INC CO	479,395.	479,395.
BK OF QUEENSLAND NPV	14,105.	14,105.
BNP PARIBAS EUR2	445,523.	445,523.
BOLIDEN AB NPV	313,199.	313,199.
BORAL LIMITED NPV	10,048.	10,048.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRENNTAG AG NPV	23,613.	23,613.
BRIDGESTONE CORP ADR-EACH CNV	29,746.	29,746.
BRISTOL MYERS SQUIBB CO COM	782,219.	782,219.
BRITISH LAND CO ORD GBP0.25	289,295.	289,295.
BURBERRY GROUP ORD GBP0.0005	22,919.	22,919.
BUREAU VERITAS EUR0.12	13,262.	13,262.
CADENCE DESIGN SYS INC COM	343,194.	343,194.
CAIXABANK SA EUR1	18,023.	18,023.
CALATLANTIC GROUP INC COM	677,989.	677,989.
CAPITA PLC ORD GBP0.02066666	16,968.	16,968.
CAPITALAND LTD NPV	12,542.	12,542.
CARLSBERG SER B DKK20	22,739.	22,739.
CARNIVAL CORP COM PAIRED	732,380.	732,380.
CASINO GUICH-PERR EUR1.53	13,416.	13,416.
CASIO COMPUTER CO NPV	12,755.	12,755.
CAVIUM INC COM	378,948.	378,948.
CENTRAL JAPAN RLWY NPV	61,663.	61,663.
CF SANDERSON INTL VALUE FD	86,842,727.	86,842,727.
CHEUNG KONG INFSTR HKD1	23,874.	23,874.
CHIBA BANK NPV	18,442.	18,442.
CHRISTIAN DIOR SE EUR2	24,799.	24,799.
CHUBU ELECTRIC POWER CO INC NP	190,413.	190,413.
CHUGAI PHARMACY CO. LTD NPV	14,382.	14,382.
CHUGOKU ELECTRIC POWER CO INC	11,755.	11,755.
CIGNA CORPORATION	728,176.	728,176.
CITIGROUP INC COM NEW COM NEW	681,424.	681,424.
CITY DEVELOPMENTS LTD	11,463.	11,463.
CNP ASSURANCES EUR1.00	19,362.	19,362.
COACH INC COM	765,467.	765,467.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COCA-COLA AMATIL NPV	14,026.	14,026.
COCA-COLA EUROPEAN PARTNERS PL	87,637.	87,637.
COCA-COLA HBC AG ORD	16,994.	16,994.
COCHLEAR LTD NPV	292,127.	292,127.
COLOPLAST DKK1 B	17,094.	17,094.
COMCAST CORP NEW-CL A	774,120.	774,120.
COMMERZBANK AG NPV	21,392.	21,392.
COMPUTERSHARE LTD NPV	17,151.	17,151.
CONAGRA BRANDS INC COM USD5	457,910.	457,910.
CONSTELLIUM NV COM EURO0.02 CL	135,063.	135,063.
CONTINENTAL RES INC COM	352,637.	352,637.
CORECIVIC INC COM	625,687.	625,687.
CREDIT SAISON CO NPV	14,246.	14,246.
CROWN RESORTS LIMITED	11,161.	11,161.
CSRA INC COM	497,723.	497,723.
DAI NIPPON PRINTNG NPV	19,805.	19,805.
DAIWA SECS GROUP INC	24,703.	24,703.
DEUTSCHE BOERSE AG NPV	33,451.	33,451.
DEUTSCHE LUFTHANSA ORD NPV	89,402.	89,402.
DEUTSCHE POST AG NPV	400,217.	400,217.
DEUTSCHE WOHNEN AG EUR1	19,325.	19,325.
DEXUS PROPERTY GROUP NPV	20,285.	20,285.
DIEBOLD NIXDORF INC COM STK	613,786.	613,786.
DIGITALGLOBE INC COM NEW COM N	643,107.	643,107.
DIRECT LINE INSURANCE PLC ORD	13,114.	13,114.
DISTRIBUIDORA INTL DE ALIMENTA	10,195.	10,195.
DNB ASA NOK10	184,581.	184,581.
DOVER CORP COM	341,306.	341,306.
EATON CORP PLC COM USD0.50	388,585.	388,585.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EDENRED EUR2	15,118.	15,118.
EDF EUR0.5	16,387.	16,387.
ELECTRIC POWER DEVELOPMENT CO	13,838.	13,838.
ELECTROLUX AB SER'B'NPV	17,263.	17,263.
EMS-CHEMIE HLDG AG CHF0.01	15,275.	15,275.
ENAGAS SA EUR1.50	107,560.	107,560.
ENDESA SA EUR1.2	21,927.	21,927.
ENERGIAS DE PORTUGAL SA EUR1	20,287.	20,287.
ERICSSON	96,679.	96,679.
ERSTE GROUP BANK AG NPV	18,930.	18,930.
ETABLISSEMENTEN COLRUYT ORDSHR	502,974.	502,974.
EURAZEO NPV	12,194.	12,194.
EXPERIAN ORD USD0.10	61,051.	61,051.
FIAT INVESTMENTS NV NPV	316,947.	316,947.
FLETCHER BUILDING NPV	337,136.	337,136.
FLIGHT CENTRE TRAVEL GROUP LTD	126,558.	126,558.
FLIR SYS INC COM	576,832.	576,832.
FORTESCUE METALS GRP LTD NPV	266,056.	266,056.
FORTINET INC COM	394,180.	394,180.
FRESNILLO PLC ORD USD0.50	11,753.	11,753.
FRONTIER COMMUNICATIONS CORP C	277,309.	277,309.
FUCHS PETROLUB SE	13,334.	13,334.
FUJITSU Y50	22,275.	22,275.
G4S PLC ORD 25P	15,643.	15,643.
GAS NATURAL SDG EUR1	121,353.	121,353.
GEMALTO EUR1	12,165.	12,165.
GENERAL ELECTRIC CO	878,828.	878,828.
GENMAB AS DKK1	23,295.	23,295.
GETINGE AB SER'B'NPV	10,357.	10,357.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GKN ORD GBP0.10	13,993.	13,993.
GOLDMAN SACHS GROUP INC COM	1,158,459.	1,158,459.
GOODMAN GROUP NPV	20,517.	20,517.
GPE EUROTUNNEL EURO 0.40	15,474.	15,474.
GPT GROUP NPV	11,389.	11,389.
GUIDEWIRE SOFTWARE INC COM USD	458,572.	458,572.
HALLIBURTON CO COM	970,104.	970,104.
HAMMERSON ORD GBP0.25	21,290.	21,290.
HANNOVER RUECK SE ORD NPV	14,096.	14,096.
HARGREAVES LANSDOW ORD GBP0.00	23,157.	23,157.
HEINEKEN HOLDING EUR1.6 A	14,929.	14,929.
HENDERSON LAND DEVELOPMENT HKD	21,282.	21,282.
HERMES INTL NPV	18,100.	18,100.
HINO MOTORS NPV	10,203.	10,203.
HITACHI CHEMICAL NPV	503,728.	503,728.
HITACHI CONSTRUCTION MACHINERY	17,360.	17,360.
HITACHI METALS NPV	13,581.	13,581.
HOCHTIEF AG NPV	22,173.	22,173.
HOKURIKU ELEC PWR NPV	11,232.	11,232.
HONG KONG CHINA GAS HKD0.25	12,405.	12,405.
HUGO BOSS AG	14,347.	14,347.
HULIC COMPANY LTD	10,690.	10,690.
HUSQVARNA AB SER B NPV	12,127.	12,127.
HYATT HOTELS CORP COM CL A COM	819,672.	819,672.
IBERDROLA SA EUR0.75	19,351.	19,351.
ICA GRUPPEN AB NPV	11,900.	11,900.
ICAP ORD GBP0.10		
IHI CORPORATION NPV	13,032.	13,032.
ILIAD NPV	15,990.	15,990.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
IMERYS EUR2	15,203.	15,203.
IMI ORD GBP0.28571428	18,826.	18,826.
INCITEC PIVOT NPV	15,708.	15,708.
INDUSTRIVARDEN AB SER A NPV	19,677.	19,677.
INMARSAT ORD EUR0.0005	14,384.	14,384.
INS AUSTRALIA NPV	25,044.	25,044.
INTU PROPERTIES PLC ORD GBP0.5	11,891.	11,891.
INVESTEC ORD GBP0.0002	19,273.	19,273.
ISS A/S DKK1	16,165.	16,165.
ISUZU MOTORS NPV	25,395.	25,395.
ITOCHEM CORP NPV	505,646.	505,646.
ITV ORD GBP0.10	21,824.	21,824.
J FRONT RETAILING NPV	16,204.	16,204.
JAMES HARDIE INDUSTRIES PLC	27,140.	27,140.
JAPAN EXCHANGE GROUP INC NPV	22,909.	22,909.
JAPAN REAL ESTATE INVESTMENT C	10,923.	10,923.
JAPAN RETAIL FUND REIT	10,143.	10,143.
JC DECAUX SA NPV	11,047.	11,047.
JERONIMO MARTINS EUR1	15,547.	15,547.
JGC CORP NPV	18,211.	18,211.
JPMORGAN CHASE & CO COM	939,871.	939,871.
JSR CORP NPV	15,801.	15,801.
JTEKT CORPORATION NPV	17,636.	17,636.
JULIUS BAER GRUPPE	29,550.	29,550.
JUNIPER NETWORKS INC COM	495,511.	495,511.
K S AG REG SHS	15,867.	15,867.
KAJIMA CORP NPV	13,872.	13,872.
KANEKA CORP NPV	16,324.	16,324.
KANSAI ELECTRIC POWER CO NPV	21,915.	21,915.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
KANSAI PAINT CO NPV	18,459.	18,459.
KEIHAN HOLDINGS CO NPV	13,169.	13,169.
KEISEI ELEC RY CO NPV	12,162.	12,162.
KEPPEL CORP NPV	24,047.	24,047.
KINGFISHER ORD GBP0.157142857	120,345.	120,345.
KKEIO CORPORATION NPV	8,239.	8,239.
KLEPIERRE EUR1.40	19,852.	19,852.
KOITO MFG CO LTD NPV	15,921.	15,921.
KONAMI HOLDINGS CO NPV	12,140.	12,140.
KONICA MINOLTA INC NPV	268,762.	268,762.
KONINKLIJKE BOSKAL EUR0.01	12,840.	12,840.
KONINKLIJKE KPN	13,935.	13,935.
KUEHNE&NAGEL INTL CHF1	192,825.	192,825.
KURARAY CO NPV	21,078.	21,078.
KURITA WATER INDS NPV	13,241.	13,241.
KYOWA HAKKO KIRIN CO LTD NPV	13,855.	13,855.
KYUSHU ELEC POWER NPV	16,307.	16,307.
LANXESS AG NPV	27,752.	27,752.
LENDLEASE GROUP NPV	22,792.	22,792.
LINDT SPRUENGLI CHF10	10,380.	10,380.
LIVE NATION ENTERTAINMENT INC	715,487.	715,487.
LIXIL GROUP CORPORATION	18,204.	18,204.
LONZA GROUP AG CHF1	16,826.	16,826.
LOUISIANA-PACIFIC CORP COM	506,643.	506,643.
LUXOTTICA GROUP EUR0.06	16,008.	16,008.
M3 INC NPV	12,625.	12,625.
MABUCHI MOTOR CO NPV	15,690.	15,690.
MAPFRE EUR0.10	585,945.	585,945.
MARKS & SPENCER GP ORD GBP0.25	166,936.	166,936.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MARUBENI CORP NPV	28,413.	28,413.
MARUI GROUP CO LTD	13,172.	13,172.
MAZDA MOTOR CORP NPV	27,868.	27,868.
MEDIOBANCA SPA EUR0.5	21,120.	21,120.
MEDIPAL HOLDINGS CORP	12,641.	12,641.
MEGGITT ORD GBP0.05	16,133.	16,133.
MERCK & CO INC NEW COM	371,058.	371,058.
MERLIN ENTERTAINME ORD GBP0.01	11,502.	11,502.
METLIFE INC COM STK USD0.01	936,393.	936,393.
METRO AG ORD NPV	21,255.	21,255.
METSO OYJ NPV	18,122.	18,122.
MFC VANGUARD FTSE EMERGING MKT	10,485,150.	10,485,150.
