

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

2011

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

For calendar year 2011 or tax year beginning **07/01, 2011**, and ending **12/31, 2011**

Name of foundation
THE ANNENBERG FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
101 WEST ELM STREET 640

City or town, state, and ZIP code
CONSHOHOCKEN, PA 19428

A Employer identification number
23-6257083

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

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 1,533,234,915.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		354,287.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		359,024.	408,824.		
4 Dividends and interest from securities		8,213,433.	16,247,215.		
5a Gross rents		109,434.	109,434.		
b Net rental income or (loss)		-2,166.			
6a Net gain or (loss) from sale of assets not on line 10		7,915,450.			
b Gross sales price for all assets on line 6a		1,297,787,941.			
7 Capital gain net income (from Part IV, line 2)			33,007,777.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances		756,022.			
b Less: Cost of goods sold		176,506.			
c Gross profit or (loss) (attach schedule)		579,516.		595,831.	
11 Other income (attach schedule)		2,978.	-3,781,538.		
12 Total. Add lines 1 through 11		17,534,122.	45,991,712.	595,831.	
13 Compensation of officers, directors, trustees, etc.		613,300.	131,064.		433,804.
14 Other employee salaries and wages		3,205,745.	11,135.	277,502.	3,100,998.
15 Pension plans, employee benefits		1,265,085.	30,745.	95,522.	1,011,665.
16a Legal fees (attach schedule) ATCH 3		1,139,631.	11,954.	7,810.	1,090,729.
b Accounting fees (attach schedule) ATCH 4		82,453.			75,997.
c Other professional fees (attach schedule) *		17,487,857.	7,811,091.		9,596,273.
17 Interest					
18 Taxes (attach schedule) (see instructions) **		-5,347,956.		-9.	-31,806.
19 Depreciation (attach schedule) and depletion		1,671,769.	32.	3,514.	
20 Occupancy		1,595,169.	23,031.	106,674.	1,469,721.
21 Travel, conferences, and meetings		811,170.	115.	20,307.	875,769.
22 Printing and publications		121,589.		22,326.	99,263.
23 Other expenses (attach schedule) ATCH 7		1,349,144.	-23,986.	62,185.	1,430,498.
24 Total operating and administrative expenses. Add lines 13 through 23		23,994,956.	7,995,181.	595,831.	19,152,911.
25 Contributions, gifts, grants paid		18,828,826.			33,912,277.
26 Total expenses and disbursements. Add lines 24 and 25		42,823,782.	7,995,181.	595,831.	53,065,188.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		-25,289,660.			
b Net investment income (if negative, enter -0-)			37,996,531.		
c Adjusted net income (if negative, enter -0-)					

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Operating and Administrative Expenses

Part II Balance Sheets		Beginning of year		End of year
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	7,538.	7,338.	7,338.
	2 Savings and temporary cash investments	60,307,753.	155,260,916.	155,260,916.
	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	567,053.	546,423.	546,423.
	9 Prepaid expenses and deferred charges	154,530.	644,683.	644,683.
	10 a Investments - U.S. and state government obligations (attach schedule) **	88,037,504.	107,630,576.	107,630,576.
	b Investments - corporate stock (attach schedule) ATCH 9	469,417,893.	353,321,093.	353,321,093.
	c Investments - corporate bonds (attach schedule) ATCH 10	220,243,651.	171,199,258.	171,199,258.
	11 Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 11	852,058,205.	709,239,279.	709,239,279.	
14 Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶	27,217,061.			
	10,617,671.			
15 Other assets (describe ▶ ATCH 12)	7,565,603.	18,785,959.	18,785,959.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,720,105,771.	1,533,234,915.	1,533,234,915.	
Liabilities	17 Accounts payable and accrued expenses	1,601,274.	2,155,420.	
	18 Grants payable	154,778,059.	109,372,493.	
	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)	6,978,221.	488,834.	
23 Total liabilities (add lines 17 through 22)	163,357,554.	112,016,747.		
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	1,556,747,217.	1,421,217,168.	
	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)	1,556,748,217.	1,421,218,168.		
31 Total liabilities and net assets/fund balances (see instructions)	1,720,105,771.	1,533,234,915.		

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	1,556,748,217.
2 Enter amount from Part I, line 27a	2	-25,289,660.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 14	3	39,006.
4 Add lines 1, 2, and 3	4	1,531,497,563.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 15	5	110,279,395.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,421,218,168.

**ATCH 8

Part IV Capital Gains and Losses for Tax on Investment Income

Table with columns for property description, acquisition method, date, and gain/loss. Includes rows for gross sales price, depreciation, cost basis, and net capital gain/loss.

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 [X] No

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

Table with columns for base period years, adjusted qualifying distributions, net value of noncharitable-use assets, and distribution ratio. Includes rows for 2010-2006 and summary calculations.

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 759,931. Row 2: Domestic foundations... 759,931. Row 3: All other domestic foundations... 759,931. Row 4: Tax under section 511... 0. Row 5: Add lines 1 and 2... 759,931. Row 6: Subtitle A (income) tax... 0. Row 7: Tax based on investment income... 759,931. Row 8: Credits/Payments... 779,140. Row 9: Total credits and payments... 779,140. Row 10: Tax due... 19,209. Row 11: Overpayment... 19,209.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and a third column). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... No (X). Row 1b: Did it spend more than \$100 during the year... No (X). Row 1c: Did the foundation file Form 1120-POL for this year? No (X). Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? No (X). Row 3: Has the foundation made any changes, not previously reported to the IRS... No (X). Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? No (X). Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? Yes (X). Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? No (X). Row 6: Are the requirements of section 508(e) satisfied either: By language in the governing instrument, or By state legislation... Yes (X). Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? Yes (X). Row 8a: Enter the states to which the foundation reports or with which it is registered... CA, DC, PA. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... Yes (X). Row 9: Is the foundation claiming status as a private operating foundation... No (X). Row 10: Did any persons become substantial contributors during the tax year? No (X).

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address WWW.ANNENBERGFOUNDATION.ORG
14 The books are in care of PAUL J MANGANIELLO Telephone no 610-341-9268
Located at 101 WEST ELM STREET, SUITE 640 CONSHOHOCKEN, PA ZIP+4 19428-2016
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15
16 At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ATTACHMENT 16

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?

Part VII-B Statement regarding Activities for Which Form 4720 May Be Required (continued)

- 5a During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
 - (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
 - (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
 - (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	X	
6b		X
7b		

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

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

(a) Name and address	(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
ATTACHMENT 17		387,746.	85,916.	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
ATTACHMENT 18		572,129.	93,983.	0

Total number of other employees paid over \$50,000 ▶ 17

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
ATTACHMENT 19		3,192,814.
Total number of others receiving over \$50,000 for professional services		37

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 COMPANION ANIMAL CENTER LLC (LOS ANGELES, CA)	5,161,082.
SEE GENERAL EXPLANATION STATEMENTS.	
2 ANNENBERG SPACE FOR PHOTOGRAPHY (LOS ANGELES, CA)	3,174,769.
SEE GENERAL EXPLANATION STATEMENTS.	
3 METABOLIC STUDIO LLC (LOS ANGELES, CA)	3,028,217.
SEE GENERAL EXPLANATION STATEMENTS.	
4 EXPLORE ANNENBERG LLC (LOS ANGELES, CA)	2,217,889.
SEE GENERAL EXPLANATION STATEMENTS.	

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	1,513,957,524.
b	Average of monthly cash balances	1b	90,202,882.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,604,160,406.
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	1,604,160,406.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,062,406.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,580,098,000.
6	Minimum investment return. Enter 5% of line 5	6	39,718,310.

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	39,718,310.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	759,931.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	759,931.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,958,379.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	38,958,379.
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	38,958,379.

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	53,065,188.
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	
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	53,065,188.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	53,065,188.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				38,958,379.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 167,948,913.				
b From 2007 159,335,780.				
c From 2008 91,822,143.				
d From 2009 69,418,626.				
e From 2010 21,545,164.				
f Total of lines 3a through e	510,070,626.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 53,065,188.				
a Applied to 2010, 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 2011 distributable amount				38,958,379.
e Remaining amount distributed out of corpus	14,106,809.			
5 Excess distributions carryover applied to 2011 (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:	524,177,435.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	167,948,913.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	356,228,522.			
10 Analysis of line 9				
a Excess from 2007 159,335,780.				
b Excess from 2008 91,822,143.				
c Excess from 2009 69,418,626.				
d Excess from 2010 21,545,164.				
e Excess from 2011 14,106,809.				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2011, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include 2b, 2c, 2d, 2e, 3, 3a, 3b, 3c.

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

1 Information Regarding Foundation Managers:

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

ATTACHMENT 20

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 of the person to whom applications should be addressed:

ATTACHMENT 21

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

ATTACHMENT 22

c Any submission deadlines:

ATTACHMENT 23

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

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>ATTACHMENT 24</p>				
Total				▶ 3a 64,245,610.
<p><i>b Approved for future payment</i></p> <p>ATTACHMENT 25</p>				
Total				▶ 3b 109,372,493.

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 3 columns: Question, Yes, No. Rows 1a(1), 1a(2), 1b(1), 1b(2), 1b(3), 1b(4), 1b(5), 1b(6), 1c.

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

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... b If "Yes," complete the following schedule.

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

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: P.J.M. Date: 11/9/12. Title: DIRECTOR OF FINANCE, TREASURER.

Paid Preparer Use Only Print/Type preparer's name: FRANK GIARDINI Preparer's signature: Frank Giardini Firm's name: GRANT THORNTON LLP Firm's address: 2001 MARKET STREET, SUITE PHILADELPHIA, PA

Schedule of Contributors

2011

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

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

Organization type (check one):

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

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

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

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization THE ANNENBERG FOUNDATION

Employer identification number
23-6257083

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CALIFORNIA COMMUNITY FOUNDATION UNION BANK BUILDING, 455 S FIGUEROA ST LOS ANGELES, CA 90071	\$ 54,287.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MILLER-WORLEY CHARITABLE FOUNDATION 1111 BARBERRY ROAD BRYN MAWR, PA 19010	\$ 300,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE ANNENBERG FOUNDATION

Employer identification number
23-6257083

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

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

Name of organization THE ROSENBERG FOUNDATION

Employer identification number
23-6257083

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

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

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

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)	
1297787941		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES 1289879639				P	7,908,302.	
		PASSTHROUGH SHORT TERM CAPITAL GAINS PROPERTY TYPE: SECURITIES				P	520,548.	
		PASSTHROUGH LONG TERM CAPITAL GAINS					9,917,265.	
		PASSTHROUGH BASIS ADJUSTMENT PROPERTY TYPE: OTHER				P	14661662.	
TOTAL GAIN (LOSS)							<u>33007777.</u>	

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

COMPANION ANIMAL CENTER LLC (WORKING TITLE)-(LOS ANGELES, CA)
THE FOUNDATION WORKED FOR APPROXIMATELY FIVE YEARS DEVELOPING THE CONCEPT OF A DISCOVERY PARK AT LOWER POINT VICENTE, IN CONCERT WITH THE RANCHO PALOS VERDES (RPV) COMMUNITY. THE RPV CITY COUNCIL, IN SEPTEMBER, 2008, VOTED TO HAVE THE ANNENBERG FOUNDATION ENTER INTO THE ENTITLEMENT PHASE FOR THE PROJECT.

THE PROJECT WAS INTENDED TO DIRECTLY SERVE THE GREATER LOS ANGELES AREA AND WAS INDIRECTLY, THROUGH EXAMPLE, INTENDED TO BE A NATIONAL LEADER IN THE AREAS OF URBAN ECOLOGY, HUMANE EDUCATION, EXPERIENTIAL LEARNING, AND SUSTAINABILITY. THE PROJECT WAS TO INCLUDE AN INTERPRETIVE CENTER WHICH WOULD CONTAIN, AMONG OTHER THINGS - INTERACTIVE EDUCATIONAL EXHIBITS, A HIGH-TECHNOLOGY MULTI-PURPOSE ROOM/THEATER, A COMPANION ANIMAL ADOPTION PROGRAM AND FORMAL CLASSROOMS -- WHERE PEOPLE OF ALL AGES COULD LEARN ABOUT THEIR CONNECTIONS TO HABITATS, WILDLIFE AND DOMESTIC ANIMALS WHILE DEVELOPING RESPECT FOR THE ENVIRONMENT AND THE COMPASSIONATE TREATMENT OF ALL LIVING THINGS.

WHILE THE PROJECT ACHIEVED A SIGNIFICANT LEVEL OF SUPPORT FROM THE COMMUNITY DUE TO A VARIETY OF OUTREACH EFFORTS, LATE IN THE PLANNING APPROVAL PROCESS QUESTIONS ABOUT LAND USE QUALIFICATIONS IN THE DEED FROM THE NATIONAL PARK SERVICE TO THE COUNTY OF LOS ANGELES AND TO THE CITY OF RANCHO PALOS VERDES CREATED THE SPECTER OF A SERIES OF SIGNIFICANT DELAYS IN THE APPROVAL PROCESS. DURING 2011, AN APPLICATION BETWEEN THE FOUNDATION, THE CITY OF RANCHO PALOS VERDES AND THE STATE'S OFFICE OF GRANTS AND LAND MANAGEMENT (OGALS) WAS BEING WORKED ON TO ADDRESS THESE ISSUES. THIS APPLICATION WAS A COMPREHENSIVE DOCUMENT RELATING TO LAND USE IN RANCHO PALOS VERDES AND ITS NECESSITY CAME TO THE FOUNDATION'S ATTENTION WHEN THE DRAFT ENVIRONMENTAL IMPACT REPORT WAS RELEASED IN 2010 (AND NOT PRIOR TO THIS).

IN AUGUST 2011, DUE TO THE LAND USE ISSUES DESCRIBED ABOVE, THE ANNENBERG FOUNDATION RESCINDED THE APPLICATION TO BUILD IN RPV AND BEGAN TO LOOK FOR MORE PROMISING ALTERNATIVE SITES. THE EXPERIENCE OF THE FOUNDATION IN RPV HAS SHAPED THE APPROACH MOVING FORWARD.