MFO ABERDEEN FDS EMERGING MKTS	35,963,123.	35,963,123.
MFO DFA INTL SMALL CO PORTFOLI	26,248,879.	26,248,879.
MGM RESORTS INTERNATIONAL COM	903,734.	903,734.
MICHELIN EUR2	250,734.	250,734.
MICROSOFT CORP COM	989,828.	989,828.
MINEBEA MITSUMI INC	18,794.	18,794.
MITSUBISHI CHEM HL NPV	152,724.	152,724.
MITSUBISHI MATERLS NPV	18,468.	18,468.
mitsui chemicals NPV	18,005.	18,005.
MIXI. INC NPV	14,644.	14,644.
MIZUHO FINANCIAL GROUP NPV	13,494.	13,494.
MOBILE MINI INC COM	408,950.	408,950.
MONDELEZ INTL INC COM	501,505.	501,505.
MORGAN STANLEY COM STK USD0.01	668,395.	668,395.
MTR CORP HKD1	12,156.	12,156.
NABTESCO CORP NPV	11,656.	11,656.
NATIXIS EUR1.6(POST SUBDV)	19,572.	19,572.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NEW WORLD DEVELOPMENT CO HKD1	320,463.	320,463.
NEWCREST MINING LTD NPV	29,341.	29,341.
NEX GROUP PLC ORD GBP0	7,071.	7,071.
NEXON CO LTD NPV	11,619.	11,619.
NEXT ORD GBP0.10	23,521.	23,521.
NGK INSULATORS LTD NPV	19,437.	19,437.
NGK SPARK PLUG CO NPV	17,820.	17,820.
NIPPON BUILDING FD REIT	16,642.	16,642.
NIPPON PAINT HLDGS NPV	19,115.	19,115.
NITORI HOLDINGS NPV	17,182.	17,182.
NN GROUP N.V. EUR0.12	606,824.	606,824.
NOBLE ENERGY INC COM	707,155.	707,155.
NOKIAN RENKAAT OYJ NPV	12,964.	12,964.
NOMURA RL EST INC NPV	11,931.	11,931.
NSK LTD NPV	23,218.	23,218.
NTT DATA CORP NPV	13,854.	13,854.
NTT DOCOMO NPV	345,150.	345,150.
OBAYASHI CORP NPV	9,577.	9,577.
OCI N.V. EUR0.02	14,602.	14,602.
ODAKYU ELEC RLWY NPV	9,916.	9,916.
OJI HOLDINGS CORP	12,243.	12,243.
OMRON CORP NPV	15,381.	15,381.
ORBITAL ATK INC COM	571,736.	571,736.
ORICA LIMITED NPV	22,327.	22,327.
ORIENTAL LAND CO LTD NPV	22,655.	22,655.
ORION CORPORATION SER B NPV	260,718.	260,718.
OSAKA GAS CO LTD NPV	11,564.	11,564.
OSRAM LICHT AG NPV	17,027.	17,027.
PARTNERS GROUP HLG CHF0.01	13,618.	13,618.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PATTERSON-UTI ENERGY INC COM	647,830.	647,830.
PEARSON ORD GBP0.25	22,362.	22,362.
PERSIMMON ORD GBP0.10	24,557.	24,557.
PEUGEOT SA EUR1	27,048.	27,048.
PFIZER INC COM	619,004.	619,004.
PG E CORP COM	449,516.	449,516.
PNC FINANCIAL SERVICES GROUP C	794,392.	794,392.
POA DFA INVT DIMENSIONS GROUP*	2,127,182.	2,127,182.
POA FLEXSHARES TR MORNINGSTAR*	2,309,022.	2,309,022.
POA FLEXSHARES TRUST QUALITY*	2,868,624.	2,868,624.
POA NEUBERGER BERMAN EQUITY*	3,721,846.	3,721,846.
POA NORTHERN FUNDS ACTIVE M*	2,716,492.	2,716,492.
POA NORTHERN MULTI MANAGER GL*	1,029,457.	1,029,457.
POA NORTHN FUNDS EMERGING MKT*	1,665,234.	1,665,234.
POA NTGI COM DAILY S P 400 MI*	1,340,645.	1,340,645.
POA NTGI COMMON DAILY RUSSELL*	2,812,177.	2,812,177.
POA NTGI MFB NTGI QM COMMON*	8,225,905.	8,225,905.
POA NTGI -QM COMMON DAILY ALL*	3,555,291.	3,555,291.
PORSCHE AUTO HL SE NON VTG PRF	20,192.	20,192.
PROSIEBENSAT.1 MEDIA SE NPV	16,411.	16,411.
PROXIMUS	95,780.	95,780.
PRYSMIAN SPA EUR0.10	26,457.	26,457.
PTC INC COM	593,829.	593,829.
QANTAS AIRWAYS NPV	175,252.	175,252.
REA GROUP LIMITED NPV	11,278.	11,278.
RELX PLC	183,540.	183,540.
REMY COINTREAU EUR1.60	13,246.	13,246.
RENAULT SA EUR3.81	317,417.	317,417.
RESONA HOLDINGS NPV	123,359.	123,359.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
REXEL EUR5	24,720.	24,720.
RICOH CO LTD NPV	8,471.	8,471.
ROYAL MAIL PLC ORD GBP0.01	113,491.	113,491.
RSA INSURANCE GRP ORD GBP1.00	20,629.	20,629.
RWE AG NPV	18,344.	18,344.
RYDER SYS INC COM	340,935.	340,935.
SAGE GROUP GBP0.01051948	291,326.	291,326.
SAINSBURY(J) ORD GBP0.28571428	138,172.	138,172.
SANDS CHINA LTD USD0.01	26,080.	26,080.
SANOFI SPONSORED ADR	44,565.	44,565.
SANTEN PHARM CO NPV	9,808.	9,808.
SBI HLDGS INC NPV	15,299.	15,299.
SCHLUMBERGER LTD COM COM	473,394.	473,394.
SCOR SE EUR7.876972	17,695.	17,695.
SEAWORLD ENTMT INC COM	447,354.	447,354.
SEEK LIMITED NPV	16,097.	16,097.
SEGRO PLC ORD GBP0.10	13,308.	13,308.
SEIKO EPSON CORP NPV	14,854.	14,854.
SEKISUI CHEMICAL CO LTD NPV	15,981.	15,981.
SEKISUI HOUSE NPV	16,680.	16,680.
SES FDR EACH REP 1 'A' NPV	15,494.	15,494.
SHIMIZU CORP NPV	9,165.	9,165.
SHIRE PLC ADR	610,131.	610,131.
SINGAPORE EXCHANGE NPV	9,912.	9,912.
SMITHS GROUP ORD GBP0.375	10,866.	10,866.
SOCIETE GENERALE EUR1.25	720,385.	720,385.
SODEXHO EUR4	17,622.	17,622.
STOCKLAND NPV	14,907.	14,907.
STORA ENSO OYJ NPV SER R	400,919.	400,919.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SUEZ EUR4	19,409.	19,409.
SUMITOMO CHEMICAL CO. LTD NPV	28,602.	28,602.
SUMITOMO ELECTRIC NPV	109,893.	109,893.
SUMITOMO MITSUI TRUST HOLDINGS	28,691.	28,691.
SUMITOMO REALTY DEVELOPMENT	26,630.	26,630.
SUMITOMO RUBBER NPV	315,075.	315,075.
SUN HUNG KAI PROP NPV	50,560.	50,560.
SUNTORY BEVERAGE & NPV	12,488.	12,488.
SURUGA BANK NPV	22,369.	22,369.
SUZUKEN CO LTD NPV	13,101.	13,101.
SWATCH GROUP CHF2.25	26,798.	26,798.
SWEDISH MATCH NPV	687,512.	687,512.
SWIRE PACIFIC A NPV	19,102.	19,102.
SWISS LIFE HOLDINGS AG	362,678.	362,678.
SWISSCOM AG CHF1	22,887.	22,887.
SYDNEY AIRPORT CORPORATION LTD	12,899.	12,899.
SYMRISE AG NPV (BR)	17,201.	17,201.
SYNCHRONY FINL COM	431,758.	431,758.
T&D HOLDINGS INC NPV	25,839.	25,839.
TAISEI CORP NPV	14,027.	14,027.
TARGET CORP COM STK	533,707.	533,707.
TATE & LYLE ORD GBP0.25	12,414.	12,414.
TDC DKK 1 COMSTK	12,962.	12,962.
TDK CORP NPV	20,680.	20,680.
TECHTRONIC INDUSTR NPV	10,757.	10,757.
TEIJIN LTD NPV	16,249.	16,249.
TELE2 AB SER'B'NPV	12,279.	12,279.
TELECOM ITALIA SPA NPV	14,929.	14,929.
TELENOR ASA ORD NOK6	106,839.	106,839.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TELSTRA CORP LTD NPV	645,037.	645,037.
TERNA SPA ORD EUR0.22	14,905.	14,905.
THK CO LTD NPV	15,520.	15,520.
TIVO CORP COM NPV	263,298.	263,298.
TOHO GAS CO LTD NPV	8,154.	8,154.
TOHOKU ELEC POWER NPV	18,995.	18,995.
TOKYO ELEC POWER H NPV	16,997.	16,997.
TOKYO GAS CO LTD NPV	22,673.	22,673.
TOKYU CORP NPV	14,730.	14,730.
TOKYU FUDOSAN HOLDINGS CORPORA	12,423.	12,423.
TOLL BROS INC COM	349,184.	349,184.
TOPPAN PRINTING CO NPV	19,137.	19,137.
TOYO SEIKAN GROUP HOLDINGS LTD	13,096.	13,096.
TOYOTA INDUSTRIES NPV	19,102.	19,102.
TOYOTA TSUSHO CORP NPV	26,107.	26,107.
TP ICAP PLC ORD GBP0.25	5,392.	5,392.
TPG TELECOM LTD NPV	8,183.	8,183.
TREASURY WINE ESTA NPV	19,906.	19,906.
TUI AG ORD REG SHS NPV	15,350.	15,350.
TURNING PT BRANDS INC COM	168,646.	168,646.
TWENTY-FIRST CENTURY FOX INC C	610,964.	610,964.
UCB NPV	10,729.	10,729.
UMICORE NPV	197,560.	197,560.
UNION PAC CORP COM	851,731.	851,731.
UNIPER SE NPV	7,262.	7,262.
UNITED INTERNET AG NPV	13,029.	13,029.
UNITED TECHNOLOGIES CORP COM	509,952.	509,952.
UNIVAR INC COM	721,988.	721,988.
UPM-KYMMENE CORP NPV	228,601.	228,601.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VEEVA SYS INC CL A COM CL A CO	351,689.	351,689.
VERINT SYS INC COM	464,807.	464,807.
VIACOM INC NEW CL B	725,973.	725,973.
VOESTALPINE AG NPV	130,227.	130,227.
VOYA FINL INC COM	344,626.	344,626.
WEIR GROUP ORD GBP0.125	24,101.	24,101.
WENDEL EUR4	14,962.	14,962.
WENDYS CO COM	722,117.	722,117.
WHARF NPV	425,530.	425,530.
WHEELOCK COMPANY NPV	439,138.	439,138.
WILMAR INTERNATIONAL LTD NPV	14,910.	14,910.
WM MORRISON SUPERMARKETS ORD G	15,884.	15,884.
WOLSELEY ORD GBP0.108030303	58,186.	58,186.
WOLTERS KLUWER EUR0.12	22,327.	22,327.
WORLDPAY GRP PLC ORD GBP0.03 1	11,219.	11,219.
YAHOO JAPAN CORP NPV	13,043.	13,043.
YAKULT HONSHA CO NPV	13,941.	13,941.
YAMAHA CORP NPV	15,304.	15,304.
YAMAHA MOTOR CO NPV	17,655.	17,655.
YAMATO HOLDINGS NPV	20,376.	20,376.
YARA INTERNATIONAL NOK1.7	200,105.	200,105.
YASKAWA ELEC CORP NPV	15,587.	15,587.
YUE YUEN INDL HLDG HKD0.25	114,370.	114,370.
ZARDOYA-OTIS EUR0.10	11,688.	11,688.
ZODIAC AEROSPACE NPV	16,530.	16,530.
*THE FOUNDATION AND THE PHILADELPHIA ORCHESTRA ASSOCIATION HAVE A TRUST AGREEMENT		
TOTALS	<u>462,296,249.</u>	<u>462,296,249.</u>