SPENDING ON THE PROJECT IN RANCHO PALOS VERDES RAPIDLY CURTAILED; CONTRACTORS AND STAFF WERE GIVEN NOTICE AND EITHER REASSIGNED OR LET GO. THE GENERAL MANAGER OF THE PROJECT REMAINED TO HELP BEGIN A NEW SITE SEARCH AND THE CONTRACTED PROJECT MANAGER WAS AVAILABLE AT A REDUCED RATE TO CONSULT AS NEEDED.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

THE FOUNDATION WORKED WITH ITS CONTRACTED PROJECT MANAGER, WHO IN TURN CONSULTED SEVERAL OF THE VENDORS AND THE PROJECT CONSTRUCTION MANAGER, TO DETERMINE ON A VENDOR BY VENDOR BASIS WHAT PORTION OF THE \$6.1 MILLION CONSTRUCTION IN PROCESS COSTS INCURRED ON PROJECT DEVELOPMENT AND DESIGN TO DATE WOULD BE PORTABLE TO AN ALTERNATE SITE, AND WHAT PORTION WAS SPECIFIC TO THE RANCHO PALOS VERDES, CA LOCATION. A TOTAL \$4.75 MILLION OF THE \$6.1 MILLION CONSTRUCTION IN PROCESS (INCLUDED IN PRIOR YEARS' PROPERTY AND EQUIPMENT ASSETS) WAS DEEMED SITE-SPECIFIC AND WAS WRITTEN OFF TO COMPANION ANIMAL CENTER LLC DIRECT PROGRAM EXPENSE FOR THE SIX MONTH PERIOD ENDING DECEMBER 31, 2011.

THE ANNENBERG SPACE FOR PHOTOGRAPHY (LOS ANGELES, CA)
THE ANNENBERG SPACE FOR PHOTOGRAPHY IS A CULTURAL DESTINATION DEDICATED TO EXHIBITING COMPELLING PHOTOGRAPHY. IT IS THE FIRST SOLELY PHOTOGRAPHIC CULTURAL DESTINATION IN LOS ANGELES. ANNENBERG SPACE FOR PHOTOGRAPHY CONVEYS A RANGE OF HUMAN EXPERIENCES AND SERVES AS AN EXPRESSION OF THE PHILANTHROPIC WORK OF THE ANNENBERG FOUNDATION AND ITS DIRECTORS. THE INTIMATE ENVIRONMENT FEATURES STATE-OF-THE-ART, HIGH-DEFINITION DIGITAL TECHNOLOGY AS WELL AS TRADITIONAL PRINTS BY SOME OF THE WORLD'S MOST RENOWNED AND EMERGING PHOTOGRAPHERS. THE EXHIBITS CHANGE THREE TIMES A YEAR, HOWEVER THE COMMON THREAD THROUGHOUT IS ONE OF RICH EMOTION. THE PHOTOGRAPHY SPACE INFORMS AND INSPIRES THE PUBLIC BY CONNECTING PHOTOGRAPHERS, PHILANTHROPY AND THE HUMAN EXPERIENCE THROUGH POWERFUL IMAGERY AND STORIES. ADMISSION IS FREE, AND A WEEKLY LECTURE SERIES IS OFFERED AT NO CHARGE TO THE PUBLIC.

WWW.ANNENBERGSPACEFORPHOTOGRAPHY.ORG

FISCAL YEAR 2011 (JULY 1, 2011 - DECEMBER 31, 2011)

* PUBLIC WALK-IN ATTENDANCE: 45,800

* ATTENDANCE AT OPENING-WEEK EVENTS & SPECIAL EVENTS: 799

* NUMBER OF EXHIBITS: 2

(1) BEAUTY CULTURE (5/28/2011 -11/27/2011)

(2) DIGITAL DARKROOM (12/17/2011-5/28/2012)

* NUMBER OF WEEKLY THURSDAY NIGHT LECTURES: 21

* NUMBER OF PEOPLE ATTENDING LECTURES: 3,793 (AVERAGE OF 181 PEOPLE PER LECTURE)

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SINCE OPENING MARCH 27, 2009 TO JULY 18, 2012:

* PUBLIC WALK-IN ATTENDANCE: 207,227

* ATTENDANCE AT OPENING-WEEK EVENTS & SPECIAL EVENTS: 5,291

* NUMBER OF EXHIBITS: 8

(1) L8S ANGLES (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)

* NUMBER OF WEEKLY THURSDAY NIGHT LECTURES: 134

* NUMBER OF PEOPLE ATTENDING LECTURES: 22,738 (AVERAGE OF 173 PEOPLE PER LECTURE)

* NUMBER OF PEOPLE RECEIVING OUR ENEWSLETTER: APPROX. 18,000

* NUMBER OF WEBSITE VISITORS: 23,509

* NUMBER OF PAGE VIEWS: 57,014

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

METABOLIC STUDIO LLC (LOS ANGELES, CA)
THE METABOLIC STUDIO AWARDED GRANTS TO 37 UNIQUE NON-PROFIT ORGANIZATIONS IN THE TOTAL AMOUNT OF \$2,186,555. OF THAT AMOUNT, \$727,805 WAS GIVEN TOWARDS THE ARTS, \$585,000 TOWARDS CIVIC ENGAGEMENT, \$366,750 TOWARDS AGRICULTURE AND ENVIRONMENT, \$250,000 TOWARDS DISASTER RELIEF AND \$257,000 TOWARDS VETERANS-FOCUSED ORGANIZATIONS.

THE METABOLIC STUDIO, A DIRECT CHARITABLE ACTIVITY OF THE ANNENBERG FOUNDATION, IS AN ORGANIZATION FOCUSED ON SOCIAL BROWNFIELDS - LOCATIONS THAT FOR ENVIRONMENTAL, POLITICAL, OR OTHER REASONS ARE UNABLE TO SUPPORT LIFE. THE METABOLIC STUDIO USES CREATIVE ENDEAVOR TO GALVANIZE TRANSITION WITHIN COMPLEX BUREAUCRACIES. THE STUDIO CONCENTRATES ON AREAS WITHIN THE ARTS, CIVICS AND COMMUNITY, AGRICULTURE AND ENVIRONMENT, DISASTER RELIEF AND VETERANS' ISSUES.

IN FISCAL STUB YEAR 2011 THE METABOLIC STUDIO HAS CONTINUED WORKING WITH THE HISTORIC STATE PARK IN DOWNTOWN LOS ANGELES TO MAINTAIN THE ANABOLIC MONUMENT, A SIXTEEN-ACRE METABOLIC SCULPTURE; AND SUPPORT FREE PUBLIC PROGRAMMING THAT EXPLORES, AMONG OTHER SUBJECTS, WATER, SEED, SOIL-BUILDING, REMEDIATION, SUSTAINABILITY, AND COMMUNITY PROCESS. ADDITIONALLY, USING RAINWATER GATHERED IN ROOFTOP CATCHMENTS, THE METABOLIC STUDIO PROVIDES WATER FOR THE STATE PARK'S IRRIGATION NEEDS. THE METABOLIC STUDIO IS NOW IN ITS THIRD YEAR OF OPERATING FROM THE VA WEST LOS ANGELES MEDICAL CENTER PROPERTY (VA-WLA). HERE, AMONG MANY OTHER ACTIONS, IT HAS PRODUCED A POSITION PAPER TITLED PRESERVING A HOME FOR VETERANS. THE METABOLIC STUDIO POSITION PAPER ADDRESSES CURRENT LAND USE ISSUES AT THE VA-WLA. IT EXAMINES AND EXPLAINS THE HISTORIC DEEDS OF 1888 THAT GOVERNS THIS LAND THAT WAS GIVEN TO THE FEDERAL GOVERNMENT TO PRESERVE AS A HOME TO VETERANS. IT IS INTENDED TO STIMULATE PUBLIC AWARENESS AND CATALYZE ACTION IN REGARD TO VETERANS' HOMELESSNESS IN LOS ANGELES AND COMMUNICATE THAT WE CAN AND MUST DO MORE FOR OUR VETERANS. THE METABOLIC STUDIO WORKING WITH ITS VETERANS PRINT SHOP WORKED TOWARDS DESIGNING AND PUBLISHING A POSITION PAPER POCKET BOOK TO CONTINUE ITS DISTRIBUTION OF PRESERVING A HOME FOR VETERANS.

ALSO ON THE VA-WLA CAMPUS, AT THE CALIFORNIA VETERANS HOME OF WEST LOS ANGELES (CALVETS), THE METABOLIC STUDIO HAS INITIATED AND CONTINUES TO MAINTAIN A THERAPEUTIC VEGETABLE GARDEN FOR THE ENJOYMENT AND PARTICIPATION OF VETERANS. THE METABOLIC STUDIO'S CONTINUED PRESENCE AT (CALVETS) HAS MADE A SIGNIFICANT IMPACT AS A TEAM OF ARTISTS AND VOLUNTEERS AT THE VA-WLA CREATED EVENTS FOR VETERANS THAT INCLUDE HOLIDAY EVENTS/INSTALLATIONS AND A NEW VETERAN COMMUNITY JUICING PROGRAM.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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. ON VETERANS DAY 11/11/11, THE METABOLIC STUDIO HONORED ALL VETERANS PAST AND PRESENT BY RAISING AN 80-FOOT AMERICAN FLAG ON THE NATIONAL MALL IN WASHINGTON D.C.

THE VETERANS PRINT SHOP (VPS) OFFERS ANOTHER EXAMPLE OF THE STUDIO'S COMMITMENT TO THE LOS ANGELES VETERAN COMMUNITY. NOT ONLY IS THE VPS A FULLY FUNCTIONING PRINT SHOP, IT ALSO ACTS AS AN OCCUPATIONAL TRAINING PROGRAM, WHICH PROVIDES VETERANS WITH SKILLS THAT ARE REUSABLE IN THE PRINTING INDUSTRY. THE STRAWBERRY BULLETIN, A NEWSPAPER THAT SERVES THE VETERAN POPULATION IN GREATER LOS ANGELES AND ADDRESSES CURRENT VETERAN TOPICS, CONTINUES TO BE PRODUCED COMPLETELY IN-HOUSE AT THE VPS. SUCH REAL-WORLD PROJECTS AS THIS PROVIDE VETERANS WITH REAL WORK EXPERIENCE THAT SURPASSES ANY OFFERED BY THE VA SYSTEM.

IN THE OWENS VALLEY, THE METABOLIC STUDIO CONTINUES TO WORK TOWARD A PUBLIC COMMEMORATION OF THE ONE HUNDREDTH ANNIVERSARY OF THE LOS ANGELES AQUEDUCT. AS A COMPONENT OF ITS CONSIDERATION OF A CENTURY OF WATER USE, THE STUDIO CREATED THE DWP IOU GARDEN ON MAIN STREET IN LONE PINE, CALIFORNIA. IN FISCAL STUB YEAR 2011 THE IOU GARDEN CONTINUES TO PRODUCE AND DISTRIBUTE FREE ORGANIC SOIL TO THE OWENS VALLEY COMMUNITY AND PROVIDES BOTH A FOOD-GROWING SITE FOR LOCAL FOOD BANKS AND A LOCUS FOR COMMUNITY EDUCATION AND DISCUSSION. IN THIS REGARD THE GARDEN TAUGHT FREE WEEKLY PUBLIC WORKSHOPS ON SUSTAINABLE GROWING PRACTICES DURING THE SUMMER GROWING SEASON, AND HOSTED REGULAR OPEN CONVERSATIONS ABOUT DUST MITIGATION ISSUES AT THE OWENS LAKE DRY LAKEBED. IN DOWNTOWN LOS ANGELES, THE METABOLIC STUDIO ALSO BEGAN PLANNING AND DESIGN ON SIEMPRE AGUA. IT WILL CONSIST OF AN AQUEDUCT DIVERTING WATER FROM THE LOS ANGELES RIVER, A 60-FOOT WATER WHEEL TO LIFT AND DELIVER THE WATER, AND A WETLAND TO TREAT AND STORE IT FOR BENEFICIAL USE AT THE LOS ANGELES HISTORIC STATE PARK. SIEMPRE AGUA WILL ULTIMATELY OFF-SET THE STATE PARKS ANNUAL DEMANDS TOTALING APPROXIMATELY 80 ACRE-FEET OF WATER, SAVING OVER \$101,000 EACH YEAR IN WATER COSTS AND USAGE.

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

EXPLORE ANNENBERG LLC (LOS ANGELES, CA)
EXPLORE ANNENBERG LLC, EXPLORE, IS A PHILANTHROPIC MULTIMEDIA PROJECT OF THE ANNENBERG FOUNDATION WHOSE MISSION IS TO CHAMPION THE SELFLESS ACTS OF OTHERS, CREATE A PORTAL INTO THE SOUL OF HUMANITY AND INSPIRE LIFELONG LEARNING.

EXPLORE SHOWCASES THE SELFLESS ACTS OF INDIVIDUALS AND NON-PROFIT ORGANIZATIONS AROUND THE WORLD THROUGH DOCUMENTARIES, SHORT FILMS, PHOTOGRAPHS, LIVE CAMS, WEB CONTENT AND SOCIAL MEDIA.

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

IN THE YEAR JULY 1, 2011 THROUGH DECEMBER 31, 2011, \$2,388,500 WAS AWARDED TO 27 NON-PROFIT ORGANIZATIONS. THE GRANTEES WERE IDENTIFIED DURING FACT-FINDING MISSIONS, MEETINGS, AND SPECIALS PROJECTS.