ATTACHMENT 10 (CONT'D)

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NONE		
NONE		
NONE		
NONE		
NONE		
NONE		
NONE		
NONE		
NONE		
TOTALS	=====	=====

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BAUPOST VALUE PARTNERS IV, LP	115,309,776.	115,309,776.
BLACKSTONE MARKET OPPORTUNITY	801,316.	801,316.
BLACKSTONE PARTNERS	45,806,522.	45,806,522.
BROOKSIDE CAYMAN, LTD	111,201.	111,201.
CONVEXITY CAP OFFSHORE	10,792,080.	10,792,080.
ELLIOTT INTL LTD	60,336,633.	60,336,633.
ETON PARK OVERSEAS LTD	26,128,993.	26,128,993.
GENERAL ATLANTIC PARTNERS	69,363,199.	69,363,199.
HIGHFIELD CAPITAL LTD CL A-548	51,211,763.	51,211,763.
KAYNE ANDERSON ENERGY FUND VI	9,956,750.	9,956,750.
LONE CASCADE	69,496,141.	69,496,141.
LONE SAVIN	22,371,143.	22,371,143.
POA NORTHN FDS GLOBAL RE IND*	779,768.	779,768.
SUMMIT ROCK DIVERSIFIED STRAT	50,064,879.	50,064,879.
SUMMIT ROCK HEDGED EQUITY	95,821,220.	95,821,220.
SUMMIT ROCK PRIVATE EQTY	6,683,695.	6,683,695.
SUMMIT ROCK PVT EQTY OFFSHORE	39,881,750.	39,881,750.
SUMMIT ROCK SELECT EQTY	123,956,977.	123,956,977.
SUMMIT ROCK STRATEGIC FXD INC	12,017,456.	12,017,456.
* THE FOUNDATION AND THE PHILADELPHIA ORCHESTRA ASSOCIATION HAVE A TRUST AGREEMENT		
TOTALS	<u>810,891,262.</u>	<u>810,891,262.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM INVESTMENT MANAGER	5,737,276.	5,737,276.
ACCRUED INTEREST RECEIVABLE	1,313,122.	1,313,122.
ACCRUED DIVIDENDS RECEIVABLE	72,234.	72,234.
DEPOSITS	14,148.	14,148.
PREPAID TAXES	1,763,485.	1,763,485.
REFUND ADVANCES	875,105.	875,105.
PROGRAM RELATED INVESTMENTS	250,000.	250,000.
TOTALS	<u>10,025,370.</u>	<u>10,025,370.</u>

ATTACHMENT 13FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
STATE INCOME TAX PAYABLE	2,578.
ROYALTIES/CONTRACTS PAYABLE	30,467.
ASSET RETIREMENT OBLIGATION	3,102,659.
DEFERRED EXCISE TAX LIABILITY	1,348,570.
TOTALS	<u>4,484,274.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAINS ON INVESTMENTS	67,428,499.
TOTAL	<u>67,428,499.</u>

ATTACHMENT 15FORM 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: 3/4/2016
 VERIFICATION DATE: 04/18/2016
 RESULTS OF VERIFICATION:

THE FOUNDATION WAS NOTIFIED THAT THE GRANT FUNDS WERE NOT EXPENDED, SINCE THERE HAS NOT BEEN A DISASTER.

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: 9/30/2015
 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
 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 CIVIS AND CIVICS EDUCATION AND FOR THE CONSTR
 AMOUNT EXPENDED: 125,000,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 9/30/2015
 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
 GRANTEE'S ADDRESS: RUA MAESTRO FREDERICO DE FREITAS
 CITY, STATE & ZIP: LISBON

CONT'D ON NEXT PAGE

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

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: 24,236.

ANY DIVERSION? NO
 DATES OF REPORTS: 2/28/2016
 VERIFICATION DATE: 03/09/2016

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: CENTER FOR ECONOMIC RESEARCH & SOCIAL CH
 GRANTEE'S ADDRESS: 4015 NORTH ROCKWELL STREET, 2ND FLOOR
 CITY, STATE & ZIP: CHICAGO, IL 60618
 GRANT DATE: 03/18/2016
 GRANT AMOUNT: 25,000.
 GRANT PURPOSE: HAYMARKET BOOKS
 AMOUNT EXPENDED: 25,000.

ANY DIVERSION? NO
 DATES OF REPORTS: 2/8/2017
 VERIFICATION DATE: 03/10/2017

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: 1/15/2016
 VERIFICATION DATE: 04/05/2016

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.
 CITY, STATE & ZIP: CAVITE CITY
 FOREIGN COUNTRY: PHILIPPINES 4100
 GRANT DATE: 04/22/2015

CONT'D ON NEXT PAGE

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

GRANT AMOUNT: 10,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS OF
 DYNAMIC TEEN COMPANY - MAKING A DIFFERENCE
 AMOUNT EXPENDED: 15,963.
 ANY DIVERSION? NO
 DATES OF REPORTS: 5/3/2016
 VERIFICATION DATE: 05/16/2016
 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: ECOLE JEANNINE MANUEL UK
 GRANTEE'S ADDRESS: 43-45 BEDFORD SQUARE
 CITY, STATE & ZIP: LONDON
 FOREIGN COUNTRY: UNITED KINGDOM WC1B
 GRANT DATE: 03/23/2016
 GRANT AMOUNT: 141,100.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS OF
 ECOLE JEANNINE MANUEL UK
 AMOUNT EXPENDED: 123,046.
 ANY DIVERSION? NO
 DATES OF REPORTS: 4/2/2016
 VERIFICATION DATE: 06/30/2016
 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: ENSEMBLE LES TALENS LYRIQUES
 GRANTEE'S ADDRESS: 49, RUE DE MAUBEUGE
 CITY, STATE & ZIP: PARIS
 FOREIGN COUNTRY: FRANCE 75009
 GRANT DATE: 06/16/2016
 GRANT AMOUNT: 167,625.
 GRANT PURPOSE: TO SUPPORT THE 2016 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: ENSEMBLE LES TALENS LYRIQUES
 GRANTEE'S ADDRESS: 49, RUE DE MAUBEUGE
 CITY, STATE & ZIP: PARIS
 FOREIGN COUNTRY: FRANCE 75009
 GRANT DATE: 10/26/2015

CONT'D ON NEXT PAGE

ATTACHMENT 15 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANT AMOUNT: 163,125.
 GRANT PURPOSE: TO SUPPORT THE 2015 SEASON
 AMOUNT EXPENDED: 158,060.
 ANY DIVERSION? NO
 DATES OF REPORTS: 5/31/2016
 VERIFICATION DATE: 06/20/2016
 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: ESCUELA DE AGRICULTURA DE LA REGION TROP
 GRANTEE'S ADDRESS: P.O. BOX 442-100
 CITY, STATE & ZIP:
 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: 5/31/2015
 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: ETABLISSEMENT PUBLIC DE LA REUNION
 GRANTEE'S ADDRESS: 254/256 RUE DE BERCY
 CITY, STATE & ZIP: PARIS
 FOREIGN COUNTRY: FRANCE 75577
 GRANT DATE: 03/23/2016
 GRANT AMOUNT: 56,950.
 GRANT PURPOSE: TO SUPPORT THE AMADEO DE SOUZA CARDOSO
 EXHIBITION

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: FESTIVAL LYRIQUE INTERNATIONAL DE BELLE-
 GRANTEE'S ADDRESS: 6 RUE ARLETTY
 CITY, STATE & ZIP: BANGOR
 FOREIGN COUNTRY: FRANCE 56360

CONT'D ON NEXT PAGE

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

GRANT DATE: 07/02/2015
 GRANT AMOUNT: 22,220.
 GRANT PURPOSE: FESTIVAL LYRIQUE INTERNATIONAL DE BELLE-ILE-EN-MER
 AMOUNT EXPENDED: 21,075.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/1/2016
 VERIFICATION DATE: 07/29/2016
 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: FONDATION NOTRE DAME DU PERPETUEL SECOUR
 GRANTEE'S ADDRESS: RUE FOUGERE, DELMAS 71
 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
 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: 5,269.
 ANY DIVERSION? NO
 DATES OF REPORTS: 2/25/2016
 VERIFICATION DATE: 03/07/2016
 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: 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

CONT'D ON NEXT PAGE

ATTACHMENT 15 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANT DATE: 09/11/2014
 GRANT AMOUNT: 335,000.
 GRANT PURPOSE: LIFEBUOY FRIENDSHIP HOSPITAL
 AMOUNT EXPENDED: 260,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 6/10/2016
 VERIFICATION DATE: 07/12/2016

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: FUNDACAO CENTRO BRASILEIRO DE POTECAO E
 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: 25,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 2/24/2016
 VERIFICATION DATE: 03/31/2016

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: HOMEBAKED COMMUNITY LAND TRUST CIC
 GRANTEE'S ADDRESS: 197 - 199 OAKFIELD ROAD
 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: 6/30/2015
 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: INDEX AWARD A/S
 GRANTEE'S ADDRESS: FREDERIKSHOLMS KANAL 30
 CITY, STATE & ZIP: COPENHAGEN
 FOREIGN COUNTRY: DENMARK 1220

CONT'D ON NEXT PAGE

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

GRANT DATE: 05/16/2016
 GRANT AMOUNT: 50,000.
 GRANT PURPOSE: INDEX: AWARDS
 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: 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: 1,580,600.
 ANY DIVERSION? NO
 DATES OF REPORTS: 9/26/2016
 VERIFICATION DATE: 10/18/2016
 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: INSTITUT CURIE
 GRANTEE'S ADDRESS: 26 RUE D'ULM
 CITY, STATE & ZIP: PARIS
 FOREIGN COUNTRY: FRANCE 75005
 GRANT DATE: 10/19/2016
 GRANT AMOUNT: 1,123,701.
 GRANT PURPOSE: RESEARCH IN PEDIATRIC ONCOLOGY
 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: 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

CONT'D ON NEXT PAGE

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

GRANT AMOUNT: 288,878.
 GRANT PURPOSE: TO SUPPORT THE WEIDENFELD SCHOLARSHIPS AND LEADERSHIP PROGRAMME
 AMOUNT EXPENDED: 197,186.
 ANY DIVERSION? NO
 DATES OF REPORTS: 5/12/2016
 VERIFICATION DATE: 05/23/2016
 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: INSTITUTO AUGUSTO CARNEIRO
 GRANTEE'S ADDRESS: AV. ERICO VER;SSIMO, 813, S. 203
 CITY, STATE & ZIP: PORTO ALEGRE
 FOREIGN PROVINCE: MENINO DEUS
 FOREIGN COUNTRY: BRAZIL 90160-181
 GRANT DATE: 07/13/2016
 GRANT AMOUNT: 25,000.
 GRANT PURPOSE: TO SUPPORT THE WORK OF A FULL-TIME MARINE CONSERVATION ACTIVIST
 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: INSTITUTO AUGUSTO CARNEIRO
 GRANTEE'S ADDRESS: AV. ERICO VER;SSIMO, 813, S. 203
 CITY, STATE & ZIP: PORTO ALEGRE
 FOREIGN PROVINCE: MENINO DEUS
 FOREIGN COUNTRY: BRAZIL 90160-181
 GRANT DATE: 07/13/2016
 GRANT AMOUNT: 25,000.
 GRANT PURPOSE: TO SUPPORT THE WORK OF A FULL-TIME MARINE CONSERVATION ACTIVIST
 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: INSTITUTO AUGUSTO CARNEIRO
 GRANTEE'S ADDRESS: AV. IPIRANGA 607/302

CONT'D ON NEXT PAGE

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

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: 17,697.

ANY DIVERSION? NO

DATES OF REPORTS: 5/5/2016

VERIFICATION DATE: 10/19/2016

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: 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: 17,697.

ANY DIVERSION? NO

DATES OF REPORTS: 5/5/2016

VERIFICATION DATE: 10/19/2016

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: 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: 4,256.

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
 REPORT WAS REQUIRED OR MADE

CONT'D ON NEXT PAGE

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

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: 10,537.
 ANY DIVERSION? NO
 DATES OF REPORTS: 2/28/2015
 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: KATHMANDU ANIMAL TREATMENT CENTRE
 GRANTEE'S ADDRESS: GPO BOX 8975, EPC 4120
 CITY, STATE & ZIP: KATHMANDU
 FOREIGN COUNTRY: NEPAL 44622
 GRANT DATE: 02/19/2016
 GRANT AMOUNT: 50,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS
 OF THE KATHMANDU ANIMAL TREATMENT CENTRE
 AMOUNT EXPENDED: 25,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 10/19/2016
 VERIFICATION DATE: 10/27/2016
 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: KERRY LIFE SKILLS LTD.
 GRANTEE'S ADDRESS: ST. MARY'S PARISH HALL, ST. ANNE'S
 CITY, STATE & ZIP: KILLARNEY
 FOREIGN PROVINCE: COUNTY KERRY
 FOREIGN COUNTRY: IRELAND
 GRANT DATE: 10/18/2016
 GRANT AMOUNT: 10,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS
 OF THE KERRY LIFE SKILLS, LTD.
 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

CONT'D ON NEXT PAGE

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

GRANTEE'S NAME: LA FONDAZIONE ACCADEMIA NAZIONALE
 GRANTEE'S ADDRESS: LARGO LUCIANO BERIO, 3
 CITY, STATE & ZIP: ROME
 FOREIGN COUNTRY: ITALY 196
 GRANT DATE: 04/05/2016
 GRANT AMOUNT: 34,830.
 GRANT PURPOSE: TO SUPPORT PROGRAMMING
 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: LABORATORIO DE AQUICULTURA MARINHA
 GRANTEE'S ADDRESS: RUA DE ESPERANCA, SN, 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: 10,127.
 ANY DIVERSION? NO
 DATES OF REPORTS: 2/28/2015
 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 ASSOCIATION POUR LA RECHERCHE SUR ALZH
 GRANTEE'S ADDRESS: 7, RUE VERNONNEX
 CITY, STATE & ZIP: GENEVE
 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

CONT'D ON NEXT PAGE

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

GRANTEE'S NAME: L ENVOL POUR LES ENFANTS EUROPEENS
 GRANTEE'S ADDRESS: 216 AVENUE JEAN JAURES
 CITY, STATE & ZIP: PARIS
 FOREIGN COUNTRY: FRANCE 75019
 GRANT DATE: 01/21/2016
 GRANT AMOUNT: 14,802.
 GRANT PURPOSE: TO SUPPORT CAMP ACTIVITIES
 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: NORTHERN VISIONS INDEPENDENT VIDEO&FILM
 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: 2/1/2016
 VERIFICATION DATE: 03/29/2016
 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

CONT'D ON NEXT PAGE

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: 11/02/2016
 GRANT AMOUNT: 3,675.
 GRANT PURPOSE: TACANA WOMEN PROJECT

AMOUNT EXPENDED:

ANY DIVERSION? NO

DATES OF REPORTS:

VERIFICATION DATE:

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.

CONT'D ON NEXT PAGE

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

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

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: 05/23/2016
 GRANT AMOUNT: 18,000,000.
 GRANT PURPOSE: TO SUPPORT THE CHARITABLE MISSION AND PROGRAMS
 OF THE WALLIS ANNENBERG LEGACY FOUNDATION
 AMOUNT EXPENDED: 4,626,378.
 ANY DIVERSION? NO
 DATES OF REPORTS: 12/2/2016
 VERIFICATION DATE: 12/07/2016
 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: 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
 OF THE WALLIS ANNENBERG LEGACY FOUNDATION
 AMOUNT EXPENDED: 7,000,000.
 ANY DIVERSION? NO
 DATES OF REPORTS: 8/2/2016
 VERIFICATION DATE: 10/05/2016
 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: WEIDENFELD HOFFMANN TRUST

CONT'D ON NEXT PAGE

ATTACHMENT 15 (CONT'D)FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S ADDRESS: BELSYRE COURT, 57 WOODSTOCK ROAD
CITY, STATE & ZIP: OXFORD
FOREIGN COUNTRY: UNITED KINGDOM OX2 6HJ
GRANT DATE: 08/05/2016
GRANT AMOUNT: 138,086.
GRANT PURPOSE: TO SUPPORT THE WEIDENFELD SCHOLARSHIPS AND
LEADERSHIP PROGRAMME

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

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WALLIS ANNENBERG 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	CEO/CHAIRPERSON/PRESIDENT 20.00	0.	0.	0.
PAUL J MANGANIELLO 101 WEST ELM STREET 640 CONSHOHOCKEN, PA 19428	DIRECTOR OF FINANCE/TREASURER 37.50	279,634.	67,122.	0.
LAUREN BON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 37.50	48,248.	28,838.	0.
CHARLES WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 37.50	48,248.	28,838.	0.
GREGORY WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 37.50	48,248.	44,565.	0.

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
CINNY KENNARD 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	EXECUTIVE DIRECTOR 37.50	407,872.	61,021.	0.
	GRAND TOTALS	<u>832,250.</u>	<u>230,384.</u>	<u>0.</u>

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
THOMAS POLLAK 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	SR ADVISOR/EXEC PROD 37.50	229,783.	47,487.	0.
ALLISON HOLMES 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	SR DIR. OPS/STRATEGY 37.50	223,556.	62,429.	0.
JONATHAN SILVIO 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	HEAD OF ONLINE SVCS 37.50	201,763.	59,370.	0.
MARGARET KRYNICKI 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	DIR HR/RISK MGMT 37.50	187,218.	52,337.	0.
MICHAEL MORRISON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	DIR. TECH/MEDIA OPS 37.50	186,400.	52,958.	0.
	TOTAL COMPENSATION	<u>1,028,720.</u>	<u>274,581.</u>	<u>0.</u>

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BRIGHTVIEW LANDSCAPE POB 57515 LOS ANGELES, CA 90074	PROGRAM	3,061,794.
GEOSYNTEC CONSULTANTS 900 BROKEN SOUND PARKWAY NW, SUITE 200 BOCA RATON, FL 33487	PROGRAM	2,442,696.
J. BEN BOURGEOIS PRODUCTION, INC. 512 N. LARCHMONT BLVD LOS ANGELES, CA 90004	PRODUCTION	2,131,057.
IP VIDEO SPECIALIST, INC. 2120 JIMMY DURANTE BLVD, #124 DEL MAR, CA 92014	PROGRAM	1,289,472.
SHEPPARD, MULLIN, RICHTER & HAMPTON LLP 333 S. HOPE STREET, 43RD FLOOR LOS ANGELES, CA 90071	LEGAL	1,189,047.
	TOTAL COMPENSATION	<u>10,114,066.</u>