SEVERAL PROJECTS ARE HIGHLIGHTED BELOW:

* LINK TV, TO PROVIDE SUPPORT FOR A NATIONAL NETWORK USING DIGITAL TECHNOLOGY TO OFFER NEWS, CURRENT EVENTS, AND CULTURAL STORIES. GRANT: \$800,000

* TEACH FOR AMERICA, TO PROVIDE SUPPORT FOR THE TEACH FOR AMERICA - MISSISSIPPI DELTA REGION. GRANT: \$100,000

* NATIONAL DISASTER SEARCH DOG FOUNDATION, TO PROVIDE SUPPORT TO TRAIN AND PAIR SEARCH AND RESCUE DOGS WITH FIREFIGHTERS AND OTHER FIRST RESPONDERS. GRANT: \$100,000

* AEGIS TRUST, TO PROVIDE SUPPORT FOR THE GENERAL OPERATIONS AND SUSTAINABILITY OF THE KIGALI GENOCIDE MEMORIAL, MEMORIAL GARDENS, KIGALI MEMORIAL CENTRE, THE WALL OF NAMES, AND THE NATIONAL GENOCIDE ARCHIVE OF THE CENTRE. GRANT: \$50,000

SEVERAL FACT-FINDING MISSIONS, MEETINGS AND SPECIAL PROJECTS BELOW RESULTED IN GRANTS:

* VANCOUVER, BRITISH COLUMBIA: GLOBAL CIVIC POLICY SOCIETY, THE ORGANIZATION UNDERTAKES AND FUNDS RESEARCH THAT SUPPORTS THE SOCIAL, ENVIRONMENTAL, AND ECONOMIC RESILIENCE OF CANADIAN COMMUNITIES, MOST OFTEN THROUGH PARTNERSHIPS WITH EDUCATION INSTITUTIONS, AND DISSEMINATES THE RESULTS OF THAT RESEARCH WITHOUT RESTRICTION TO THE PUBLIC TO

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

STIMULATE DISCUSSION. GRANT: \$500,000

* SOUTH DAKOTA: NATIONAL CENTER FOR CRAFTSMENSHIP FOR THE PINE RIDGE RESERVATION RESTORATION PROJECT TO SUPPORT CULTURAL AWARENESS AND BUILD COMMUNITY THROUGH THE RESTORATION OF A TRADITIONAL LAKOTA CEREMONY GROUNDS AND FACILITY. GRANT \$300,000

* MISSISSIPPI: GRANTS: \$180,000 AWARDED TEACH FOR AMERICA - MISSISSIPPI DELTA REGION \$100,000, CLARKSDALE MUNICIPAL SCHOOL DISTRICT \$50,000, SHAW SCHOOL DISTRICT \$25,000, AND SPRING INITIATIVE, INC. \$5,000.

* ACTON, CA: WOLF CONNECTION RANCH AND THE YOUTH EDUCATION AND EMPOWERMENT PROGRAM. GRANT: \$58,000 AWARDED SPRING OF EVOLUTION, INC.

* CHURCHILL, MANITOBA: TUNDRA CONNECTIONS PROGRAM. GRANT: \$50,000 AWARDED POLAR BEARS INTERNATIONAL.

DOG BLESS YOU

THE DOG BLESS YOU (DBY) INITIATIVE CONTINUED TO GROW IN THE YEAR JULY 1, 2011 THROUGH DECEMBER 31, 2011. DBY HIGHLIGHTS THE VALUE OF THE HUMAN AND ANIMAL BOND AS A RESOURCE FOR COMPANIONSHIP AND PSYCHOLOGICAL SUPPORT. USING THE POWER OF SOCIAL MEDIA, SPECIFICALLY FACEBOOK, THE "DOG BLESS YOU" COMMUNITY HAS OVER 300,000 MEMBERS. IN THE YEAR JULY 1, 2011 THROUGH DECEMBER 31, 2011, \$315,000 IN DOG BLESS YOU RELATED GRANTS WERE AWARDED TO 12 ORGANIZATIONS. DBY CHALLENGES INDIVIDUALS ON FACEBOOK TO CREATE AWARENESS AND GROW THE COMMUNITY. EXPLORE VIEWS THE DBY COMMUNITY AS AN ONGOING ASSET FOR PHILANTHROPIC GIVING. DOG BLESS YOU RAN SEVERAL "DOG BLESS U.S.A." CAMPAIGNS, FURTHER BUILDING THE COMMUNITY WITH A PLEDGE TO PAIR ONE SERVICE DOG WITH A VETERAN LIVING WITH POST TRAUMATIC STRESS DISORDER (PTSD) PER EVERY 5,000 LIKES. THE DOG BLESS U.S.A. CHALLENGES RESULTED IN SEVERAL GRANTS TO SERVICE DOGS ORGANIZATIONS INCLUDING, GRANTS: \$25,000 EACH TO PATRIOT PAWS SERVICE DOGS, CANINE COMPANIONS FOR INDEPENDENCE, WARRIOR CANINE CONNECTION, AND FREEDOM SERVICE DOGS.

LIVE CAMS (PEARLS OF THE PLANET)

IN THE YEAR JULY 1, 2011 THROUGH DECEMBER 31, 2011, EXPLORE LAUNCHED A NEW INITIATIVE TO BRING PEOPLE CLOSER TO NATURE USING LIVE CAMERAS ON BEAUTIFUL PLACES AND ANIMALS AROUND THE WORLD. DUBBED PEARLS OF THE PLANET, THE INITIATIVE SHOWED STRONG SIGNS OF TRACTION AND GROWTH AND ACTED AS A VEHICLE FOR PHILANTHROPIC GIVING, NGO PARTNERSHIPS AND WIDESPREAD INSPIRATION. THE POLAR BEAR CAM WAS CREATED THROUGH A PARTNERSHIP BETWEEN EXPLORE AND POLAR BEARS INTERNATIONAL GRANT: \$50,000.

IN NOVEMBER 2011, THE EXPLORE TEAM TRAVELED TO CHURCHILL TO MEET WITH POLAR BEARS INTERNATIONAL RESEARCHERS AND SCIENTISTS TO LEARN ABOUT AND CAPTURE THE POLAR BEARS ON THEIR MIGRATORY PATH THROUGH CHURCHILL. THE POLAR BEAR CAM STRIVES TO CREATE AWARENESS ABOUT GLOBAL WARMING BY

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SHOWING HOW TEMPERATURE AFFECTS THE POLAR BEAR MIGRATION FROM THE HUDSON BAY UNTIL THEY DEPART TO THEIR ICY HUNTING GROUNDS. PEARLS OF THE PLANET GENERATED INTERNATIONAL COVERAGE IN MORE THAN 1,000 MEDIA OUTLETS, INCLUDING PARTNERSHIPS WITH CNN, NATIONAL GEOGRAPHIC AND ASSOCIATED PRESS, AND COVERAGE THAT SPANNED TIME MAGAZINE, GOOD MORNING AMERICA, REUTERS AND AGENCE FRANCE PRESSE AND RESULTING IN MORE THAN 300,000 HOURS OF INSPIRING CONTENT CONSUMED IN THE LAST QUARTER OF 2011. IN THE YEAR JULY 1, 2011 THROUGH DECEMBER 31, 2011 NEW LIVE CAMERAS STREAMS ARE FEATURED ON EXPLORE.ORG AS A RESULT OF PARTNERSHIPS BETWEEN EXPLORE AND PREVIOUS GRANTS AWARDED TO VANCOUVER AQUARIUM, POLAR BEARS INTERNATIONAL, LONG BEACH AQUARIUM AND SAVE THE REDWOODS.

PRESS & DISTRIBUTION

PRESS AND DISTRIBUTION INCREASED DURING JULY 1, 2011 THROUGH DECEMBER 31, 2011 FROM FY11. FROM TV SEGMENTS ON CNN, MSNBC, AND STORIES ON CNN.COM, USA TODAY, HUFFINGTON POST, MASHABLE, KTLA, NPR, FOX NEWS, CHRISTIAN SCIENCE MONITOR, GLOBAL POST, INTERNATIONAL BUSINESS TIMES, AND HUNDREDS OF PLACEMENTS IN THE ASSOCIATED PRESS AND REUTERS, ADDITIONAL PUBLICATIONS, AND BLOGS TOTAL MEDIA IMPRESSIONS ESTIMATED IN THE MILLIONS. MEDIA IMPRESSIONS ARE THE NUMBER OF PEOPLE, WHO MAY HAVE SEEN AN ARTICLE, HEARD SOMETHING ON THE RADIO OR IN A PODCAST, WATCHED SOMETHING ON TELEVISION, OR READ SOMETHING ON A WEB PAGE OR BLOG. EXPLORE HAS COVERAGE IN OVER 1000 MEDIA OUTLETS WORLDWIDE.

BY DECEMBER 31, 2011:

- * 1,778,514 PEOPLE VISITED EXPLORE.ORG
- * 3,309,690 PEOPLE VIEWED PAGES ON EXPLORE.ORG
- * PEOPLE FROM OVER 223 COUNTRIES AND TERRITORIES VISITED EXPLORE.ORG
- * 14,000 PEOPLE "LIKE" THE EXPLORE TEAM FACEBOOK PAGE
(FACEBOOK.COM/EXPLORETEAM)
- * 300,000 PEOPLE "LIKE" THE EXPLORE DOGS (DOG BLESS YOU) FACEBOOK PAGE
(FACEBOOK.COM/EXPLOREDOGS)
- * 45,000 PEOPLE "LIKE" THE ENDANGERED ANIMALS FACEBOOK PAGE
(FACEBOOK.COM/ENDANGEREDANIMALS)
- * 40,000 PEOPLE "LIKE" THE CAT BLESS YOU FACEBOOK PAGE
(FACEBOOK.COM/EXPLORECATS)
- * @EXPLOREORG HAD 13,000 TWITTER FOLLOWERS
- * @DOGBLESSYOU HAD 3,500 TWITTER FOLLOWERS

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ALTHOUGH NOT ONE OF THE ANNENBERG FOUNDATION'S FOUR LARGEST DIRECT CHARITABLE ACTIVITIES DURING THE PERIOD JULY 1, 2011 THROUGH DECEMBER 31, 2011, THE ANNENBERG FOUNDATION PROVIDES THE FOLLOWING NARRATIVE ON ITS ANNENBERG LEARNER PROJECT FOR INFORMATIONAL PURPOSES.

ANNENBERG LEARNER (WASHINGTON, DC)
ANNENBERG LEARNER, AN INITIATIVE OF THE ANNENBERG FOUNDATION, ADVANCES EXCELLENT TEACHING IN AMERICAN SCHOOLS AND PROVIDES STUDENTS FROM KINDERGARTEN THROUGH COLLEGE WITH ONLINE MULTIMEDIA RESOURCES FOR LEARNING. THROUGH ITS ACCLAIMED WEB SITE: WWW.LEARNER.ORG, IT PROVIDES TEACHERS FREE ACCESS TO PROFESSIONAL DEVELOPMENT RESOURCES CONTRACTS WITH AWARD-WINNING VIDEO AND WEB PRODUCERS WORKING WITH ACADEMIC EXPERTS IN THE FIELD TO CREATE COMPREHENSIVE COURSES AND WORKSHOP SERIES FOR EDUCATORS IN ALL DISCIPLINE AREAS. THESE MULTIMEDIA RESOURCES (VIDEO, PRINT, AND WEB BASED) ARE DISTRIBUTED IN HARD COPY FORMAT (PRINT GUIDES AND DVDS) AS WELL AS IN ELECTRONIC FORM THROUGH ITS WEB SITE:
WWW.LEARNER.ORG

USERS CAN VIEW ALL RESOURCES INCLUDING VIDEO, PRINT MATERIALS AND INTERACTIVE EXHIBITS FOR FREE THROUGH LEARNER.ORG, WHICH WAS THE MOST USED SITE FOR TEACHER PROFESSIONAL DEVELOPMENT, BASED ON GOOGLE SEARCHES. THE MOST USED WORKSHOPS IN THE PAST YEAR HAVE BEEN TEACHING READING 3-5, INSIGHTS INTO ALGEBRA I AND PRIMARY SOURCES: WORKSHOPS IN AMERICAN HISTORY. TOP VIEWED COURSES IN 2011 WERE THE HABITABLE PLANET: A SYSTEMS APPROACH TO ENVIRONMENTAL SCIENCE, ART THROUGH TIME AND LEARNING MATH: GEOMETRY.

TWO NEW RESOURCES PREMIERED IN FY 2011: PHYSICS FOR THE 21ST CENTURY, A COURSE FOR PHYSICS TEACHERS TO LEARN ABOUT CURRENT RESEARCH IN HIGH ENERGY, SUB-ATOMIC PHYSICS AND COSMOLOGY, AND INVITATION TO WORLD LITERATURE, WHICH INTRODUCES CLASSIC AND MODERN WORKS OF LITERATURE FROM CULTURES AROUND THE WORLD.

ANNENBERG LEARNER CONTINUES ITS OUTREACH TO THE EDUCATION COMMUNITY WORKING WITH NATIONAL ORGANIZATIONS IN MATERIALS PRODUCTION AND DISTRIBUTION. STAFF ATTENDED NATIONAL CONFERENCES INCLUDING NORTH EAST CONFERENCE ON THE TEACHING OF FOREIGN LANGUAGES, NATIONAL SCIENCE TEACHER'S ASSOCIATION, NATIONAL COUNCIL FOR THE TEACHERS OF MATHEMATICS. THE GROUP'S FACEBOOK AND TWITTER PRESENCE GREW BY 163% WITH 1760 FOLLOWERS SEEING AND SHARING INFORMATION ABOUT ANNENBERG LEARNER RESOURCES BY THE END OF 2011.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

THE ANNENBERG LEARNER-FUNDED AND HOSTED PROJECT, JOURNEY NORTH, IS A CITIZEN SCIENCE PROGRAM FOR GRADES 5-12 THAT ENGAGES STUDENTS IN A GLOBAL STUDY OF WILDLIFE MIGRATION AND SEASONAL CHANGE. IN 2011, JOURNEY NORTH REACHED MORE 925,000 STUDENTS AT OVER 43,000 SITES AND RECEIVED ONGOING PRESS COVERAGE THROUGHOUT THE YEAR.

NUMBER SEMESTER-LONG TEACHER WORKSHOPS AND COURSES PROVIDED TO SCHOOLS AND TEACHERS: 101

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

NUMBER OF PROGRAMS DISTRIBUTED ON VIDEOTAPE AND DVD IN THE U.S.: APPROXIMATELY 46,000

NUMBER OF COUNTRIES OUTSIDE THE U.S. USING ANNENBERG LEARNER EDUCATIONAL VIDEOS: 210

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

1 - AEGIS TRUST
10-258 / AEG002
ADDRESS: THE HOLOCAUST CENTRE LAXTON NEWARK, NOTTINGHAMSHIRE UNITED
KINGDOM NG22 9ZG
FYE DATE: DECEMBER 31
FOREIGN ORGANIZATION
GRANT DATE: JUNE 4, 2010
TOTAL GRANT AMOUNT: \$250,000
DATES AND AMOUNTS OF PAYMENTS:
06/16/2010 - \$187,500
03/18/2011 - \$62,500

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

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

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENTS AS OF DECEMBER 31, 2010 - \$187,500

EXPENDITURES:

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

UPGRADES TO RECEPTION AREA, AUDIO GUIDES, AND GIFT SHOP - \$30,000
EDUCATION AND STUDENT WORKSHOPS - \$45,000
DOCUMENTATION AND ARCHIVING ACTIVITIES - \$100,000
TOTAL EXPENDITURES: \$175,000
BALANCE AT DECEMBER 31, 2010: \$12,500

DATES OF REPORTS RECEIVED FROM GRANTEE:
02/28/2011

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2010, THE AEGIS TRUST MADE SUBSTANTIAL PROGRESS IN BUILDING THE CAPACITY OF THE KIGALI GENOCIDE MEMORIAL. THE ORGANIZATION LAUNCHED A COMPLETE ONLINE AND DIGITAL ARCHIVE DOCUMENTING THE 1994 GENOCIDE, WHICH MEETS INTERNATIONAL STANDARDS FOR DOCUMENTATION, AND WILL BE USED AS A SUBSTANTIAL RESOURCE TO HELP PREVENT GENOCIDE AND BUILD STRONGER COMMUNITIES IN RWANDA, AS PEOPLE SEE EVIDENCE OF HOW THE GENOCIDE STARTED; ITS CAUSES, AND THE IMAGINABLE DESTRUCTION IT CAUSED. ANOTHER PRIORITY FOR 2010 WAS TO INCREASE FINANCIAL SUSTAINABILITY BY INTRODUCING RENTAL AUDIO GUIDES AND EXPANDING THE GIFT SHOP TO GENERATE ADDITIONAL REVENUE. THE KIGALI GENOCIDE MEMORIAL DO NOT RECEIVE GOVERNMENT FUNDING, AND IS ALSO NOT PERMITTED BY LAW TO CHARGE AN ENTRANCE FEE, SO HAVING THE ABILITY TO RAISE MONEY THROUGH OTHER AVENUES IS IMPORTANT. IN THE AREA OF EDUCATION, THE AEGIS TRUST CONDUCTED 56 WORKSHOPS, REACHING MORE THAN 2,575 STUDENTS IN THE RURAL, SOUTHERN DISTRICTS OF RWANDA. THE WORKSHOPS UTILIZED THE GENOCIDE EDUCATION CURRICULUM ALSO DEVELOPED BY STAFF OF THE KIGALI MEMORIAL GARDENS. THE ORGANIZATION WAS NOT ABLE TO MAKE MUCH PROGRESS WITH ITS WALL OF NAMES MEMORIAL, BUT PLANS TO EXPAND THOSE EFFORTS IN 2011.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

2 - AEGIS TRUST
11-1071 / AEG002
ADDRESS: THE HOLOCAUST CENTRE LAXTON NEWARK, NOTTINGHAMSHIRE UNITED KINGDOM NG22 9ZG
FYE DATE: DECEMBER 31
FOREIGN ORGANIZATION
GRANT DATE: SEPTEMBER 12, 2011
TOTAL GRANT AMOUNT: \$50,000
DATES AND AMOUNTS OF PAYMENTS:

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

11/10/2011 - \$50,000

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

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

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

FYSTUB11UPDATE: REPORT NOT YET RECEIVED.

3 - ANNENBERG FOUNDATION TRUST AT SUNNYLANDS

05-164 / ANN010

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

FYE DATE: JUNE 30

PRIVATE OPERATING FOUNDATION

NON-QUALIFYING DISTRIBUTION

GRANT DATE: SEPTEMBER 17, 2004

TOTAL GRANT AMOUNT: \$125,000,000

DATES AND AMOUNTS OF PAYMENTS:

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

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

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

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

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

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

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

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

10/04/10 - \$3,400,000
 11/01/10 - \$18,333,334
 01/07/11 - \$600,000
 04/08/11 - \$2,300,000
 07/15/11 - \$2,000,000
 11/17/11 - \$28,333,333

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

FINANCIAL SUMMARY

FY11:

BEGINNING BALANCE - \$3,907
 GRANT PAYMENTS/EARNED INTEREST - \$40,139,322
 TRANSFERS FROM ENDOWMENT - \$186,934
 INVESTMENT EXPENSE - (\$4,272)
 TRANSFERS TO ENDOWMENT - (\$28,333,334)
 EXPENDITURES - (\$8,570,622)
 TOTAL EXPENDITURES: \$36,903,956
 BALANCE AT JUNE 30, 2011: \$3,421,935

TOTAL TO DATE:

BEGINNING BALANCE - \$0
 GRANT PAYMENTS/EARNED INTEREST - \$66,376,662
 TRANSFERS FROM ENDOWMENT - \$293,353
 INVESTMENT EXPENSE - (\$12,954)
 TRANSFERS TO ENDOWMENT - (\$33,831,758)
 EXPENDITURES - (\$29,403,368)
 TOTAL EXPENDITURES: \$29,403,368

DATES OF REPORTS RECEIVED FROM GRANTEE:

10/6/2009
 10/5/2010

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

09/9/2011

FYSTUB11 UPDATE: CONSTRUCTION ON THE 15,000 SQUARE FOOT ANNENBERG CENTER AND GARDENS, LOCATED IN RANCHO MIRAGE, CALIFORNIA, WAS ESSENTIALLY COMPLETE AS OF JUNE 30, 2011. \$8,570,622 OF THE GRANT FUNDS WERE EXPENDED ON THE PROJECT DURING THE FISCAL YEAR. THE CENTER IS LOCATED ON PROPERTY ADJOINING THE ANNENBERG'S ESTATE, "SUNNYLANDS." THE ESTATE PROPERTY IS ALSO OWNED AND OPERATED BY THE TRUST AND TOURS OF THE ESTATE WILL BE OFFERED AS PART OF THE CENTER'S EDUCATIONAL PROGRAMS. THE ESTATE IS NOTEWORTHY AS AN EXEMPLAR OF MID CENTURY MODERNIST ARCHITECTURE DESIGNED BY THE LEGENDARY ARCHITECT A. QUINCY JONES, AND AS THE HOME OF THE DISTINGUISHED COUPLE WHO CREATED AND FURNISHED IT WITH SOME OF THE NATION'S FINEST ART AND SCULPTURE. THE ESTATE PROPERTY WILL BE USED PRIMARILY AS A HIGH-LEVEL RETREAT IN ACCORDANCE WITH THE DECLARATION OF TRUST.

THE TRUST RECEIVED A CERTIFICATE OF OCCUPANCY FOR THE CENTER ON OCTOBER 8, 2010, BUT IS NOT SCHEDULED TO OPEN TO THE GENERAL PUBLIC UNTIL MARCH 1, 2012. ONCE OPEN, THE CENTER WILL HOST CONFERENCES CONSISTENT WITH ITS MISSION AND HAVE EDUCATIONAL EXHIBITS AND SEMINARS OPEN TO THE GENERAL PUBLIC, IN ADDITION TO OFFERING TOURS OF THE HISTORIC ESTATE. IN THE INTERIM, THE CENTER HAS HOSTED A FEW MEETINGS IN AN EFFORT TO TEST SYSTEMS AND OPERATIONS PRIOR TO OFFICIALLY OPENING. EXHIBIT DEVELOPMENT FOR THE INTERPRETIVE AND EDUCATIONAL FUNCTIONS OF THE CENTER IS ALSO PROCEEDING AND EXPECTED TO BE COMPLETED ON SCHEDULE BY DECEMBER 31, 2011.

ADDITIONAL PROGRAMS AND ACTIVITIES FOR THE GENERAL PUBLIC ARE ALSO UNDER DEVELOPMENT, AS IS THE MERCHANDISING PLAN FOR THE CENTER SHOP AND OPERATING PLAN FOR THE CENTER CAFÉ. THE TRUST EXPECTS TO COMMENCE THE RECRUITMENT AND HIRING OF CENTER STAFF IN DECEMBER 2011 AND JANUARY 2012.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

4 - ANNENBERG FOUNDATION TRUST AT SUNNYLANDS

ANN010

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

FYE DATE: JUNE 30

PRIVATE OPERATING FOUNDATION

NON-QUALIFYING DISTRIBUTION

GRANT DATE: \$250,000,000

TOTAL GRANT AMOUNT: SEPTEMBER 17, 2004

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

DATES AND AMOUNTS OF PAYMENTS:
5/14/2001 - \$250,000,000

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

IN ACCORDANCE WITH THE DECLARATION OF TRUST (DOT), THE TRUST IS TO USE THE ANNENBERG ESTATE AND PROPERTY KNOWN AS SUNNYLANDS, ONCE ACQUIRED, IN FURTHERANCE OF THE DOT'S PERMITTED PROGRAMS AND ALL FUNDS HELD BY THE TRUST ARE TO BE USED TO MAINTAIN AND SUPPORT SUNNYLANDS AND THE PERMITTED PROGRAMS. IN THE FISCAL YEAR ENDING JUNE 30, 2010, THE ESTATE AND PROPERTY WERE TRANSFERRED TO THE TRUST.

FINANCIAL SUMMARY

FY11:

BEGINNING BALANCE - \$249,339,863
INCOME
DIVIDENDS - \$4,488,541
EARNED INTEREST - (\$15,654)
REALIZED GAINS (LOSSES) - \$984,272
UNREALIZED GAINS (LOSSES) - \$50,890,398
MISCELLANEOUS INCOME - \$70,822
INCOME CONTRIBUTION - \$40,133,334
INVESTMENT EXPENSE - (\$766,162)
AMORTIZATION - \$3,431
EXPENDITURES
PROGRAM COSTS - \$1,418,886
OPERATIONAL AND ADMINISTRATIVE COSTS - \$11,077,520
CONSTRUCTION AND CAPITAL COSTS - \$19,327,175
TOTAL EXPENDITURES - \$31,823,581
BALANCE AT JUNE 30, 2011 - \$313,305,264

DATES OF REPORTS RECEIVED FROM GRANTEE:

8/5/2004
9/30/2008
10/6/2009
10/5/2010
8/13/2011

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FYSTUB11 UPDATE: THE FOLLOWING IS A SUMMARY OF THE TRUST'S ACTIVITIES IN THE FISCAL YEAR ENDING JUNE 30, 2011:

ORGANIZATIONAL

IN JULY 2010, THE TRUST HIRED A NEW TRUST PRESIDENT, WHO WAS TASKED WITH CONSOLIDATING OPERATIONS IN CALIFORNIA AND DEVELOPING AND IMPLEMENTING THE STRATEGIC PLAN FOR THE CREATION AND OPERATION OF A HIGH-LEVEL RETREAT CENTER AT SUNNYLANDS. THE LEADERSHIP TEAM EXPANDED TO INCLUDE A NEW CHIEF FINANCIAL AND ADMINISTRATIVE OFFICER, DIRECTOR OF COMMUNICATIONS AND PUBLIC AFFAIRS, AS WELL AS OTHER EXECUTIVE-LEVEL STAFF.

THE TRUST TRANSITIONED ALL FINANCIAL AND ADMINISTRATIVE OPERATIONS FROM PENNSYLVANIA AND UPGRADED POLICIES AND SYSTEMS.

PROGRAMMATIC

TRUST RESEARCH AND DEVELOPMENT STAFF UNDERTOOK EXTENSIVE RESEARCH, INCLUDING INTERVIEWING LEADERS FROM MAJOR RETREAT CENTERS AROUND THE WORLD, WHICH INFORMED AND GUIDED THE DEVELOPMENT OF THE TRUST'S RETREAT PLAN. THE TRUSTEES APPROVED A SET OF STANDARDS AND AREA OF GEOGRAPHIC FOCUS OF THE RETREAT, AND OUTREACH BEGAN TO POTENTIAL PARTNERS. POSSIBLE IDEAS RANGE FROM GOVERNMENT LEADERS TO INDIVIDUALS FROM FOUNDATIONS, THINK TANKS, CORPORATIONS, AND ACADEMIC LIFE.

DURING THE YEAR THE TRUST ALSO CONTINUED PROGRAMMING ON IMPROVING CIVICS EDUCATION AND ON THE FUNCTIONING OF DEMOCRATIC INSTITUTIONS, AND ALSO TO DISSEMINATE INFORMATION ON THE TREATMENT OF ADOLESCENT MENTAL DISORDERS, ALL IN PARTNERSHIP WITH THE ANNENBERG PUBLIC POLICY CENTER.

THE BOARD OF TRUSTEES APPROVED AN INVESTMENT PROJECT OF \$20.5M TO CONDUCT INFRASTRUCTURE WORK ON SUNNYLANDS, INCLUDING SEISMIC RETROFITTING, NEW HVAC SYSTEMS, ADA ADAPTATIONS, AND MANY RESTORATION PROJECTS. THIS WORK WAS CONDUCTED WITH A COMMITMENT TO SUSTAINABILITY, AND INCLUDES SIGNIFICANT REDUCTIONS IN WATER CONSUMPTION THROUGHOUT THE ESTATE.