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

SEE FEDERAL FOOTNOTE #1
SEE FEDERAL FOOTNOTE #1
SEE FEDERAL FOOTNOTE 1, PA 19428
610-341-9268

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20

<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>
826LA 1714 W. SUNSET BLVD. LOS ANGELES, CA 90026	NONE PC	GENERAL OPERATING SUPPORT	45,000.
826LA 1714 W. SUNSET BLVD. LOS ANGELES, CA 90026	NONE PC	GENERAL OPERATING SUPPORT	75,000.
A PLACE ORG 4314 OLEANDER ST. BAYTOWN, TX 77521	NONE PC	TO SUPPORT UNITED STATES OPERATIONS	10,000.
ACTORS' GANG, INC. THE IVY SUBSTATION 9070 VENICE BOULEVARD CULVER CITY, CA 90232	NONE PC	GENERAL OPERATING SUPPORT	225,000.
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	10,000.
AFRICA LIVE C/O ROCKY DAWUNI FOUNDATION 410 VIA DE LA PAZ PACIFIC PALISADES, CA 90272	NONE PC	GENERAL OPERATING SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
AFRICAN PARKS FOUNDATION OF AMERICA P.O. BOX 2262 NEW YORK, NY 10021	NONE PC	GENERAL OPERATING SUPPORT	500.
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET, NW, SUITE 120 WASHINGTON, DC 20036	NONE PC	RWANDA VOLCANOES NATL PARK GORILLA HABITAT	500,000.
AIDS PROJECT LOS ANGELES, INC. THE DAVID GEFFEN CENTER 611 SOUTH KINGSLEY DRIVE LOS ANGELES, CA 90005	NONE PC	GENERAL OPERATING SUPPORT	150.
ALASKA DEPARTMENT OF FISH AND GAME 1255 W. 8TH STREET JUNEAU, AK 99802	NONE GOV	WALRUS CAM PROJECT AT DIVISION OF WILDLIFE CONSERV	50,000.
ALBERT SCHWEITZER FELLOWSHIP, INC. 330 BROOKLINE AVENUE BOSTON, MA 02215	NONE PC	TO SUPPORT THE LOS ANGELES CHAPTER	50,000.
ALCOTT CENTER FOR MENTAL HEALTH SERVICES 1433 SOUTH ROBERTSON BOULEVARD LOS ANGELES, CA 90035	NONE PC	GENERAL OPERATING SUPPORT	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
ALISA ANN RUCH CALIFORNIA BURN FOUNDATION SOUTHERN CALIFORNIA OFFICE MAIN OFFICE 50 N. HILL AVENUE SUITE 305 PASADENA, CA 91106	NONE PC	SURVIVOR SERVICES PROGRAMS IN GREATER LOS ANGELES	20,000.
ALLIANCE FOR CHILDREN'S RIGHTS 3333 WILSHIRE BLVD., SUITE 550 LOS ANGELES, CA 90010-4111	NONE PC	BRIDGES TO THE FUTURE PROGRAM	100,000.
ALLIANCE FOR HOUSING AND HEALING 825 COLORADO BLVD., SUITE 100 LOS ANGELES, CA 90041	NONE PC	GENERAL OPERATING SUPPORT	25,000.
ALLIANCE FOR THE GREAT LAKES 150 N. MICHIGAN AVE., SUITE 700 CHICAGO, IL 60601	NONE PC	GENERAL OPERATING SUPPORT	75,000.
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	2,300,000.
AMAZON WATCH 2201 BROADWAY, SUITE 508 OAKLAND, CA 94612	NONE PC	BUILD COMMUNICATIONS AMONG INDIGENOUS IN AMAZON	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 CIVIL LIBERTIES UNION FUND OF MICHIGAN 2966 WOODWARD AVE. DETROIT, MI 48201	NONE PC	SAFE ACCESS TO CLEAN DRINKING WATER IN MICHIGAN	150,000.
AMERICAN FRIENDS OF COVENT GARDEN P.O. BOX 5155 ROCKEFELLER CENTER NEW YORK, NY 10185	NONE PC	GENERAL OPERATING SUPPORT	324,927.
AMERICAN FRIENDS OF RABIN MEDICAL CENTER, INC. 636 BROADWAY, SUITE 218 NEW YORK, NY 10012	NONE PC	AUDIO-VISUAL ART PROJECT IN THE INTENSIVE CARE UNIT	54,642.
AMERICAN FRIENDS OF THE ISRAEL MUSEUM 545 FIFTH AVENUE, SUITE 920 NEW YORK, NY 10017	NONE PC	GENERAL OPERATING SUPPORT	10,000.
AMERICAN FRIENDS OF THE NATIONAL GALLERY LONDON 275 MADISON AVENUE, SUITE 401 NEW YORK, NY 10016	NONE PC	GENERAL OPERATING SUPPORT	61,442.
AMERICAN FRIENDS OF THE PARIS OPERA AND BALLET 972 FIFTH AVENUE NEW YORK, NY 10075	NONE PC	GENERAL OPERATING SUPPORT	124,947.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 THE PARIS OPERA AND BALLET 972 FIFTH AVENUE NEW YORK, NY 10075	NONE PC	GENERAL OPERATING SUPPORT	10,613.
AMERICAN LIBRARY IN PARIS, INC. 10, RUE DU GENERAL CAMOU PARIS FRANCE 75007	NONE PC	EVENINGS WITH AN AUTHOR SERIES AND GOS	56,760.
AMERICAN MUSEUM OF CERAMIC ART 399 NORTH GAREY AVENUE POMONA, CA 91767	NONE PC	FUND DEVELOPMENT, KNOWLEDGE MANAGEMENT UPGRADES	10,000.
AMERICAN MUSEUM OF NATURAL HISTORY CENTRAL PARK WEST AT 79TH ST. NEW YORK, NY 10024-5192	NONE PC	TO SUPPORT EDUCATION PROGRAMS	10,000.
AMERICANS FOR OXFORD, INC. 500 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10110	NONE PC	GENERAL OPERATING SUPPORT	15,000.
AMERICANS FOR OXFORD, INC. 500 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10110	NONE PC	GENERAL OPERATING SUPPORT	12,202.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
AMERICANS FOR OXFORD, INC. 500 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10110	NONE PC	GENERAL OPERATING SUPPORT	6,514.
AMPLIFIER FOUNDATION 1546 NE 94TH ST. SEATTLE, WA 98115	NONE PC	GENERAL OPERATING SUPPORT	360,000.
ANIMAL DEFENDERS INTERNATIONAL US 6100 WILSHIRE BLVD. SUITE 1150 LOS ANGELES, CA 90048	NONE PC	OPERATION SPIRIT OF FREEDOM AIRLIFT	25,000.
ANIMAL DEFENDERS INTERNATIONAL US 6100 WILSHIRE BLVD. SUITE 1150 LOS ANGELES, CA 90048	NONE PC	GENERAL OPERATING SUPPORT	10,000.
ANIMAL WELLNESS FOUNDATION P.O. BOX 9686 MARINA DEL REY, CA 90295	NONE PC	GENERAL OPERATING SUPPORT	250,000.
ANTHOLOGY FILM ARCHIVES 32 SECOND AVENUE NEW YORK, NY 10003	NONE PC	ACQUISITION OF THE BRUCE BAILLIE COLLECTION	80,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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	PUBLICATION OF INITIATION, A BOOK ON MAYA DEREN	20,000.
ANTHOLOGY FILM ARCHIVES 32 SECOND AVENUE NEW YORK, NY 10003	NONE PC	STAFFING AND DISCRETION FUND FOR ART. DIR. AND BOA	125,000.
ANTI-RECIDIVISM COALITION 448 S. HILL STREET, SUITE 908 LOS ANGELES, CA 90013	NONE PC	GENERAL OPERATING SUPPORT	75,000.
APNE AAP INTERNATIONAL, INC. F.D.R. STATION P.O. BOX 1376 NEW YORK, NY 10150	NONE PC	DELHI CENTER FOR THE LAST GIRL	1,000.
AQUARIUM OF THE PACIFIC 100 AQUARIUM WAY LONG BEACH, CA 90802	NONE PC	GENERAL OPERATING SUPPORT	50,000.
ARMAND HAMMER MUSEUM OF ART AND CULTURAL CENTER 10899 WILSHIRE BOULEVARD, 3RD FLOOR LOS ANGELES, CA 90024-4201	NONE SO III FI	GENERAL OPERATING SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 AND GARDENS 570 W. AVENUE 26, SUITE 450 LOS ANGELES, CA 90065	NONE PC	GENERAL OPERATING SUPPORT	100,000.
ART CENTER COLLEGE OF DESIGN 1700 LIDA STREET PASADENA, CA 91103-1999	NONE PC	GRADUATE ART DEPARTMENT	10,000.
ARTS AND SERVICES FOR DISABLED INCORPORATED 3626 E. PACIFIC COAST HWY LONG BEACH, CA 90804	NONE PC	STRAT. PLANNING, COMM. STRATEGY, AND TECH UPGRADES	10,000.
ASIA SOCIETY 725 PARK AVENUE NEW YORK, NY 10021-5088	NONE PC	SOUTHERN CALIFORNIA OPERATIONS	50,000.
ASIAN AMERICANS ADVANCING JUSTICE-LOS ANGELES 1145 WILSHIRE BOULEVARD, 2ND FLOOR LOS ANGELES, CA 90017	NONE PC	YOUTH VISIONARIES PROGRAM	100,000.
ASIAN AMERICANS ADVANCING JUSTICE-LOS ANGELES 1145 WILSHIRE BOULEVARD, 2ND FLOOR LOS ANGELES, CA 90017	NONE PC	GENERAL OPERATING SUPPORT	12,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 PACIFIC COMMUNITY FUND OF SOUTHERN CALI. 1145 WILSHIRE BLVD., SUITE 105 LOS ANGELES, CA 90017	NONE PC	GENERAL OPERATING SUPPORT	250.
ASPEN VALLEY SKI-SNOWBOARD CLUB, INC. 300 AVSC DRIVE ASPEN, CO 81611	NONE PC	GENERAL OPERATING SUPPORT	75,000.
ASSISTANCE LEAGUE OF VENTURA COUNTY 913 E. SANTA CLARA STREET VENTURA, CA 93001	NONE PC	OPERATION SCHOOL BELL	20,000.
ASSOCIATION FOR PARROT C.A.R.E. 15660 CURTIS TRAIL FRAZIER PARK, CA 93225	NONE PC	VETERAN'S DAY BBQ AND CELEBRATION	10,000.
AUTRY MUSEUM OF THE AMERICAN WEST 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 90027-1462	NONE PC	MASTERS OF THE AMERICAN WEST FINE ARTS EXHIBITION	20,000.
BACKBONES P.O. BOX 7334 PROSPECT HEIGHTS, IL 60070	NONE PC	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
BARNARD COLLEGE 3009 BROADWAY NEW YORK, NY 10027	NONE PC	SCHOLARSHIP SUPPORT	10,000.
BAY AREA VIDEO COALITION, INC. 2727 MARIPOSA ST. 2ND FLOOR SAN FRANCISCO, CA 94110	NONE PC	GENERAL OPERATING SUPPORT	5,000.
BERGIN UNIVERSITY OF CANINE STUDIES 5860 LABATH AVENUE ROHNERT PARK, CA 94928	NONE PC	GENERAL OPERATING SUPPORT	125,000.
BEST BUDDIES INTERNATIONAL, INC. GLOBAL HEADQUARTERS 100 SOUTHEAST SECOND STREET, SUITE 2200 MIAMI, FL 33131	NONE PC	INTERNATIONAL GLOBAL EXPANSION PROJECT	400,000.
BIG BROTHERS BIG SISTERS OF ORANGE COUNTY 1801 E. EDINGER AVE., STE. 101 SANTA ANA, CA 92705	NONE PC	DESTINATION FUTURE 18+ PROGRAM	50,000.
BIG CAT RESCUE CORP 12802 EASY STREET TAMPA, FL 33625	NONE PC	GENERAL OPERATING SUPPORT	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
BLAIR HOUSE RESTORATION FUND P.O. BOX 27208 WASHINGTON, DC 20038-7208	NONE PC	GENERAL OPERATING SUPPORT	125,000.
BLINKNOW FOUNDATION A NJ NONPROFIT CORPORATION 35 KNOX HILL ROAD MORRISTOWN, NJ 07960	NONE PC	TO SUPPORT THE UNITED STATES OPERATIONS	10,000.
BLOCK ISLAND ECUMENICAL MINISTRIES, INC. P.O. BOX 323 BLOCK ISLAND, RI 02807	NONE PC	MARY D. FUND	25,000.
BOSTON PRESERVATION ALLIANCE, INC. 141 CAMBRIDGE ST. BOSTON, MA 02108-3206	NONE PC	2016 PRESERVATION ACHIEVEMENT AWARDS	1,000.
BOYS AND GIRLS CLUB OF THE LOS ANGELES HARBOR 1200 SOUTH CABRILLO AVENUE SAN PEDRO, CA 90731	NONE PC	GENERAL OPERATING SUPPORT	100,000.
BOYS AND GIRLS CLUB OF WEST SAN GABRIEL VALLEY 328 S RAMONA AVE. MONTEREY PARK, CA 91754	NONE PC	GENERAL OPERATING SUPPORT	75,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
BOYS AND GIRLS CLUBS OF LA HABRA-BREA 1211 FAHRINGER WAY LA HABRA, CA 90631	NONE PC	GENERAL OPERATING SUPPORT	50,000.
BRADY CENTER TO PREVENT GUN VIOLENCE 840 FIRST STREET NE, SUITE 400 WASHINGTON, DC 20002	NONE PC	GENERAL OPERATING SUPPORT	25,000.
BROOKLYN RAIL, INC. 253 36TH STREET, SUITE C304 UNIT 20 BROOKLYN, NY 11232	NONE PC	GENERAL OPERATING SUPPORT	50,000.
BROWN UNIVERSITY OFFICE OF THE PRESIDENT 1 PROSPECT STREET PROVIDENCE, RI 02912	NONE PC	GENERAL OPERATING SUPPORT	100,000.
BURBANK ARTS EDUCATION FOUNDATION C/O BURBANK ARTS FOR ALL FOUNDATION 348 E. OLIVE AVENUE SUITE D BURBANK, CA 91502	NONE PC	FOR A JOINT RETREAT AND FUND DEVELOPMENT	10,000.
CABOTS MUSEUM FOUNDATION 67616 EAST DESERT VIEW AVENUE DESERT HOT SPRINGS, CA 92240	NONE PC	FUND AND STAFF DEVELOPMENT, AND STRATEGIC PLANNING	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 ART CLUB, INC. 75 SOUTH GRAND AVENUE PASADENA, CA 91105	NONE PC	GENERAL OPERATING SUPPORT	20,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	NONE PC	PROJECT GRANTSMANSHIP	50,000.
CALIFORNIA HOSPITAL MEDICAL CENTER FOUNDATION 1401 S. GRAND AVENUE LOS ANGELES, CA 90015	NONE SO I	HOPE STREET FAMILY CENTER	7,500.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	NONE PC	SCIENCE OF DOGS TRAVELING EXHIBITION	540,500.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	NONE PC	GENERAL OPERATING SUPPORT	25,000.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037	NONE PC	GENERAL OPERATING SUPPORT	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 SUMMER SCHOOL ARTS FOUNDATION 85 S. GRAND AVENUE PASADENA, CA 91103	NONE SO III FI	LOW-INCOME SCHOLARSHIP PROGRAM	10,000.
CANCER SUPPORT COMMUNITY - SANTA MONICA 1990 SOUTH BUNDY DRIVE, SUITE 100 LOS ANGELES, CA 90025	NONE PC	GENERAL OPERATING SUPPORT	50,000.
CANGRESS C/O LOS ANGELES COMMUNITY ACTION NETWORK 838 E. 6TH STREET LOS ANGELES, CA 90021	NONE PC	GENERAL OPERATING SUPPORT	65,000.
CAREGIVERS VOLUNTEERS ASSISTING THE ELDERLY 1765 GOODYEAR AVENUE, SUITE 205 VENTURA, CA 93003-8015	NONE PC	GENERAL OPERATING SUPPORT	40,000.
CATE SCHOOL 1960 CATE MESA ROAD CARPINTERIA, CA 93013	NONE PC	GENERAL OPERATING SUPPORT	25,000.
CATERINA'S CLUB 887 S. ANAHEIM BLVD ANAHEIM, CA 92805	NONE PC	GENERAL OPERATING SUPPORT	75,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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	TO SUPPORT THE SCHOLARSHIP FUND	50,000.
CCF COMMUNITY INITIATIVES FUND 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	NONE SO I	FRIENDS OF HERITAGE PRESERVATION	20,000.
CCF COMMUNITY INITIATIVES FUND 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	NONE SO I	L.A. PARTNERSHIP FOR EARLY CHILDHOOD INVESTMENT	75,000.
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD. LOS ANGELES, CA 90048	NONE PC	VACCINE AGAINST HEART DISEASE	75,000.
CENTER FOR NON-VIOLENT EDUCATION AND PARENTING C/O ECHO PARENTING AND EDUCATION P.O. BOX 26938 LOS ANGELES, CA 90026	NONE PC	THE ELEARNING PROJECT	50,000.
CENTER FOR WHALE RESEARCH 355 SMUGGLER'S COVE ROAD FRIDAY HARBOR, WA 98250	NONE PC	GENERAL OPERATING SUPPORT	60,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 THEATRE GROUP OF LOS ANGELES MUSIC THEATRE ANNEX 601 WEST TEMPLE STREET LOS ANGELES, CA 90012	NONE PC	50TH ANNIVERSARY CAPITAL CAMPAIGN	1,000,000.
CENTRAL AMERICAN RESOURCE CENTER 2845 WEST SEVENTH STREET LOS ANGELES, CA 90005-3907	NONE PC	GENERAL OPERATING SUPPORT	75,000.
CENTRAL UNITED METHODIST CHURCH 23 E. ADAMS AVENUE DETROIT, MI 48226	NONE PC	GENERAL OPERATING SUPPORT	60,000.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE PC	ANNENBERG FOUNDATION FUND	58,539.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE PC	ANNENBERG FOUNDATION FUND	1,525.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE PC	ANNENBERG FOUNDATION FUND	68,235.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE PC	ANNENBERG FOUNDATION FUND	5,000.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE PC	ANNENBERG FOUNDATION FUND	5,000.