FINALLY, THE TRUST CURATORIAL TEAM MADE GREAT STRIDES IN CREATING AN ARCHIVE OF THE VAST COLLECTION OF BOOKS, LETTERS, JOURNALS, AND PICTURES IN THE ANNENBERG ESTATE, WHICH WILL BE MADE AVAILABLE TO SCHOLARS AND THE GENERAL PUBLIC. THE TEAM CAREFULLY PACKED AND STORED THE COLLECTION OF ART, PHOTOGRAPHS, AND VALUABLE HOUSEHOLD OBJECTS.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

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

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

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

DATE OF REPORTS RECEIVED FROM GRANTEE: REPORT NOT YET RECEIVED.
**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

6 - CARE FRANCE

09-272/CAR006

ADDRESS: 17, RUE ARCHEREAU, 75019 PARIS, FRANCE

FYE DATE: JUNE 30

FOREIGN ORGANIZATION

GRANT DATE: JANUARY 23, 2009

TOTAL GRANT AMOUNT: 250,000 EURO (\$325,010)

DATES AND AMOUNTS OF PAYMENTS:

04/07/2009 - 84,000 EURO (\$113,190)

12/21/2009 - 83,000 EURO (\$119,329)

12/20/2011 - 83,000 EURO (\$109,975)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED OVER THREE YEARS TO PROVIDE GENERAL OPERATING SUPPORT TO FURTHER THE CHARITABLE MISSION OF CARE FRANCE IN ITS EFFORTS TO FIGHT AGAINST POVERTY AND TO PROVIDE ASSISTANCE AND AID UNDER ANY FORM WITH RESPECT TO TRAINING, EDUCATION, PROTECTION, HEALTH, AND NUTRITION TO THE MOST VULNERABLE PEOPLE IN FRANCE, EUROPE AND IN DEVELOPING COUNTRIES. CARE FRANCE FACILITATES PROGRAMS AND INITIATIVES THAT WORK TO STRENGTHEN CAPACITY FOR SELF-HELP; PROVIDE ECONOMIC OPPORTUNITY; DELIVER RELIEF IN EMERGENCIES; INFLUENCE POLICY DECISIONS AT ALL LEVELS, AND ADDRESS DISCRIMINATION IN ALL ITS FORMS.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENTS - 250,000 EURO

2009 FUND REPLENISHMENT - 16,300 EURO

2010 FUND REPLENISHMENT - 23,398 EURO

EXPENDITURES:

JANUARY 2009 - JUNE 30, 2009 - 82,195 EURO

JULY 1, 2009 - JUNE 30, 2010 - 101,106 EURO

JULY 1, 2010 - JUNE 30, 2011

BENIN EMERGENCY RESPONSE - 14,652 EURO

BENIN/TOGO PROMOTION OF WOMEN'S RIGHTS - 4,098.60 EURO

CAMEROON EMERGENCY RESPONSE - 13,245.10 EURO

MADAGASCAR PROGRAMS - 50,901.40 EURO

MOROCCO PRESCHOOL PROGRAM, - 10,605.10 EURO

NICARAGUA CLIMATE CHANGE INITIATIVE - 6,089.60 EURO

WORLDWIDE CLIMATE CHANGE INITIATIVE - 6,806.20 EURO

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

TOTAL EXPENDITURES: 289,699 EURO
BALANCE AT JUNE 30, 2011: 0 EURO

DATES OF REPORTS RECEIVED FROM GRANTEE:
10/29/2009
08/26/2010
09/20/2011

FYSTUB11 UPDATE: DURING THE REPORTING PERIOD, CARE FRANCE UTILIZED ANNENBERG FOUNDATION GRANT FUNDS FOR THE FOLLOWING PROJECTS: (1) EMERGENCY RESPONSE TO FLOODING IN BENIN THAT DISPLACED FAMILIES; (2) WOMEN'S RIGHTS CAMPAIGNS IN BENIN AND TOGO; (3) EMERGENCY RESPONSE TO A CHOLERA OUTBREAK IN CAMEROON, BY PROVIDING MEDICINE AND SUPPLIES; (4) RESPONSE TO A FOOD SHORTAGE IN MADAGASCAR; (5) RUNNING A PRESCHOOL IN MOROCCO; (6) CLIMATE CHANGE AND SUSTAINABLE DEVELOPMENT PROGRAMS IN NICARAGUA, AND (7) WORLDWIDE CLIMATE CHANGE PREVENTION INITIATIVES. **DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

7 - CARE FRANCE
11-118/CAR006
ADDRESS: 17, RUE ARCHEREAU, 75019 PARIS, FRANCE
FYE DATE: JUNE 30
FOREIGN ORGANIZATION
GRANT DATE: DECEMBER 7, 2010
TOTAL GRANT AMOUNT: 6,000 EURO (\$8,179)
DATES AND AMOUNTS OF PAYMENTS:
12/20/2010 - 5,000 EURO (\$6,752)
03/08/2011 - 1,000 EURO (\$1,427)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO PROVIDE GENERAL OPERATING SUPPORT TO FURTHER THE CHARITABLE MISSION OF CARE FRANCE IN ITS EFFORTS TO FIGHT AGAINST POVERTY AND TO PROVIDE ASSISTANCE AND AID UNDER ANY FORM WITH RESPECT TO TRAINING, EDUCATION, PROTECTION, HEALTH, AND NUTRITION TO THE MOST VULNERABLE PEOPLE IN FRANCE, EUROPE AND IN DEVELOPING COUNTRIES. CARE FRANCE FACILITATES PROGRAMS AND INITIATIVES THAT WORK TO STRENGTHEN CAPACITY FOR SELF-HELP; PROVIDE ECONOMIC OPPORTUNITY; DELIVER RELIEF IN EMERGENCIES; INFLUENCE POLICY DECISIONS AT ALL LEVELS, AND ADDRESS DISCRIMINATION IN ALL ITS FORMS.

AMOUNT EXPENDED BY GRANTEE:

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

GRANT REVENUE:
GRANT PAYMENTS- 6,000 EURO (\$8,179)

EXPENDITURES:
STAFF POSITION AT CARE CAMEROON- 6,000 EURO
TOTAL EXPENDITURES: 6,000 EURO
BALANCE AT JUNE 30, 2011: \$0

DATE OF REPORTS RECEIVED FROM GRANTEE:
11/23/2011

FYSTUB11 UPDATE: CARE FRANCE UTILIZED GRANT FUNDS TO PARTIALLY FUND A STAFF POSITION IN CAMEROON TO ASSIST WITH THE DEVELOPMENT OF INTERVENTION PROGRAMS AND PROJECTS. THIS POSITION WILL STRENGTHEN CARE CAMEROON'S CAPACITY IN THE AREAS OF GENDER SENSITIVITY WITHIN ITS PROGRAMMING, PREPARATION OF PROJECT PRIORITIES, AND TO STRENGTHEN AND ENHANCE THE HIV PREVENTION PROJECT.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

8 - CARE FRANCE
11-1211/CAR006
ADDRESS: 17, RUE ARCHEREAU, 75019 PARIS, FRANCE
FYE DATE: JUNE 30
FOREIGN ORGANIZATION
GRANT DATE: DECEMBER 15, 2011
TOTAL GRANT AMOUNT: 250,000 EURO (\$332,950)

DATES AND AMOUNTS OF PAYMENTS:
01/23/2012 - 84,000 EURO (\$108,780)

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

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

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

9 - CHINA CONSERVATION AND RESEARCH CENTER FOR THE GIANT PANDA
07-163 / CHI043
ADDRESS: WENCHUAN COUNTY, SICHUAN PROVINCE 623006, PEOPLES REPUBLIC OF CHINA
FYE DATE: DECEMBER 31
FOREIGN ORGANIZATION
GRANT DATE: SEPTEMBER 19, 2006
TOTAL GRANT AMOUNT: \$450,000
DATES AND AMOUNTS OF PAYMENTS:

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

10/6/2006 - \$450,000

PURPOSE OF GRANT: FOR THE LIFETIME ADOPTION OF TWIN PANDAS, A "PANDA CAM" AT THE WOLONG NATURE RESERVE, MEDICAL RESEARCH AND PROGRAMS, AND A SCULPTURE TO INCREASE PUBLIC AWARENESS OF PANDA CONSERVATION. THE ADOPTION OF ONE-YEAR OLD, TWIN PANDA CUBS THROUGH THE WOLONG PANDA CLUB WILL COVER CARE, FEEDING, AND RESEARCH COSTS ASSOCIATED WITH HOUSING THESE ENDANGERED ANIMALS. THE "PANDA CAM," A WEB CAMERA, WILL ALLOW OUTSIDERS THE CHANCE TO MONITOR THE GROWTH AND DEVELOPMENT OF THE TWIN PANDAS AT THE WOLONG NATURE RESERVE, THEIR CURRENT HOME. IN ADDITION, GRANT FUNDS WILL ALLOW THE CHINA CONSERVATION AND RESEARCH CENTER FOR THE GIANT PANDA (CCRCGP) TO INCREASE ITS OVERALL RESEARCH ON PANDA BREEDING ACTIVITIES AND HABITAT PRESERVATION, WHILE WORKING TO INCREASE PUBLIC AWARENESS OF PANDA CONSERVATION THROUGH A SCULPTURE THAT TELLS THE STORY OF AN INJURED GIANT PANDA WHO WAS SAVED BY MAN. SPECIFICALLY, THE SCULPTURE, KNOWN AS "PASSION IN THE DEEP MOUNTAINS - RESCUING A GIANT PANDA," DEPICTS THE GROWING NEED FOR HUMANKIND TO RESPECT AND PROTECT NATURE, AND WILL COMMUNICATE CCRCGP'S COMMITMENT TO ITS MISSION OF SAVING GIANT PANDAS. GIANT PANDAS ARE THREATENED BY LOSS OF HABITAT, POACHING AND A LOW REPRODUCTION RATE, MAKING THEM AMONG THE MOST ENDANGERED ANIMALS IN THE WORLD. ABOUT 1,600 WILD PANDAS LIVE IN THE MOUNTAIN FORESTS OF CENTRAL CHINA, THE ONLY PLACE IN THE WORLD THEY ARE FOUND, AND ANOTHER 180 ARE IN CAPTIVITY AROUND THE GLOBE. THROUGH SEVERAL GENERATIONS OF SCIENTIFIC RESEARCHERS, CCRCGP HAS MADE A LOT OF PROGRESS IN THE FIELD OF GIANT PANDA PROTECTION AND RESEARCH, OCCUPYING AN IMPORTANT POSITION IN THE FIELD AND CONTRIBUTING A GREAT DEAL TO THE PROTECTION AND RESEARCH OF THE GIANT PANDA.

FINANCIAL SUMMARY

REVENUE:

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

EXPENDITURES:

OCTOBER 1, 2006 - MAY 31, 2007 - 822,475.70
JUNE 1 - DECEMBER 31, 2007 - 264,859.25
JANUARY 1 - MAY 31, 2008 - 49,019
JUNE 1 - DECEMBER 31, 2008 - 372,548.29
JANUARY 1 - DECEMBER 31, 2009 - 272,922.85
JANUARY 1 - DECEMBER 31, 2010 - 0

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

TOTAL EXPENDITURES (IN YUAN): 1,781,825.09
BALANCE AT DECEMBER 31, 2010 (IN YUAN): 1,801,632.12

DATES OF REPORTS RECEIVED FROM GRANTEE:
8/2/2007
9/25/2008
6/11/2009
5/23/2010
4/6/2011

FYSTUB11 UPDATE: DURING THE REPORTING PERIOD, THE CCRCGP EXPERIENCED SERIOUS DEBRIS FLOW FROM THE MOUNTAINS SURROUNDING THE FACILITY. THE ROAD TO THE RESERVE WAS DESTROYED, AND UNABLE TO BE USED. THIS DELAYED ADDITIONAL RECONSTRUCTION EFFORTS SLATED TO BE CONDUCTED THROUGHOUT 2010. WHILE CARE FOR THE PANDAS CONTINUED UNINTERRUPTED, THE REBUILDING EFFORTS WERE PUT ON HOLD UNTIL 2011.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

10 - CITIZENS NUCLEAR INFORMATION CENTER
11-1156/CIT022

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

FYE DATE: MARCH 31

FOREIGN ORGANIZATION

GRANT DATE: NOVEMBER 28, 2011

TOTAL GRANT AMOUNT: \$100,000

DATES AND AMOUNTS OF PAYMENTS:

01/19/2012 - \$60,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED OVER THREE YEARS TO SUPPORT THE RADIOACTIVE POLLUTED LAND RECOVERY PROGRAM, WHICH WILL RESEARCH AND ASSESS THE RADIOACTIVE AFFECTS ON THE SOIL IN SURROUNDING AREAS OF THE FUKUSHIMA DAIICHI NUCLEAR PLANT IN FUKUSHIMA, JAPAN. IN THE WAKE OF THE MARCH 11, 2011 EARTHQUAKE AND TSUNAMI IN JAPAN, THE FUKUSHIMA DAIICHI NUCLEAR PLANT WAS SEVERELY DAMAGED RESULTING IN RADIOACTIVE EXPOSURE TO THE SURROUNDING COMMUNITIES. AS A RESULT, THE CITIZENS NUCLEAR INFORMATION CENTER (CNIC) WILL IMPLEMENT THE PROGRAM TO DETERMINE THE AFFECTS THE RADIOACTIVE EXPOSURE HAS HAD ON THE SOIL AND PLANT SPECIES AND HOW THAT HAS AFFECTED FOOD PRODUCTION. BASED ON THE OUTCOMES OF THE RESEARCH, CNIC WILL PROPOSE OPTIONS FOR THE COMMUNITIES AFFECTED BY

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

RADIOACTIVITY TO UTILIZE TO MITIGATE THEIR POTENTIAL EXPOSURE. PROGRAM ACTIVITIES WILL INCLUDE CONDUCTING GAMMA RAY SURVEY MEASUREMENTS ON SOIL, PLANTS, AND THE SURROUNDING ENVIRONMENT TO ANALYZE LEVELS OF RADIATION. CNIC STAFF WILL TRAVEL TO THE AFFECTED AREAS TO CONDUCT THIS RESEARCH AND ANALYSIS.

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

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

11 - CITY OPERA OF VANCOUVER SOCIETY

11-055/CIT016

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

FYE DATE: JUNE 30

FOREIGN ORGANIZATION

GRANT DATE: SEPTEMBER 24, 2010

TOTAL GRANT AMOUNT: \$250,000

DATES AND AMOUNTS OF PAYMENTS:

10/22/2010 - \$125,000

08/19/2011 - \$125,000

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

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$125,000

INTEREST EARNED - \$8.27

EXPENDITURES:

BANK FEE - \$5

PROJECT MANAGEMENT BY CITY OPERA OF VANCOUVER SOCIETY - \$24,928.75

ARTISTS' FEES - \$46,438.44

TECHNICIAN FEE - \$150

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SPACE AND VENUE RENTAL - \$550
ARTISTS' TRAVEL AND ACCOMMODATION - \$3,083.82
MISCELLANEOUS - \$1,755.69
OFFICE SUPPLIES - \$632.82
BANK CHARGES AND FOREIGN EXCHANGE - \$264.48
ADMINISTRATION - \$422.80
PROMOTIONAL MATERIALS - \$918.36
ADVERTISING - \$5,137.50
WEBSITE - \$500
HOSPITALITY - \$808.95
CANADIAN TAXES - \$1,047.40
TOTAL EXPENDITURES: \$61,710.26
BALANCE AT JUNE 30, 2011: \$38,364.26

DATES OF REPORTS RECEIVED FROM GRANTEE:
7/24/2011

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING JUNE 30, 2011, THE CITY OPERA OF VANCOUVER SOCIETY MADE EXTENSIVE PROGRESS IN DEVELOPING THE ORIGINAL OPERA, "THE CHRISTIAN ELLIS PROJECT: ALWAYS FAITHFUL, SURVIVING REDEMPTION." A COMPOSER AND LIBRETTIST WERE CHOSEN TO DEVELOP THE OPERA, WHICH WAS WRITTEN WITH INPUT FROM CHRISTIAN ELLIS. THE CITY OPERA CONDUCTED AUDITIONS, WHICH WERE WELL-ATTENDED, AND SELECTED THE SINGERS FOR EACH OF THE NINE CHARACTERS. THOSE INDIVIDUALS WERE BROUGHT TOGETHER, ALONG WITH THE ENTIRE CREATIVE TEAM, IN MAY 2011 FOR A FULL WORKSHOP OF THE OPERA. THIS FIRST WORKSHOP FOCUSED ON EVERY ELEMENT OF THE STORY IN TERMS OF THE TEXTUAL WORK. THE FEEDBACK AND ADJUSTMENTS FROM THAT WORKSHOP WILL NOW INFORM THE MUSICAL STORY AS WRITTEN BY THE COMPOSER AND LIBRETTIST. DESPITE NUMEROUS PERSONAL CHALLENGES AND SETBACKS WITHIN THE CREATIVE TEAM, THE ORGANIZATION REMAINS ON TRACK TO COMPLETE THE OPERA ON SCHEDULE, AND STAFF HAVE PROVIDED IMMEASURABLE SUPPORT TO CONTINUE THESE EFFORTS.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

12 - CONNEC TRA SOCIETY
10-216 / CON006
ADDRESS: 207-3077 GRANVILLE STREET, VANCOUVER V6H 3J9, BRITISH COLUMBIA,
CANADA
FYE DATE: DECEMBER 31

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FOREIGN ORGANIZATION

GRANT DATE: APRIL 19, 2010
TOTAL GRANT AMOUNT: \$125,000
DATES AND AMOUNTS OF PAYMENTS:
5/6/2010 - \$90,000
5/5/2011 - \$35,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED OVER TWO YEARS TO FURTHER THE CHARITABLE MISSION OF THE CONNEC TRA SOCIETY IN ITS EFFORTS TO LINK PEOPLE WITH DISABILITIES TO ACTIVITIES AND PROGRAMS THAT HELP THEM TO BECOME INCREASINGLY ACTIVE, BUILD THEIR CONFIDENCE, AND BECOME MORE ENGAGED AND INVOLVED IN COMMUNITY LIFE. AS PEOPLE WITH SIGNIFICANT PHYSICAL DISABILITIES OFTEN FACE DISCOURAGING SOCIAL AND EMOTIONAL BARRIERS TO PARTICIPATION IN COMMUNITY LIFE, AND FIND DIFFICULTY IN ACCESSING RESOURCES, THE CONNEC TRA SOCIETY HELPS INDIVIDUALS LOCATE AND ENGAGE WITH ACTIVITIES AND AGENCIES THAT ENHANCE THEIR QUALITY OF LIFE BY WORKING CLOSELY WITH ORGANIZATIONS IN THE COMMUNITY TO EDUCATE AND CONNECT PEOPLE WITH DISABILITIES TO OPPORTUNITIES THAT MATCH THEIR NEEDS AND INTERESTS. THE ORGANIZATION'S GOALS ARE ACHIEVED THROUGH A COMBINATION OF PROGRAMS: CLIENTS RECEIVE INFORMATION AND REFERRALS THROUGH A RESOURCE CENTER; ENGAGEMENT WITH OUTREACH VOLUNTEERS, EDUCATION THROUGH WORKSHOPS, AND CAN ALSO CONTRIBUTE THEIR SKILLS THROUGH COMMUNITY INVOLVEMENT PROGRAMS.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$90,000 (\$90,323 CND)
CONNEC TRA SOCIETY GENERAL FUND - \$3,621.53

EXPENDITURES:

COMMUNICATIONS (INCLUDING MARKETING MATERIALS, MEETINGS, AND POSTAGE) - \$4,702.72
HONORARIUM - \$5,875
INSURANCE - \$1,560
OFFICE SUPPLIES AND RENTAL EQUIPMENT - \$2,209.14
PROJECTS AND EVENTS - \$21,670
RENT - \$24,330.62
TELEPHONE - \$686.57
WEBSITE AND COMPUTER SUPPORT - \$337.80
SALARIES AND BENEFITS - \$32,572.68
TOTAL EXPENDITURES - \$93,944.53
BALANCE AT DECEMBER 31, 2010: \$0

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

DATES OF REPORTS RECEIVED FROM GRANTEE:
4/20/2011

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2010, THE CONNEX TRA SOCIETY WORKED WITH 119 DISABLED INDIVIDUALS TO PURSUE A RANGE OF ACTIVITIES AND SERVICES TO ENHANCE THEIR QUALITY OF LIFE. MEMBERS ATTENDED INFORMATION SEMINARS ON OPPORTUNITIES AND AVAILABLE RESOURCES, AND PARTICIPATED IN WORKSHOPS AND PLANNING SESSIONS TO ESTABLISH GOALS, INTERESTS, AND ABILITIES, ALL WITH THE GOAL OF BECOMING INCREASINGLY ACTIVE, ENGAGED IN THE COMMUNITY, AND ACHIEVING GREATER INDEPENDENCE AND ENHANCED QUALITY OF LIFE. THE ORGANIZATION'S RESOURCE CENTER HANDLED 2,500 INQUIRIES TO REFER INDIVIDUALS WITH DISABILITIES TO THE WIDE RANGE OF SERVICES AVAILABLE, BOTH THROUGH CONNEX TRA SOCIETY AND OTHER RESOURCES. THE LINK, THE AGENCY'S NEWSLETTER WAS PUBLISHED THREE TIMES DURING THE YEAR TO A READERSHIP OF 3,000. WORKSHOPS WERE PROVIDED TO THOUSANDS OF INDIVIDUALS ON SUBJECTS INCLUDING: ADULT SEXUALITY; THE ANNUAL ABILITIES EXPO; SUMMER RECREATIONAL PROGRAMS; ACCESSIBLE HOUSING; FINANCIAL INFORMATION; AND A HOLIDAY EVENT.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

13 - CORREDOR HISTORICO CAREM, AC
11-101/ COR005

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

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: NOVEMBER 5, 2010

TOTAL GRANT AMOUNT: \$44,526

DATES AND AMOUNTS OF PAYMENTS:

12/03/2011 - \$44,526

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

TECATE FOR ITS LOCATION AT THE CENTER OF THE ANCIENT TERRITORY OF THE KUMIAI PEOPLE, WHO LIVE BOTH NORTH AND SOUTH OF THE INTERNATIONAL BORDER.

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

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$44,526

EXPENDITURES:

BANK FEE - \$19.78

TOTAL EXPENDITURES: \$19.78

BALANCE AT DECEMBER 31, 2010: \$44,506.22

DATES OF REPORTS RECEIVED FROM GRANTEE:

02/28/2011

FYSTUB11 UPDATE: AS GRANT FUNDS WERE RECEIVED JUST PRIOR TO THE ORGANIZATION'S FISCAL YEAR END, THE ONLY EXPENSE INCURRED PRIOR TO DECEMBER 31, 2010 WAS THE BANK FEE TO PROCESS THE TRANSFER OF THE CONTRIBUTION. WORK ON THE MUSEUM WAS SLATED TO BEGIN ON SCHEDULE IN EARLY 2011.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

14- DYNAMIC TEEN COMPANY - MAKING A DIFFERENCE, INC.

11-088/ DYN001

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

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: OCTOBER 25, 2010

TOTAL GRANT AMOUNT: \$10,000

DATES AND AMOUNTS OF PAYMENTS:

12/17/2010 - \$10,000

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

AMOUNT EXPENDED BY GRANTEE: \$0.

DATES OF REPORTS RECEIVED FROM GRANTEE:
2/22/2011

FYSTUB11 UPDATE: AS GRANT FUNDS WERE RECEIVED AT THE VERY END OF THE FISCAL YEAR ENDING DECEMBER 31, 2010, THE ORGANIZATION CONFIRMED THAT NO GRANT FUNDS WERE EXPENDED IN THAT FISCAL YEAR. THE \$10,000 WILL BE USED ENTIRELY FOR 2011 OPERATIONS.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

15 - ECOLE DU PATRIMOINE AFRICAIN
11-241/ ECO005
ADDRESS: 01 BP 2205, PORTO NOVO, BENIN
FYE DATE: DECEMBER 31
FOREIGN ORGANIZATION
GRANT DATE: MARCH 10, 2011
TOTAL GRANT AMOUNT: 10,000 EURO (\$14,446)
DATES AND AMOUNTS OF PAYMENTS:
7/15/2011 - \$14,446

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE SYMBOLS OF POWER IN THE HOGBONOU KINGDOM EDUCATIONAL PROGRAM AT THE JARDIN DES PLANTES ET DE LA NATURE (JPN), A CULTURAL AND HISTORICAL SITE IN PORTO-NOVO, BENIN THAT IS OPERATED BY EPA. THE PROGRAM IS DESIGNED FOR CHILDREN AGES 7-18, WITH CONTENT ADJUSTMENTS MADE BASED ON THE AVERAGE AGE OF EACH TOUR. AT THE END OF EACH 45 MINUTE TOUR, STUDENTS WILL PARTICIPATE IN A 30 MINUTE WORKSHOP WITH ACTIVITIES BASED ON WHAT THEY HAVE LEARNED, INCLUDING POETRY EXERCISES, DRAWINGS, AND PLAYS. THE CURRICULUM WILL BE BASED AROUND FOUR ELEMENTS: ENTRY TO THE GARDEN THROUGH A TRADITIONAL HUT; THE FA SYMBOLS, WHICH COMES FROM THE ORIGINAL YORUBA DIVINATION SYSTEM BASED ON 256 SIGNS; THE SACRED AND SPECIFIC FUNCTIONS OF THE IROKO AND GIANT KOLA TREES, AND OTHER MEDICINAL PLANTS TO RAISE AWARENESS OF ECO-CITIZENSHIP AND CONSERVATION.

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

DATES OF REPORTS RECEIVED FROM GRANTEE: REPORT NOT YET RECEIVED.
**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

16 - ENSEMBLE LES TALENS LYRIQUES
11-328 / ENS002
ADDRESS: 49, RUE DE MAUBEUGE, PARIS 75009, FRANCE
FYE DATE: DECEMBER 31
FOREIGN ORGANIZATION
GRANT DATE: MAY 25, 2011
TOTAL GRANT AMOUNT: 150,000 EURO (\$219,630)
DATES AND AMOUNTS OF PAYMENTS:
6/13/2011 - 150,000 EURO (\$219,630)

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

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

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

DATES OF REPORTS RECEIVED FROM GRANTEE: REPORT NOT YET RECEIVED.
**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

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

PURPOSE OF GRANT: FUNDS WILL ESTABLISH TWO CHARLES ANNENBERG WEINGARTEN ENDOWED SCHOLARSHIPS AT ESCUELA DE AGRICULTURA DE LA REGION TROPICAL HUME A (EARTH UNIVERSITY), AN INTERNATIONAL SCHOOL OF HIGHER EDUCATION IN

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

GUÁCIMO, COSTA RICA. EACH YEAR THE SCHOLARSHIP WILL COVER TUITION, ROOM AND BOARD, AND HEALTH INSURANCE FOR EACH STUDENT. IN 2006 THE ANNUAL COST OF THE SCHOLARSHIP PROGRAM WAS \$13,300. THE ACADEMIC YEAR RUNS FROM MID-JANUARY TO MID-DECEMBER AND SCHOLARSHIPS ARE USUALLY AWARDED EARLY IN MAY. WHILE IN THEIR THIRD YEAR OF STUDY, THE STUDENTS WILL BE ELIGIBLE FOR FIRST CONSIDERATION FOR INTERNSHIPS PROVIDED BY WHOLE FOODS MARKET AT SEVERAL OF ITS FACILITIES.

FINANCIAL SUMMARY

REVENUE:

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

EXPENDITURES:

FY06 SCHOLARSHIP DISTRIBUTIONS - \$0
FY07 SCHOLARSHIP DISTRIBUTIONS - \$27,400
FY08 SCHOLARSHIP DISTRIBUTIONS - \$27,400
FY09 SCHOLARSHIP DISTRIBUTIONS - \$0
FY10 SCHOLARSHIP DISTRIBUTIONS - \$0
BALANCE AT DECEMBER 31, 2010: \$555,686.05

DATES OF REPORTS RECEIVED FROM GRANTEE:

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

GOALS ACHIEVED: THE TWO STUDENTS SELECTED BY EARTH UNIVERSITY TO RECEIVE THE SCHOLARSHIPS WERE CHOSEN DUE TO THEIR OUTSTANDING HIGH SCHOOL RECORDS AND DEMONSTRATION OF FINANCIAL NEED TO ATTEND EARTH. LIZETH PAOLA COBA CRUZ IS A NATIVE OF COLOMBIA, AND JOHANNY A. PÉREZ SIERRA IS FROM THE DOMINICAN REPUBLIC. BOTH STUDENTS HAVE EXCELLED ACADEMICALLY DURING THEIR TIME AT THE UNIVERSITY, AND WILL PARTICIPATE IN THE 4TH WORLD YOUTH CONGRESS IN QUEBEC, CANADA, WHICH IS A CONVENING OF 600 YOUTH ADVOCATES IN THE FIELD OF SUSTAINABLE DEVELOPMENT. BOTH STUDENTS INTEND TO USE THEIR DEGREES TO RETURN TO THEIR HOMETOWN COMMUNITIES AND IMPROVE THE BUSINESS AND ENVIRONMENTAL CONDITIONS OF THOSE AREAS.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FYSTUB11 UPDATE: DURING 2010, BOTH STUDENTS (SEE ABOVE) GRADUATED WITH HIGH GRADES POINT AVERAGES, WHILE HAVING THE OPPORTUNITY TO APPLY THEIR KNOWLEDGE AND SKILLS IN THE SUSTAINABLE MANAGEMENT OF A FARM/BUSINESS IN A RURAL COMMUNITY. THE FOURTH YEAR CURRICULUM PROVIDED PROFESSIONAL EXPERIENCE IN AN INTERNATIONAL SETTING, AS EACH WORKED ON RESEARCH PROJECTS WITH U.S. AND BRITISH PARTNERS. LIZETH WAS SELECTED TO COMPLETE A POST-GRADUATE INTERNSHIP IN SALINAS, CALIFORNIA, AND JOHANNY WILL ENROLL AT THE UNIVERSITY OF STUTTGART TO COMPLETE A MASTER'S DEGREE. WITH THE ECONOMIC DOWNTURN SEVERELY IMPACTING THE SCHOLARSHIP FUND, THE ORGANIZATION DID NOT TAKE A DISTRIBUTION FROM THE FUND DURING THE FISCAL YEAR ENDING DECEMBER 31, 2010, AND WILL COVER THE SCHOLARSHIPS FROM OTHER FUNDS. THE ORGANIZATION DID SELECT TWO NEW STUDENTS WHO WILL RECEIVE THE SCHOLARSHIP SUPPORT, RONALD DAVID MORA HERNANDEZ FROM COSTA RICA, AND ADA MARLENE MACAZANA PAREJA FROM PERU.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