CHICAGO WISDOM PROJECT, INC. PO BOX 15311 CHICAGO, IL 60615	NONE PC	GENERAL OPERATING SUPPORT	10,000.
CHILD AND FAMILY CENTER 21545 CENTRE POINTE PARKWAY SANTA CLARITA, CA 91350	NONE PC	STAFF DEVELOPMENT, STRAT. PLAN. AND TECH UPGRADES	10,000.
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612	NONE PC	FOR THE LOS ANGELES OFFICE	75,000.
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA HEADQUARTERS 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE PC	MAGNOLIA COMMUNITY INITIATIVE	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA HEADQUARTERS 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE PC	GENERAL OPERATING SUPPORT	20,000.
CHILDREN'S DEFENSE FUND NATIONAL HEADQUARTERS 25 E STREET, N.W. WASHINGTON, DC 20001	NONE PC	CHILDREN'S DEFENSE FUND-CALIFORNIA	50,000.
CHILDREN'S DEFENSE FUND NATIONAL HEADQUARTERS 25 E STREET, N.W. WASHINGTON, DC 20001	NONE PC	GENERAL OPERATING SUPPORT	20,000.
CHILDREN'S DEFENSE FUND NATIONAL HEADQUARTERS 25 E STREET, N.W. WASHINGTON, DC 20001	NONE PC	GENERAL OPERATING SUPPORT	250,000.
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE PC	EXPRESSIVE ARTS THERAPIES DEPARTMENT	50,000.
CHILDREN'S HOSPITAL OF LOS ANGELES 4650 SUNSET BOULEVARD LOS ANGELES, CA 90027	NONE PC	GOFARR LABORATORY	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CHILDREN'S INSTITUTE, INC. 2121 WEST TEMPLE STREET LOS ANGELES, CA 90026	NONE PC	GENERAL OPERATING SUPPORT	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	50,000.
CITY OF LOS ANGELES FLEET WEEK FOUNDATION C/O LA FLEET WEEK FOUNDATION 250 S. HARBOR BLVD. SAN PEDRO, CA 90731	NONE PC	LA FLEET WEEK MAYOR'S RECEPTION AND MILITARY CONCERT	51,000.
CITY OF SANTA MONICA 1685 MAIN STREET SANTA MONICA, CA 90401	NONE GOV	SHADE STRUCTURE, BEACH HOUSE IMPROVEMENT FUND	35,000.
CITY OF SANTA MONICA 1685 MAIN STREET SANTA MONICA, CA 90401	NONE GOV	SHADE STRUCTURE, BEACH HOUSE IMPROVEMENT FUND	35,000.
CLEVELAND HIGH SCHOOL BOOSTER CLUB C/O CLEVELAND HUMANITIES MAGNET PARENTS ASSOCIATIO 9018 BALBOA BLVD. BOX 604 NORTHRIDGE, CA 91325	NONE PC	GENERAL OPERATING SUPPORT	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
CLIMATE RESOLVE 525 S. HEWITT ST. LOS ANGELES, CA 90013	NONE PC	GENERAL OPERATING SUPPORT	15,000.
CLOCKSHOP 2806 CLEARWATER STREET LOS ANGELES, CA 90039	NONE PC	GENERAL OPERATING SUPPORT	25,000.
CNTR FOR ASIAN AMER. UNITED FOR SELF-EMPOWERMENT 260 S. LOS ROBLES AVENUE, NO. 115 PASADENA, CA 91101	NONE PC	CAPACITY BUILDING EFFORTS	10,000.
CNTR FOR ECONOMIC RESEARCH AND SOCIAL CHANGE, INC. 4015 NORTH ROCKWELL STREET SECOND FLOOR CHICAGO, IL 60618	NONE POF	HAYMARKET BOOKS	25,000.
CNTR FOR THE STUDY OF INTERNATIONAL COMMUNICATIONS 406 WOODLAND ROAD HIGHLAND PARK, IL 60035	NONE PC	GROW SCHOLARSHIP FOR INTERNATIONAL COMMUNICATIONS	50,000.
COACHART ORG 3303 WILSHIRE BOULEVARD, SUITE 1200 LOS ANGELES, CA 90010	NONE PC	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
COALITION 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.
COLLECTIVE HERITAGE INSTITUTE C/O BIONEERS 1607 PASEO DE PERALTA, SUITE #3 SANTA FE, NM 87501	NONE PC	YOUTH LEADERSHIP PROGRAM	75,000.
COLLEGE SETTLEMENT OF PHILADELPHIA 600 WITMER RD. HORSHAM, PA 19044	NONE PC	GENERAL OPERATING SUPPORT	1,000.
COLLEGE SETTLEMENT OF PHILADELPHIA 600 WITMER RD. HORSHAM, PA 19044	NONE PC	GENERAL OPERATING SUPPORT	1,000.
COLUMBUS STATE UNIVERSITY FOUNDATION, INC. 4225 UNIVERSITY AVENUE COLUMBUS, GA 31907	NONE PC	BO BARTLETT CENTER OF THE COLLEGE OF THE ARTS	50,000.
COMMON THREADS 3811 BEE CAVES ROAD SUITE 108 AUSTIN, TX 78746	NONE PC	LOS ANGELES PROGRAMMING OF COMMON THREADS	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
COMMUNITIES IN SCHOOLS OF LOS ANGELES, INC. C/O CREATIVE ARTISTS AGENCY 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	NONE PC	GENERAL OPERATING SUPPORT	75,000.
COMMUNITY COALITION 8101 S. VERMONT AVENUE LOS ANGELES, CA 90044	NONE PC	GENERAL OPERATING SUPPORT	10,000.
COMMUNITY FOUNDATION OF GREATER FLINT 500 SAGINAW ST. SUITE 200 FLINT, MI 48502	NONE PC	FLINT CHILD HEALTH AND DEVELOPMENT FUND	250,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	AFRICAN AMERICAN BOARD LEADERSHIP INSTITUTE	50,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	CAPACITY BUILDING EFFORTS OF CALI. PARTNERSHIP	15,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	CENTER FOR COUNCIL	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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	LAS FOTOS PROJECT	20,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	ROOTDOWN LA	19,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	WRITEGIRL	10,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	ARTS FOR INCARCERATED YOUTH NETWORK	25,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	MATERNAL MENTAL HEALTH NOW	50,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE PC	VIOLENCE PREVENTION COALITION OF GREATER LA	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 SOLUTIONS INTERNATIONAL, INC. 125 MAIDEN LANE, SUITE 16C NEW YORK, NY 10003	NONE PC	BUILT FOR ZERO INITIATIVE IN RIVERSIDE, CALIFORNIA	50,000.
CONEJO VALLEY SENIOR CONCERNS 401 HODENCAMP ROAD THOUSAND OAKS, CA 91360	NONE PC	GENERAL OPERATING SUPPORT	30,000.
CONETOE FAMILY LIFE CENTER, INC. 204 N. RAILROAD STREET CONETOE, NC 27819	NONE PC	GENERAL OPERATING SUPPORT	10,000.
CORONA REGIONAL MEDICAL CENTER HOSPICE AUXILIARY CORONA REGIONAL MEDICAL CENTER 730 MAGNOLIA AVE CORONA, CA 92879-3117	NONE PC	ADOLESCENT GRIEF COUNSELING	15,000.
COUNCIL ON AGING ORANGE COUNTY 1971 E. 4TH STREET, SUITE 200 SANTA ANA, CA 92705	NONE PC	FOR FUND DEVELOPMENT	10,000.
COUNTY OF LA DEPARTMENT OF ANIMAL CARE AND CONTROL 5898 CHERRY AVENUE LONG BEACH, CA 90805	NONE GOV	ANIMAL BEHAVIOR PROGRAM	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
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	25,000.
CROSSROADS SCHOOL FOR ARTS AND SCIENCES 1714 21ST STREET SANTA MONICA, CA 90404	NONE PC	FOR THE ANNUAL FUND TO SUPPORT STUDENT SCHOLARSHIP	50,000.
DANSPLACE PROJECT, INC. ST. MARK'S CHURCH 131 EAST 10TH ST. NEW YORK, NY 10003	NONE PC	GENERAL OPERATING SUPPORT	35,000.
DEAF WEST THEATRE COMPANY, INC. 5112 LANKERSHIM BOULEVARD NORTH HOLLYWOOD, CA 91601	NONE PC	COSTS RELATED TO THE 2016 TONY AWARD PERFORMANCE	10,000.
DEAF WEST THEATRE COMPANY, INC. 5112 LANKERSHIM BOULEVARD NORTH HOLLYWOOD, CA 91601	NONE PC	GENERAL OPERATING SUPPORT	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
INTERNATIONAL DOCUMENTARY C/O INTERNATIONAL DOCUMENTARY ASSOCIATION 3470 WILSHIRE BLVD., SUITE 980 LOS ANGELES, CA 90010	NONE PC	GENERAL OPERATING SUPPORT	100,000.
INTERNATIONAL MEDICAL CORPS 12400 WILSHIRE BLVD., STE. 1500 LOS ANGELES, CA 90025	NONE PC	GENERAL OPERATING SUPPORT	10,000.
INTERNATIONAL RESCUE COMMITTEE, INC. 122 EAST 42ND STREET NEW YORK, NY 10168-1289	NONE PC	THE LOS ANGELES OFFICE OF IRC	35,000.
INTERNATIONAL RESCUE COMMITTEE, INC. 122 EAST 42ND STREET NEW YORK, NY 10168-1289	NONE PC	GENERAL OPERATING SUPPORT	50,000.
INT'L FRIENDS OF THE NATURAL HISTORY MUSEUM LONDON 5614 CONNECTICUT AVENUE, NW, SUITE 202 WASHINGTON, DC 20015	NONE PC	NATURAL HISTORY MUSEUM IN LONDON	2,931.
INT'L INSTITUTE FOR ENVIRONMENT AND DEVELOPMENT 80-86 GRAY'S INN ROAD LONDON UNITED KINGDOM WC1X 8NH	NONE NC	GENERAL OPERATING SUPPORT	40,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LA PROMISE FUND 202 W. 1ST STREET, SUITE 160 LOS ANGELES, CA 90012	NONE PC	GIRLS BUILD LA EVENT	50,000.
LAGUNA BEACH COMMUNITY CLINIC 362 THIRD STREET LAGUNA BEACH, CA 92651	NONE PC	GENERAL OPERATING SUPPORT	70,000.
LAGUNA CANYON FOUNDATION P.O. BOX 4895 LAGUNA BEACH, CA 92652	NONE PC	SOUTH COAST WILDERNESS EDUCATION PROGRAM	50,000.
LAKE AVENUE FOUNDATION, INC. 712 E. VILLA STREET PASADENA, CA 91101	NONE PC	TECHNOLOGY UPGRADES AND A JOINT RETREAT	10,000.
LAKE AVENUE FOUNDATION, INC. 712 E. VILLA STREET PASADENA, CA 91101	NONE PC	STARS AFTER SCHOOL PROGRAM	30,000.
LATINO CENTER FOR PREVENTION AND ACTION IN HEALTH C/O LATINO HEALTH ACCESS 450 W. 4TH STREET, SUITE 130 SANTA ANA, CA 92701	NONE PC	GENERAL OPERATING SUPPORT	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
LEADERSHIP FOR URBAN RENEWAL NETWORK, INC. 553 S. CLARENCE ST. LOS ANGELES, CA 90033	NONE PC	COACHING COMPONENT OF THE LURNCAPITAL PROGRAM	40,000.
LEADERSUP 830 TRACTION AVE #3A HUB LA LOS ANGELES, CA 90013	NONE PC	FOR THE LOS ANGELES OFFICE	75,000.
LEAGUE OF WOMEN VOTERS OF LA EDUCATION FUND 3303 WILSHIRE BLVD., SUITE 310 LOS ANGELES, CA 90010	NONE PC	GENERAL OPERATING SUPPORT	25,000.
L'ENVOL POUR LES ENFANTS EUROPEENS 216 AVENUE JEAN JAURES PARIS FRANCE 75019	NONE NC	TO SUPPORT CAMP ACTIVITIES	14,802.
LEWIS AND CLARK COLLEGE 10015 SW TERWILLIGER BLVD PORTLAND, OR 97219	NONE PC	HOLLYWOOD'S PET PROJECT FILM	100,000.
LIBERTY HILL FOUNDATION 6420 WILSHIRE BLVD., SUITE 700 LOS ANGELES, CA 90048	NONE PC	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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	GENERAL OPERATING SUPPORT	10,000.
LIONS SIGHT AND HEARING FDTN OF SOUTHERN CALI. 5150 EAST PACIFIC COAST HIGHWAY, SUITE 605 LONG BEACH, CA 90804	NONE PC	CAPACITY BUILDING EFFORTS	10,000.
LONE PINE FIRE PROTECTION DISTRICT C/O LONE PINE VOLUNTEER FIRE DEPARTMENT PO BOX 1007 LONE PINE, CA 93545	NONE GOV	AMBULANCE SERVICES	20,000.
LONG BEACH EDUCATION FOUNDATION 1515 HUGHES WAY LONG BEACH, CA 90810	NONE PC	EDUCARE OF LOS ANGELES IN LONG BEACH, CALIFORNIA	50,000.
LONG BEACH OPERA 507 PACIFIC AVE. LONG BEACH, CA 90802	NONE PC	TO SUPPORT THE OPERA FALLUJAH	75,000.
LONG BEACH OPERA 507 PACIFIC AVE. LONG BEACH, CA 90802	NONE PC	FALLUJAH OPERA PRODUCTION IN NEW YORK CITY	450,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVENUE, SUITE 202 LOS ANGELES, CA 90017	NONE PC	GENERAL OPERATING SUPPORT	25,000.
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVENUE, SUITE 202 LOS ANGELES, CA 90017	NONE PC	GENERAL OPERATING SUPPORT	75,000.
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVENUE, SUITE 202 LOS ANGELES, CA 90017	NONE PC	GENERAL OPERATING SUPPORT	5,000.
LOS ANGELES CENTER FOR LAW AND JUSTICE 1241 SOUTH SOTO STREET, STE. 102 LOS ANGELES, CA 90023	NONE PC	GENERAL OPERATING SUPPORT	50,000.
LOS ANGELES CONSERVANCY 523 WEST SIXTH STREET, SUITE 826 LOS ANGELES, CA 90014	NONE PC	GENERAL OPERATING SUPPORT	5,000.
LOS ANGELES CONSERVATION CORPS P.O. BOX 15868 LOS ANGELES, CA 90015	NONE PC	GENERAL OPERATING SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LOS ANGELES CONTEMPORARY EXHIBITIONS, INC. 6522 HOLLYWOOD BLVD. LOS ANGELES, CA 90028	NONE PC	DISSENT: WHAT THEY FEAR IS THE LIGHT EXHIBITION	20,000.
LOS ANGELES CONTEMPORARY EXHIBITIONS, INC. 6522 HOLLYWOOD BLVD. LOS ANGELES, CA 90028	NONE PC	IRRATIONAL EXHIBITS 10TH ANNIVERSARY SHOW	10,000.
LOS ANGELES COUNTY ARTS COMMISSION 1055 WILSHIRE BOULEVARD, SUITE 800 LOS ANGELES, CA 90017	NONE GOV	CULTURAL EQUITY AND INCLUSION INITIATIVE	25,000.
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 POLICE CANINE ASSOCIATION 1223 WILSHIRE BLVD. #435 SANTA MONICA, CA 90403	NONE PC	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES COUNTY POLICE CANINE ASSOCIATION 1223 WILSHIRE BLVD. #435 SANTA MONICA, CA 90403	NONE PC	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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 EDUCATION PARTNERSHIP 202 WEST 1ST STREET, SUITE 6-0410 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	75,000.
LOS ANGELES FIRE DEPARTMENT FOUNDATION 1875 CENTURY PARK EAST, SUITE 200 LOS ANGELES, CA 90067	NONE PC	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES FIRE DEPARTMENT FOUNDATION 1875 CENTURY PARK EAST, SUITE 200 LOS ANGELES, CA 90067	NONE PC	GENERAL OPERATING SUPPORT	100,000.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE PC	GENERAL OPERATING SUPPORT	1,000,000.
LOS ANGELES LGBT CENTER MCDONALD/WRIGHT BUILDING 1625 NORTH SCHRADER BOULEVARD LOS ANGELES, CA 90028-6213	NONE PC	SENIOR SERVICES DEPARTMENT	100,000.
LOS ANGELES LGBT CENTER MCDONALD/WRIGHT BUILDING 1625 NORTH SCHRADER BOULEVARD LOS ANGELES, CA 90028-6213	NONE PC	WOMEN'S SERVICES	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
URBAN COMMUNITY ACTION PROJECTS C/O HEALTH TO HOPE 2880 HULEN PLACE RIVERSIDE, CA 92507	NONE PC	FOR BOARD AND FUND DEVELOPMENT AND A BOARD RETREAT	10,000.
VENICE ARTS 1702 LINCOLN BLVD. VENICE, CA 90291	NONE PC	GENERAL OPERATING SUPPORT	50,000.
VENICE COMMUNITY HOUSING CORPORATION 720 ROSE AVENUE VENICE, CA 90291-2710	NONE PC	GENERAL OPERATING SUPPORT	75,000.
VENTURA COUNTY MEDICAL RESOURCE FOUNDATION 199 FIGUEROA STREET, SECOND FLOOR VENTURA, CA 93001	NONE PC	CHILDREN'S RESOURCE PROGRAM	20,000.
VETERANS BENEFIT TEAM ROPING FOUNDATION C/O ED MADRID, ESQ. 12612 CENTRAL AVENUE CHINO, CA 91710	NONE PC	GENERAL OPERATING SUPPORT	10,000.
VIP TOTS, INC. 41915 ACACIA AVENUE HEMET, CA 92544	NONE PC	STRATEGIC PLANNING AND BOARD AND FUND DEVELOPMENT	10,000.