18 - THE FREEDOM THEATER

11-075/FRE008

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

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: OCTOBER 15, 2010

TOTAL GRANT AMOUNT: \$50,000

DATES AND AMOUNTS OF PAYMENTS:

11/04/2010 - \$50,000

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$50,000

TOTAL EXPENDITURES: \$0

BALANCE AT DECEMBER 31, 2011: \$50,000

DATES OF REPORTS RECEIVED FROM GRANTEE:

6/21/2011

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2010, CONSTRUCTION OF THE NEW THEATER FACILITY WAS STALLED DUE TO DISPUTES BETWEEN THE BUILDING LANDLORD AND THE PALESTINIAN AUTHORITY, AS WELL AS CONSTRUCTION PLANS THAT EXCEEDED THE ORIGINAL LOTS LINES, AND INCURRED FINES. IN ADDITION, THE ORGANIZATION'S FOUNDER WAS KILLED IN EARLY 2011, WHICH DELAYED THE PROJECT FURTHER, AND ALSO CREATED AN UNSAFE ATMOSPHERE FOR FREEDOM THEATER PROGRAM PARTICIPANTS IN THE JENIN REFUGEE CAMP. ULTIMATELY, THE PROJECT HAS BEEN ABANDONED, AND THE FREEDOM THEATER WILL RELOCATE TO JENIN CITY FOR THE NEXT TWO YEARS. DURING THAT TIME, THE ORGANIZATION WILL WORK TO IDENTIFY A NEW SITE WITHIN JENIN REFUGEE CAMP FOR THE THEATER.

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

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

19 - GIRL CHILD NETWORK WORLDWIDE

11-111/GIR002

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

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: DECEMBER 3, 2010

TOTAL GRANT AMOUNT: \$10,000

DATES AND AMOUNTS OF PAYMENTS:

01/24/2011

PURPOSE OF THE GRANT: GRANT FUNDS WILL BE USED TO PROVIDE GENERAL

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT: \$10,000

EXPENDITURES:

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

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

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

20 - GLOBAL CIVIC POLICY SOCIETY

11-1109/ GLO005

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

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: OCTOBER 7, 2011

TOTAL GRANT AMOUNT: \$500,000

DATES AND AMOUNTS OF PAYMENTS:

10/21/2011- \$250,000

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

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

21 - GUSEN MEMORIAL COMMITTEE

10-040/GUS001

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

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: AUGUST 11, 2009

TOTAL GRANT AMOUNT: \$25,000

DATES AND AMOUNTS OF PAYMENTS:

9/10/2009 - \$25,000

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$25,000

EXPENDITURES:

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

JANUARY 1 - DECEMBER 31, 2010

COMPLETION OF "AUDIOWALK GUSEN" - \$2,914.73

MAY 2010 COMMEMORATION EVENTS - \$1,389.46

PROCESS TOWARDS MONUMENT STATUS AND TUNNEL ACCESSIBILITY - \$769

STAGED READING OF MEMOIRS - \$876.41

PUBLICATION OF SURVIVOR MEMOIRS - \$561.37

PARTICIPATION IN MEETING IN LILLE, FRANCE - \$357.55

PARTICIPATION IN RESEARCH CONFERENCE IN POLAND - \$289.66

TOTAL EXPENDITURES: \$23,424.28

BALANCE AT DECEMBER 31, 2010: \$1,575.72

DATES OF REPORTS RECEIVED FROM GRANTEE:

3/08/2010

3/23/2011

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2010, THE GUSEN MEMORIAL COMMITTEE (GMC) COMPLETED THE ITALIAN-LANGUAGE VERSION OF ITS AUDIO TOUR. THE "AUDIOWALK GUSEN" WILL ENABLE HUNDREDS OF ITALIAN VISITORS TO LEARN MORE ABOUT THE HISTORY OF THE CONCENTRATION CAMPS. THE ORGANIZATION ALSO HELD A CHILDREN'S COMMEMORATION EVENT IN MAY, PARTNERING WITH AMERICAN ARTIST KAREN FINLEY TO MEMORIALIZE THE 420 JEWISH CHILDREN KILLED BY THE SS IN 1944. GMC ALSO ORGANIZED THE FIRST HISTORICAL VISIT OF KZ GUSEN SURVIVORS TO VISIT THE TUNNELS, 65 YEARS

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

AFTER THEIR LIBERATION AT THE END OF WORLD WAR II. EFFORTS CONTINUED TO GAIN MONUMENT STATUS FOR THE BERGKRISTALL TUNNELS BETWEEN THE CAMPS AT ST. GEORGEN AND GUSEN, THOUGH THE ENGINEERING STUDY WAS DELAYED DUE TO ECONOMIC DIFFICULTIES IN THE AUSTRIAN GOVERNMENT. OTHER ACTIVITIES INCLUDED THE STAGED READING BY A PROFESSIONAL ACTOR OF THE MEMOIRS OF AN APPRENTICE AT THE CONCENTRATION CAMP, AND PUBLICATION OF THE MEMOIRS OF A KZ GUSEN SURVIVOR, KARL LITTNER. REPRESENTATIVES OF GMC PARTICIPATED IN A MEETING IN LILLE, FRANCE, AND A CONFERENCE IN POLAND ON WORLD WAR II-ERA MEMORIALS AND MUSEUMS.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

22 - HIGH OAKS, INC.
07-505/HIG001

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

FYE DATE: DECEMBER 31

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

GRANT DATE: MAY 2, 2007

TOTAL GRANT AMOUNT: \$5,000

DATES AND AMOUNTS OF PAYMENTS:

5/25/2007 - \$1,000

6/13/2008 - \$1,000

5/22/2009 - \$1,000

5/14/2010 - \$1,000

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

AMOUNTS EXPENDED BY GRANTEE: \$4,000

DATES OF REPORTS RECEIVED FROM GRANTEE:

5/14/2008

4/24/2009

4/28/2010

5/20/2011

THE \$1,000 GRANT PAYMENT RECEIVED BY HIGH OAKS, INC. IN MAY 2010 WAS
EXPENDED IN JUNE 2010 AS PART OF THE \$16,456.50 JUNE BENEVOLENCE GRANTS
MADE BY HIGH OAKS, INC. TO INDIVIDUALS IN NEED OF CARE.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS
ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY
1 - DECEMBER 31, 2011.

23 - INSTITUT CURIE

11-384/INS011

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

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: JUNE 22, 2011

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

DATES AND AMOUNTS OF PAYMENTS:

8/8/2011 - 300,000 EURO (\$427,500)

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

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

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

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

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

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

11-041/INT014

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

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: AUGUST 20, 2010

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

TOTAL GRANT AMOUNT: 25,000 EURO (\$33,353)
DATES AND AMOUNTS OF PAYMENTS:
9/20/2010 - 25,000 EURO (\$33,353)

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

FINANCIAL SUMMARY

BEGINNING VALUE (JANUARY 1, 2010) - 2,300,000 EURO
REVENUE:
GRANT PAYMENT - 25,000 EURO
OTHER CONTRIBUTIONS - 22,000 EURO
INVESTMENT INCOME - 55,000 EURO
EXPENDITURES:
DISBURSEMENT TO ECOLE DU PATRIMOINE AFRICAIN - 55,000 EURO
ENDING VALUE (DECEMBER 31, 2010): 2,347,000 EURO

DATES OF REPORTS RECEIVED FROM GRANTEE:
3/14/2011

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2010, ICCROM WAS ABLE TO SECURE TWO ADDITIONAL DONATIONS TO THE EPA FUND. WITH THESE DONATIONS AND INVESTMENT INCOME, THE ORGANIZATION WAS ABLE TO MAKE A DISBURSEMENT TO THE ECOLE DU PATRIMOINE AFRICAIN (EPA), WHICH COVERED 40% OF EPA'S OPERATING COSTS INCLUDING STAFF SALARIES, COMMUNICATIONS EXPENSES, EQUIPMENT, MAINTENANCE, SUPPLIES, AND TRANSPORTATION COSTS. **DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

25 - THE IQALUIT COMMUNITY GREENHOUSE SOCIETY
08-471 / IQA001
ADDRESS: P.O. BOX 2469, IQALUIT, NUNAVUT X0A 0H0, CANADA

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

FYE DATE: MARCH 31
FOREIGN ORGANIZATION
GRANT DATE: MARCH 25, 2008
TOTAL GRANT AMOUNT: \$50,000
DATES AND AMOUNTS OF PAYMENTS:
4/18/2008 - \$50,000

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

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$50,000

EXPENDITURES:

APRIL 2008 - MARCH 31, 2009 - \$10,191.70

APRIL 1, 2009 - MARCH 31, 2010 - \$6,503.90

APRIL 1, 2010 - MARCH 31, 2011 - \$0

TOTAL EXPENDITURES: \$16,695.60

BALANCE AT MARCH 31, 2011: \$33,304.40

DATES OF REPORTS RECEIVED FROM GRANTEE:

7/27/2009

7/13/2010

3/28/2011

FYSTUB11 UPDATE: DURING THE 2011 FISCAL YEAR, THE IQALUIT COMMUNITY GREENHOUSE SOCIETY DID NOT DRAW ON ANNENBERG FOUNDATION FUNDS TO CONTINUE ITS OPERATIONS. THE ORGANIZATION IS UNDERGOING A PLANNING PROCESS FOR HOW TO BEST UTILIZE THE REMAINING FUNDS, WHICH WILL LIKELY BE USED FOR

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SPECIFIC OUTREACH AND EXPANSION PROJECTS DURING THE 2011 - 2012 FISCAL YEAR.

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

26 - LA PETITE BIBLIOTHEQUE RONDE
11-1221/ LAP002

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

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: DECEMBER 16, 2011

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

DATES AND AMOUNTS OF PAYMENTS:

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

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

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

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

27 - L'ENVOL POUR LES ENFANTS EUROPEENS

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

11-035/ LEN001

ADDRESS: CHATEAU DE BOULAINS, ECHOUBOULAINS 77830, FRANCE

FYE DATE: DECEMBER 31

FOREIGN ORGANIZATION

GRANT DATE: AUGUST 5, 2010

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

DATES AND AMOUNTS OF PAYMENTS:

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

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

FINANCIAL SUMMARY

REVENUE:

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

EXPENDITURES: \$0

BALANCE AT DECEMBER 31, 2010 - \$65,555

DATES OF REPORTS RECEIVED FROM GRANTEE:

02/28/2011

FYSTUB11 UPDATE: DUE TO DELAYS IN OBTAINING OFFICIAL PAPERWORK FROM THE HAITIAN AUTHORITIES, AND CONCERNS OVER THE PREVALENCE OF CHOLERA, THE PROJECT WAS POSTPONED, AND NOT COMPLETED AS ORIGINALLY SCHEDULED. THE ORGANIZATION HAS ALREADY MADE PROGRESS IN PLANS FOR IMPLEMENTATION IN 2011, AND WAS ABLE TO SECURE THE NECESSARY APPROVALS AFTER THE 2010 SEASON HAD CLOSED. OPERATION HAITI WILL TAKE PLACE DURING THE SUMMER OF 2011.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

28 - L'ESPACE DE L'ART CONCRET
11-1147/LES005
ADDRESS: CHÂTEAU DE MOUANS, MOUANS-SARTOUX, F06370, FRANCE
FYE DATE: DECEMBER 31
FOREIGN ORGANIZATION
GRANT DATE: NOVEMBER 15, 2011
TOTAL GRANT AMOUNT: 18,000 EURO (\$24,776)
DATES AND AMOUNTS OF PAYMENTS:
11/21/2011 - 18,000 EURO (\$24,776)

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

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

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

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

29 - LES AMIS DU LYRIQUE EN BRETAGNE

11-1004 /LES001

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

FYE DATE: SEPTEMBER 30

FOREIGN ORGANIZATION

GRANT DATE: JULY 21, 2011

TOTAL GRANT AMOUNT: \$26,206 (20,000 EURO)

DATES AND AMOUNTS OF PAYMENTS:

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

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

AMOUNT EXPENDED BY GRANTEE:

REVENUE:

GRANT PAYMENT- 20,000 EURO (\$29,004)

EXPENDITURES:

PRODUCTION EXPENSES, INCLUDING ARTIST PER DIEM AND ACCOMMODATIONS DURING THE FESTIVAL - 20,000 EURO

TOTAL EXPENDITURES: 20,000 EURO

REMAINING BALANCE: 0 EURO

DATES OF REPORTS RECEIVED FROM GRANTEE:

11/23/2011

01/26/2012

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING SEPTEMBER 30, 2011, LES AMIS DU LYRIQUE EN BRETAGNE PRESENTED ITS ANNUAL FESTIVAL ON THE ISLAND OF BELLE ILE, LOCATED OFF THE BRITTANY COAST OF NORTHWEST FRANCE AT THE HISTORIC CITADELLE VAUBAN. THE ORGANIZATION SAW INCREASED TICKET SALES AND ATTENDANCE, AFTER ADDING CONCERTS AND PERFORMANCES TO THE SCHEDULE.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

30- MANCHESTER INTERNATIONAL FESTIVAL
11-122/ MAN005

ADDRESS: 3RD FLOOR, 81 KING STREET, MANCHESTER, M2 4AH, UNITED KINGDOM

FYE DATE: SEPTEMBER 30

FOREIGN ORGANIZATION

GRANT DATE: DECEMBER 9, 2010

TOTAL GRANT AMOUNT: \$25,000

DATES AND AMOUNTS OF PAYMENTS:

01/07/2011 - \$25,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO SUPPORT THE PRODUCTION OF "THE LIFE AND DEATH OF MARINA ABRAMOVIC," (LADOMA) A PERFORMANCE COMMISSIONED BY MIF TO PREMIERE AT THE JULY 2011 FESTIVAL. DIRECTED AND DESIGNED BY ROBERT WILSON, A WELL-KNOWN FIGURE IN EXPERIMENTAL THEATER, LADOMA IS THE BIOGRAPHY OF MARINA ABRAMOVIC, A PIONEER IN PERFORMANCE ART. THE SHOW WILL FEATURE SCENES FROM ABRAMOVIC'S LIFE, FROM HER SERBIAN CHILDHOOD, TO HER WORK AS A PERFORMANCE ARTIST. FEATURING ORIGINAL AND TRADITIONAL MUSIC, THE GROUND-BREAKING SHOW BRINGS TOGETHER THE WORLDS OF THEATER, ART, AND MUSIC. LADOMA WILL ALSO INCLUDE A NEWLY DESIGNED SET, AS WELL AS UNIQUE PROPS AND COSTUMES, WHICH WILL BE CENTRAL TO THE PERFORMANCE.