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

ATTACHMENT 20 (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>
VIRGINIA TECH FOUNDATION, INC. 902 PRICES FORK RD. SUITE 4500 BLACKSBURG, VA 24061	NONE PC	FLINTWATERSTUDY RESEARCH AT VIRGINIA TECH	50,000.
VISION TO LEARN 11611 SAN VICENTE BLVD., SUITE 500 LOS ANGELES, CA 90049	NONE PC	GENERAL OPERATING SUPPORT	25,000.
VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVENUE LOS ANGELES, CA 90034	NONE PC	GENERAL OPERATING SUPPORT	50,000.
VISUAL STUDIES WORKSHOP, INC. 31 PRINCE STREET ROCHESTER, NY 14607	NONE PC	RICK MCKEE HOCK ANNUAL ARTIST-IN-RESIDENCE FUND	21,732.
VOICE OF THE EX-OFFENDER PO BOX 13622 NEW ORLEANS, LA 70185	NONE PC	GENERAL OPERATING SUPPORT	50,000.
VOLUNTEERS OF AMERICA, INC. 3600 WILSHIRE BLVD., SUITE 1500 LOS ANGELES, CA 90010	NONE PC	SOCIALIZATION SPACE AT BLUE BUTTERFLY VILLAGE	500,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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	15/16 PROGRAMMING AND PROGRAM SUPPORT RESERVE FUND	1,000,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD. BEVERLY HILLS, CA 90210	NONE PC	PROGRAMMING FOR THE 2016/2017 SEASON	1,400,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD. BEVERLY HILLS, CA 90210	NONE PC	TO ESTABLISH THE ZINA BETHUNE DANCE FUND	25,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD. BEVERLY HILLS, CA 90210	NONE PC	REPAY THE TERM A-2 LOANS FOR THE CAPITAL CAMPAIGN	2,250,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 9390 NORTH SANTA MONICA BLVD. BEVERLY HILLS, CA 90210	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	GENERAL OPERATING SUPPORT	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
WARRIOR CANINE CONNECTION, INC. 23222 GEORGIA AVENUE BROOKVILLE, MD 20833	NONE PC	GENERAL OPERATING SUPPORT	125,000.
WARRIOR EXPEDITIONS C/O WARRIOR HIKE 6621 FAIRWAY VIEW TR. ROANOKE, VA 24018	NONE PC	GENERAL OPERATING SUPPORT	10,000.
WATER DEFENSE, INC. PO BOX 204 LIVINGSTON MANOR, NY 12758	NONE PC	ONGOING WATER WATCHDOG, ADVOCACY AND TESTING WORK	5,000.
WEIDENFELD HOFFMANN TRUST BELSYRE COURT, 57 WOODSTOCK ROAD OXFORD UNITED KINGDOM OX2 6HJ	NONE NC	WEIDENFELD SCHOLARSHIPS AND LEADERSHIP PROGRAMME	65,000.
WESTERN CENTER ON LAW AND POVERTY C/O LOS ANGELES HEADQUARTERS 3701 WILSHIRE BOULEVARD, SUITE 208 LOS ANGELES, CA 90010-2826	NONE PC	COMMUNITY EDUCATOR PROGRAM IN LOS ANGELES	75,000.
WHOLE CHILD INTERNATIONAL 610 SANTA MONICA BLVD., SUITE 215 SANTA MONICA, CA 90401	NONE PC	GENERAL OPERATING SUPPORT	600,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
WIDOWS, ORPHANS, AND DISABLED FIREMEN'S FUND 7470 N. FIGUEROA LOS ANGELES, CA 90041	NONE PC	GENERAL OPERATING SUPPORT	100,000.
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 PC	KARSH FAMILY SOCIAL SERVICE CENTER	250,000.
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	NONE PC	WINDWARD FUND AND THE INNOVATION FUND	250,000.
WISHTOYO FOUNDATION 33904 PACIFIC COAST HIGHWAY MALIBU, CA 90265	NONE PC	STANDING ROCK SIOUX TRIBE CALL TO ACTION	20,000.
WOMEN'S CENTER FOR CREATIVE WORK 2425 GLOVER PLACE LOS ANGELES, CA 90031	NONE PC	GENERAL OPERATING SUPPORT	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WOMEN'S FOUNDATION OF CALIFORNIA 300 FRANK H. OGAWA PLAZA, SUITE 420 OAKLAND, CA 94612	NONE PC	WOMEN'S POLICY INSTITUTE - LOS ANGELES COUNTY	50,000.
WOMEN'S GUILD CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD., SUITE 2416 LOS ANGELES, CA 90048	NONE PC	GENERAL OPERATING SUPPORT	25,000.
WORKING WARDROBES FOR A NEW START 3030 PULLMAN STREET, SUITE A COSTA MESA, CA 92604	NONE PC	JOINT RETREAT AND COMMUNICATIONS STRATEGY	10,000.
WORLD MONUMENTS FUND, INC. 350 FIFTH AVENUE, SUITE 2412 NEW YORK, NY 10118	NONE PC	GENERAL OPERATING SUPPORT	25,000.
YMCA OF GREATER LONG BEACH 3605 LONG BEACH BLVD., SUITE 210 LONG BEACH, CA 90807	NONE PC	COMMUNITY DEVELOPMENT BRANCH	100,000.
YMCA OF WEST SAN GABRIEL VALLEY 401 EAST CORTO STREET ALHAMBRA, CA 91801	NONE PC	FOR A BOARD RETREAT AND BOARD DEVELOPMENT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 20 (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>
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	GENERAL OPERATING SUPPORT	25,000.
YOUNG MUSICIANS FOUNDATION 244 SOUTH SAN PEDRO STREET, 5TH FLOOR, SUITE 506 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	25,000.
YOUNG STORYTELLERS FOUNDATION 923 E 3RD STREET #307 LOS ANGELES, CA 90013	NONE PC	GENERAL OPERATING SUPPORT	30,000.
YOUTH POLICY INSTITUTE, INC. 6464 SUNSET BLVD., SUITE 650 LOS ANGELES, CA 90028	NONE PC	GENERAL OPERATING SUPPORT	50,000.
YOUTH POLICY INSTITUTE, INC. 6464 SUNSET BLVD., SUITE 650 LOS ANGELES, CA 90028	NONE PC	GENERAL OPERATING SUPPORT	10,000.
TOTAL CONTRIBUTIONS PAID			<u>68,280,461.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 21

<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	621,779.
AMERICAN FRIENDS OF COVENT GARDEN P.O. BOX 5156 ROCKEFELLER CENTER NEW YORK, NY 10186	NONE PC	GENERAL OPERATING SUPPORT	1,114,934.
ANTHOLOGY FILM ARCHIVES 32 SECOND AVENUE NEW YORK, NY 10003	NONE PC	STAFFING AND DISCRETION FUND FOR THE ARTISTIC DIR. AND BOARD PRES.	121,583.
BEST BUDDIES INTERNATIONAL, INC. GLOBAL HEADQUARTERS MIAMI, FL 33131	NONE PC	INTERNATIONAL GLOBAL EXPANSION PROJECT	816,673.
BLAIR HOUSE RESTORATION FUND P.O. BOX 27208 100 SOUTHEAST SECOND STREET, SUITE 2200 WASHINGTON, DC 20038-7208	NONE PC	GENERAL OPERATING SUPPORT	120,786.
CAUCUS FOR PRODUCERS, WRITERS AND DIRECTORS FDN. 928 N. SAN FERNANDO BOULEVARD, SUITE J-639 BURBANK, CA 91504-4318	NONE PC	STUDENT GRANT PROGRAM	84,638.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 21 (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>
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD. LOS ANGELES, CA 90048	NONE PC	VACCINE AGAINST HEART DISEASE	72,471.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION ALEXANDRIA, VA 22314-2840	NONE PC	ANNENBERG FOUNDATION FUND	1,583.
COLLECTIVE HERITAGE INSTITUTE C/O BIONEERS 1800 DIAGONAL ROAD, SUITE 150 SANTA FE, NM 87501	NONE PC	YOUTH LEADERSHIP PROGRAM	72,950.
DEBBIE ALLEN DANCE, INC. 3791 SANTA ROSALIA DRIVE 1607 PASEO DE PERALTA, SUITE #3 LOS ANGELES, CA 90008	NONE PC	GENERAL OPERATING SUPPORT	324,221.
DEMOCRACY NOW! PRODUCTIONS, INC. 207 W. 25TH ST., 11TH FLOOR NEW YORK, NY 10001	NONE PC	GENERAL OPERATING SUPPORT	271,094.
DESERT MTN. RESOURCE CONSERVATION AND DEV. COUNCIL 1259 E RIDGECREST BLVD, SUITE 7 RIDGECREST, CA 93555	NONE PC	GENERAL OPERATING SUPPORT	48,314.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 21 (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>
DREAMYARD PROJECT, INC. 1085 WASHINGTON AVENUE BRONX, NY 10456	NONE PC	GENERAL OPERATING SUPPORT	472,778.
ECHO PARK FILM CENTER 1200 N. ALVARADO ST. LOS ANGELES, CA 90026	NONE PC	GENERAL OPERATING SUPPORT	72,471.
EVERYTOWN FOR GUN SAFETY SUPPORT FUND, INC. P.O. BOX 4184 NEW YORK, NY 10163	NONE PC	GENERAL OPERATING SUPPORT	243,051.
FARM SANCTUARY, INC. 3100 AIKENS ROAD WATKINS GLEN, NY 14891	NONE PC	GENERAL OPERATING SUPPORT	48,314.
FRIENDS OF THE LOS ANGELES RIVER LOS ANGELES RIVER CENTER AND GARDENS LOS ANGELES, CA 90065-1047	NONE PC	GENERAL OPERATING SUPPORT	47,322.
HELP ANIMALS INDIA 19215 32ND AVENUE N.E. 570 WEST AVENUE 26, STE. 250 SEATTLE, WA 98155	NONE PC	FOR ANIMAL NEPAL	24,157.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 21 (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>
HISPANIC SOCIETY OF AMERICA 613 WEST 155TH STREET NEW YORK, NY 10032	NONE PC	GENERAL OPERATING SUPPORT	9,663.
INSTITUT CURIE 26 RUE D ULM PARIS FRANCE 75005	NONE NC	RESEARCH IN PEDIATRIC ONCOLOGY	938,834.
INTL FRIENDS OF THE NATURAL HISTORY MUSEUM LONDON, 5614 CONNECTICUT AVENUE, NW, SUITE 202 WASHINGTON, DC 20015	NONE PC	NATURAL HISTORY MUSEUM IN LONDON	2,944.
JOHN F. KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F STREET, NW WASHINGTON, DC 20566-0001	NONE PC	BUILDING THE FUTURE CAMPAIGN	699,499.
KCRW FOUNDATION, INC. 1900 PICO BOULEVARD SANTA MONICA, CA 90405	NONE PC	KCRW CAMPAIGN	1,892,874.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE PC	GENERAL OPERATING SUPPORT	972,203.

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

ATTACHMENT 21 (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	4,840.
METROPOLITAN OPERA ASSOCIATION, INC. 30 LINCOLN CENTER PLAZA NEW YORK, NY 10023	NONE PC	SATURDAY MATINEE BROADCASTS	467,128.
MPALA RESEARCH TRUST P.O. BOX 555 NANYUKI KENYA 10400	NONE NC	MPALA LIVE! PROJECT OF THE MPALA RESEARCH CENTRE	120,786.
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE PC	MOMENTUM FUND	324,221.
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE PC	DISCRETIONARY FUND FOR THE DIRECTOR	241,571.
NATIONAL AUDUBON SOCIETY, INC. 225 VARICK STREET, 7TH FLOOR NEW YORK, NY 10014	NONE PC	SEABIRD RESTORATION PROGRAM ACTIVITIES IN MAINE	97,266.

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

ATTACHMENT 21 (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 PUBLIC RADIO, INC. 1111 NORTH CAPITOL STREET, NE WASHINGTON, DC 20002	NONE PC	COLLABORATIVE COVERAGE INITIATIVE	622,215.
NATURE CONSERVANCY 4245 NORTH FAIRFAX DRIVE, SUITE 100 ARLINGTON, VA 22203	NONE PC	URBAN CONSERVATION PROGRAM IN LOS ANGELES	96,629.
NEW VENTURE FUND 1201 CONNECTICUT AVE. NW ARLINGTON, DC 20036	NONE PC	GENERAL OPERATING SUPPORT	243,051.
OCEAN ALLIANCE, INC. 32 HORTON STREET GLOUCESTER, MA 01930	NONE PC	GENERAL OPERATING SUPPORT	552,693.
ONE VOICE 1228 15TH STREET, SUITE C SANTA MONICA, CA 90404	NONE PC	SCHOLARS PROGRAM AND EMERGENCY RELIEF AND FAMILY PROGRAM	96,629.
OPERA FUOCO 12 RUE PIERRE ET MARIE CURIE PARIS FRANCE 75005	NONE NC	ANNENBERG FOUNDATION FUND	56,061.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 21 (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>
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	112,732.
PHILADELPHIA FOUNDATION 1234 MARKET STREET, SUITE 1800 PHILADELPHIA, PA 19107-3794	NONE PC	PENN HIGH SCHOOL INSTRUCTIONAL COACHING INSTITUTE	886,238.
POLAR BEARS INTERNATIONAL P.O. BOX 3008 BOZEMAN, MT 59772	NONE PC	TO SUPPORT MULTIMEDIA INITIATIVES	378,222.
SANTA CATALINA ISLAND CONSERVANCY LONG BEACH OFFICE 320 GOLDEN SHORE, SUITE 220 LONG BEACH, CA 90802	NONE PC	GENERAL OPERATING SUPPORT	19,326.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	NONE PC	GENERAL OPERATING SUPPORT	95,118.
SUNDANCE INSTITUTE 5900 WILSHIRE BLVD., SUITE 800 BEVERLY HILLS, CA 90036	NONE PC	GENERAL OPERATING SUPPORT	709,828.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 21 (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>
TANENBAUM CENTER FOR INTERRELIGIOUS UNDERSTANDING 254 WEST 31ST STREET, 7TH FLOOR NEW YORK, NY 10001	NONE PC	THE MULTIFAITH ALLIANCE FOR SYRIAN REFUGEES	4,831.
THE UCLA FOUNDATION UCLA WILSHIRE CENTER 10920 WILSHIRE BOULEVARD, SUITE 900 LOS ANGELES, CA 90024-6519	NONE PC	MEN'S AND WOMEN'S SOCCER ONE GOAL CAMPAIGN	1,868,512.
THE WALLIS ANNENBERG LEGACY FOUNDATION 2000 AVENUE OF THE STARS, SUITE 1000S LOS ANGELES, CA 90067	NONE POF	CHARITABLE MISSION AND PROGRAMS	10,145,992.
TORRANCE SOUTH BAY COMMUNITY CHURCH 2549 W. 190TH STREET TORRANCE, CA 90504	NONE PC	GENERAL OPERATING SUPPORT	9,663.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE PC	ANNENBERG LEADERSHIP INITIATIVE	2,773,123.
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	1,492,816.

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

ATTACHMENT 21 (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>
WEIDENFELD HOFFMANN TRUST BELSYRE COURT, 57 WOODSTOCK ROAD OXFORD UNITED KINGDOM OX2 6HJ	NONE NC	TO SUPPORT THE WEIDENFELD SCHOLARSHIPS AND LEADERSHIP PROGRAMME	70,622.
WILL GEER THEATRICUM BOTANICUM 1419 N. TOPANGA CANYON BLVD. TOPANGA, CA 90290	NONE PC	GENERAL OPERATING SUPPORT	94,644.
		TOTAL CONTRIBUTIONS APPROVED	<u>30,679,893.</u>

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

ATTACHMENT 22

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
FACEBOOK STREAMING REV (EXPLORE LLC)					617,084.
ADMINISTRATIVE SERVICE INCOME					522,572.
PHOTOGRAPHY SPACE EVENT INCOME					120,098.
CABLE/BROADCAST FEES					9,247.
DIGITAL LICENSE					995.
OTHER INCOME					2,560.
TOTALS					<u>1,272,556.</u>

FORM 990PF, PART XVI-B - ACCOMPLISHMENT OF EXEMPT PURPOSES

EXPLAIN BELOW HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART XVI-A CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF YOUR EXEMPT PURPOSES (OTHER THAN BY PROVIDING FUNDS FOR SUCH PURPOSES).

LINE NO.

10 ANNENBERG LEARNER ADVANCES EXCELLENT TEACHING IN AMERICAN SCHOOLS BY CREATING AND DISTRIBUTING MULTIMEDIA EDUCATIONAL RESOURCES FOR TEACHERS AND STUDENTS AND BY COMMUNICATING BEST TEACHING PRACTICES TO EDUCATORS, ADMINISTRATORS, AND THE PUBLIC. ANNENBERG LEARNER CONTRACTS WITH AWARD-WINNING MULTIMEDIA PRODUCERS WHO WORK WITH ACADEMIC AND PROFESSIONAL DEVELOPMENT EXPERTS IN EACH DISCIPLINE TO CREATE VIDEO, PRINT, AND WEB RESOURCES. ANNENBERG LEARNER PROVIDES FREE ACCESS TO DIGITAL FORMATS THROUGH ITS WEBSITE: WWW.LEARNER.ORG AND ALSO DISTRIBUTES DVD AND TELECOURSE LICENSES FOR THESE MATERIALS TO ENCOURAGE THE DEVELOPMENT OF MORE EFFECTIVE WAYS TO SHARE IDEAS AND KNOWLEDGE.

11B THE ANNENBERG SPACE FOR PHOTOGRAPHY AND SKYLIGHT STUDIOS ARE DEDICATED TO EXHIBITING COMPELLING PHOTOGRAPHY AND TO PROVIDING MULTI-MEDIA CONTENT THAT COMPLEMENTS AND EXTENDS THE PHOTOGRAPHY SPACE EXHIBITS. EVENTS INCLUDE LECTURES AND MEET & GREETES, OFTEN FEATURING WELL-KNOWN AND UP AND COMING PHOTOGRAPHERS. ADMISSION TO BOTH SPACES IS FREE. AS PART OF THE EDUCATIONAL EXPERIENCE, GUESTS TO THE SPACES CAN PURCHASE PHOTOGRAPHY BOOKS AND POSTCARDS AS WELL AS OTHER ITEMS RELATED TO THE EXHIBITS. HANDS ON EDUCATIONAL

FORM 990PF, PART XVI-B - ACCOMPLISHMENT OF EXEMPT PURPOSES

EVENTS AND WORKSHOPS ARE PERIODICALLY OFFERED FOR A NOMINAL FEE.

THE ANNENBERG FOUNDATION'S EXPLORE ANNENBERG LLC TEAMED UP WITH FACEBOOK TO PARTICIPATE IN THE FACEBOOK LIVE BETA PROGRAM. WITH THE PROGRAM, EXPLORE ANNENBERG LLC BROADCASTED LIVE CAM FOOTAGE INTO THE EXPLORE, DOG BLESS YOU, AND RELATED FACEBOOK PAGES TO SHARE CONTENT FROM LIVE CAMERAS POSITIONED ON ANIMALS AND UNIQUE PLACES AROUND THE WORLD.

SCHEDULE D (Form 1041)

Capital Gains and Losses

OMB No. 1545-0092

Department of the Treasury Internal Revenue Service

Attach to Form 1041, Form 5227, or Form 990-T. Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10. Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

2016

Name of estate or trust: THE ANNENBERG FOUNDATION; Employer identification number: 23-6257083

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

Table for Part I with columns for (d) Proceeds, (e) Cost, (g) Adjustments, and (h) Gain or (loss). Rows include totals for short-term transactions and lines 4 through 7.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

Table for Part II with columns for (d) Proceeds, (e) Cost, (g) Adjustments, and (h) Gain or (loss). Rows include totals for long-term transactions and lines 11 through 16.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2016

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions <i>before</i> completing this part.				
17 Net short-term gain or (loss)	17			-343,374.
18 Net long-term gain or (loss):				
a Total for year	18a			8,669,257.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	18b			
c 28% rate gain	18c			
19 Total net gain or (loss). Combine lines 17 and 18a.	19			8,325,883.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **don't** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation			
20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:			
a The loss on line 19, column (3) or b \$3,000	20	()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:	
• Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or	
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.	

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,550	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$12,400	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15% (0.15)	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% (0.20)	41		
42 Figure the tax on the amount on line 27. Use the 2016 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2016 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	45		

Schedule D (Form 1041) 2016