AMOUNT EXPENDED BY GRANTEE:

REVENUE:

GRANT PAYMENT- \$25,000 (£15,885)

EXPENDITURES:

CREATION OF COSTUMES BY DAS GEWAND- £15,885

TOTAL EXPENDITURES: £15,885

REMAINING BALANCE: \$0

DATES OF REPORTS RECEIVED BY GRANTEE:

11/28/11

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING SEPTEMBER 30, 2011 THE MANCHESTER INTERNATIONAL FESTIVAL DEBUTED THE WORLD PREMIERE OF "THE LIFE AND DEATH OF MARINA ABRAMOVIC," ON JULY 9, 2011 AT THE LOWRY, SALFORD QUAYS (GREATER MANCHESTER) AND RAN FOR SIX PERFORMANCES. THE PRODUCTION FEATURED 15 PERFORMERS AND FIVE MUSICIANS, WHICH INCLUDED MARINA ABRAMOVIC AND WAS ATTENDED BY OVER 7,000 PEOPLE GENERATING INTERNATIONAL PRESS COVERAGE. COSTUMES FOR THE PERFORMANCES WERE DESIGNED BY DAS GEWAND, A RENOWNED DESIGNER.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

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

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

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

DATES OF REPORTS RECEIVED FROM GRANTEE: REPORT NOT YET RECEIVED.
**DUE TO THE ANNENBERG FOUNDATION'S CHANGE OF FISCAL YEAR END DATE, THIS ORGANIZATION WAS NOT SCHEDULED TO REPORT ADDITIONAL INFORMATION FROM JULY 1 - DECEMBER 31, 2011.

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

32 - PACIFIC ORCA SOCIETY

10-068/PAC004

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

FYE DATE: NOVEMBER 30

FOREIGN ORGANIZATION

GRANT DATE: SEPTEMBER 30, 2009

TOTAL GRANT AMOUNT: \$25,000

DATES AND AMOUNTS OF PAYMENTS:

11/05/2009 - \$25,000

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

FINANCIAL SUMMARY

REVENUE:

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

EXPENDITURES:

FLOORING - \$3,087.49

LABOR - \$11,010

BUILDING MATERIALS FOR DOORS - \$3,483.45

TRANSPORTATION - \$889.28

APPLIANCES - \$2,778.80

HOUSEHOLD ITEMS - \$883.71

WINDOWS - \$2,428.79

UTILITIES - \$353.21

FURNITURE - \$2,766.87

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

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

DATES OF REPORTS RECEIVED FROM GRANTEE:
3/2/2010
2/28/2011
2/18/2012

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING NOVEMBER 30, 2011 THE PACIFIC ORCA SOCIETY CONDUCTED INFRASTRUCTURE IMPROVEMENTS TO THE PROPERTY IN ALERT BAY, BRITISH COLUMBIA, WHICH SERVES AS AN IMPORTANT LINK TO THE CONTINUOUS ACOUSTIC MONITORING SYSTEM AT THE ORCALAB ON HANSON ISLAND. THE FACILITY PROVIDES THE ORGANIZATION WITH THE ABILITY TO SECURELY STORE THE HISTORIC ACOUSTIC AND VIDEO RECORDINGS DATING BACK TO 1994, AND WILL ENABLE THE PACIFIC ORCA SOCIETY TO FURTHER INTEGRATE OPERATIONS FROM THE REMOTE HANSON ISLAND LOCATION TO ALERT BAY, ULTIMATELY WORKING IN TANDEM TO CONDUCT ONGOING MONITORING AND DATA COLLECTION.

GIVEN THAT GRANT FUNDS WERE USED FOR CAPITAL PURPOSES, INCLUDING THE PURCHASE OF CONSTRUCTION MATERIALS, FURNITURE, AND OTHER GOODS, AN AFFIDAVIT OF EQUIVALENCY WAS SECURED AND THE ORGANIZATION WILL CONTINUE REPORTING FOR TWO SUBSEQUENT FISCAL YEARS.

33- SOCIÉTÉ DES AMIS DU MUSÉE D'ART MODERNE DE LA VILLE DE PARIS
11-380 / SOC003
ADDRESS: 9, RUE GASTON DE SAINT-PAUL, PARIS, 75116, FRANCE
FYE DATE: DECEMBER 31
FOREIGN ORGANIZATION
GRANT DATE: JUNE 20, 2011
TOTAL GRANT AMOUNT: 50,000 EURO (\$71,501)
DATES AND AMOUNTS OF PAYMENTS:
07/22/2011 - 50,000 EURO (\$71,501)

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO FURTHER THE ORGANIZATION'S MISSION TO CONTRIBUTE TO THE DEVELOPMENT OF THE MUSÉE D'ART MODERNE DE LA VILLE DE PARIS, TO ENRICH ITS COLLECTIONS, AND MORE GENERALLY TO CONTRIBUTE TO THE DEVELOPMENT, INFLUENCE, AND SCHOLARSHIP OF MODERN ART BY: THE ACQUISITION OF WORKS ON BEHALF OF THE MUSEUM COLLECTIONS;

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

SUPPORT OF ARTISTIC EVENTS ORGANIZED BY THE MUSEUM; THE PUBLICATION AND SALE OF BOOKS, PAMPHLETS, CATALOGUES, LITHOGRAPHS, AND SOUVENIRS, AND ORGANIZING CONFERENCES AND MEETINGS IN THE FIELD OF MODERN AND CONTEMPORARY ART. THE FOUNDATION UNDERSTANDS THAT THE ORGANIZATION ORGANIZES A RANGE OF ACTIVITIES INCLUDING GUIDED TOURS OF SPECIAL EXHIBITIONS, LECTURES, TRIPS TO MUSEUMS AND CULTURAL INSTITUTIONS OUTSIDE OF PARIS, AND MEETINGS WITH ARTISTS AND CURATORS. THESE ACTIVITIES EXPAND THE RANGE OF THE MUSEUM COLLECTIONS BY ENABLING AUDIENCES TO ENGAGE MORE DEEPLY WITH THE WORKS OF ART.

AMOUNT EXPENDED BY GRANTEE: REPORT NOT YET RECEIVED.

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

34 - SQUID & SQUASH FOUNDATION

11-102/ SQU001

ADDRESS: 10061 RIVERSIDE DRIVE #821, TOLUCA LAKE, CA 91602

FYE DATE: DECEMBER 31

PRIVATE NON-OPERATING FOUNDATION

NON-QUALIFYING DISTRIBUTION

GRANT DATE: NOVEMBER 17, 2010

TOTAL GRANT AMOUNT: \$25,000

DATES AND AMOUNTS OF PAYMENTS:

01/07/2011 - \$25,000

PURPOSE OF GRANT: GRANT FUNDS WILL BE USED TO PROVIDE GENERAL OPERATING SUPPORT TO FURTHER THE CHARITABLE MISSION OF THE SQUID & SQUASH FOUNDATION IN ITS EFFORTS TO POSITIVELY IMPACT THE QUALITY OF LIFE FOR UNDERPRIVILEGED AND AT-RISK YOUTH INCLUDING, BUT NOT LIMITED TO, LOS ANGELES AND SURROUNDING METROPOLITAN COMMUNITIES IN THE FOLLOWING KEY AREAS: EDUCATION AND LITERACY; ARTS AND CULTURE; INNER-CITY ENRICHMENT; COMMUNITY OUTREACH, AND ENVIRONMENTAL PRESERVATION.

FINANCIAL SUMMARY

REVENUE:

GRANT PAYMENT - \$25,000

EXPENDITURES:

CHARITABLE VENTURES OF ORANGE COUNTY/CATERINA'S CLUB - \$1,000

GAMEDESK - \$2,000

LEARNING WORKS CHARTER SCHOOL - \$5,000

NEIGHBORHOOD YOUTH ASSOCIATION - \$5,000

FORM 990PF - GENERAL EXPLANATION ATTACHMENT

ONE VOICE - \$5,000
SCHOOL ON WHEELS - \$1,000
OJAI FOUNDATION - \$5,000
WOMEN IN NON-TRADITIONAL EMPLOYMENT ROLES/ROSIE THE RIVETER HIGH SCHOOL -
\$1,000
TOTAL EXPENDITURES: \$25,000
REMAINING BALANCE: \$0

DATES OF REPORTS RECEIVED FROM GRANTEE:

2/22/12

FYSTUB11 UPDATE: DURING THE FISCAL YEAR ENDING DECEMBER 31, 2011, THE SQUID & SQUASH FOUNDATION PROVIDED FINANCIAL SUPPORT TO EIGHT NONPROFIT ORGANIZATIONS MEET IRS CRITERIA, WHICH EMBODY ITS MISSION TO POSITIVELY IMPACT THE QUALITY OF LIFE FOR THE UNDERSERVED, LOW INCOME, AND AT-RISK YOUTH. THE RECIPIENTS OF SUPPORT INCLUDE THE CHARITABLE VENTURES OF ORANGE COUNTY/CATERINA'S CLUB, PROVIDING MEALS TO HUNGRY CHILDREN SEVEN NIGHTS A WEEK; GAME DESK, CREATING DIGITAL SOFTWARE AND CURRICULUM TO REVOLUTIONIZE THE WAY STUDENTS ARE TAUGHT AND LEARN; LEARNING WORKS CHARTER SCHOOL, PROVIDING PERSONALIZED RIGOROUS ACADEMIC PROGRAMMING AND RELEVANT LIFE SKILLS TO UNDERSERVED STUDENTS IN GRADES 7-12; NEIGHBORHOOD YOUTH ASSOCIATION, PROVIDING AN EDUCATIONAL ENHANCEMENT PROGRAM TO ASSIST CHILDREN BECOME THEIR BEST; ONE VOICE, PROVIDING FAMILIES WITH EMERGENCY RELIEF SERVICES AND ACCESS TO A SCHOLARS PROGRAM; SCHOOLS ON WHEELS, ENHANCING EDUCATIONAL OPPORTUNITIES FOR HOMELESS CHILDREN FROM KINDERGARTEN TO 12TH GRADE; OJAI FOUNDATION, OPERATING A RETREAT CENTER WHERE STUDENTS ARE LED ON RITES OF PASSAGE RETREATS, AND WOMEN IN NON-TRADITIONAL ROLES OF EMPLOYMENT, PROVIDING A PROGRESSIVE EDUCATION PROGRAM AT ROSIE THE RIVETER CHARTER HIGH SCHOOL. THE SQUID AND SQUASH FOUNDATION MONITORED THE USE OF GRANT FUNDS THROUGH REPORTS FROM THE GRANTEE ORGANIZATIONS.

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ANNENBERG LEARNER	739,538.
ANNENBERG SPACE FOR PHOTOGRAPHY	15,653.
EXPLORE ANNENBERG LLC	831.
TOTAL	<u>756,022.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EVENT INCOME - METABOLIC STUDIO LLC INC-OTHER THAN CAP G/L: SCHEDULES K-1 REVENUE REPRESENTED ON FORM 990T	2,978.	-3,657,027. -124,511.
TOTALS	<u>2,978.</u>	<u>-3,781,538.</u>

ATTACHMENT 3FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
SHEPPARD MULLIN RICHTER&HMPTN	979,990.	11,954.	1,430.	920,529.
DILWORTH PAXSON LLP	117,119.			135,347.
HOLLAND & KNIGHT LLP	23,579.			21,355.
PROSKAUER ROSE LLP	8,033.			7,128.
CHRISTIAN & BOUKNIGHT, LLC	6,380.		6,380.	1,840.
REID & CO	3,780.			3,780.
OTHER	750.			750.
TOTALS	<u>1,139,631.</u>	<u>11,954.</u>	<u>7,810.</u>	<u>1,090,729.</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	82,453.			75,997.
TOTALS	<u>82,453.</u>			<u>75,997.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT	7,811,091.	7,811,091.	
PROGRAM CONSULTING:			
ANNENBERG LEARNER	1,038,593.		1,038,593.
ANNENBERG SP FOR PHOTOGRAPHY	1,353,822.		1,432,280.
COMPANION ANIMAL CENTER	4,863,702.		4,882,591.
EXPLORE	707,979.		634,536.
METABOLIC STUDIO	712,965.		730,709.
ANNENBERG VENTURES	217,177.		136,849.
ACCOUNTING	97,054.		94,504.
ADVERTISING AND MARKETING	77,103.		53,697.
COMPUTER SUPPORT	38,669.		38,669.
PEER TO PEER AND PROGRAM	533,724.		536,301.
MISCELLANEOUS CONSULTING FEES	35,978.		17,544.
TOTALS	<u>17,487,857.</u>	<u>7,811,091.</u>	<u>9,596,273.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CURRENT FED EXCISE TAX EXP	859,600.		
DEFERRED FED EXCISE TAX EXP	-6,175,741.		
REFUND OF PPT/MISCELLANEOUS	-31,815.	-9.	-31,806.
TOTALS	<u>-5,347,956.</u>	<u>-9.</u>	<u>-31,806.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TEMPORARY SERVICES	287,747.			287,747.
INSURANCE	111,574.	-6.	2,349.	109,231.
MISCELLANEOUS PROGRAM EXPS:				
METABOLIC STUDIO SUPPLIES	161,658.			161,658.
ANNENBERG SPACE FOR PHOTO	1,151.			135,458.
COMPUTER RELATED	399,862.		7,220.	401,038.
SALES EXPENSE	106,253.		42,172.	64,081.
OFFICE EXPENSE	88,113.		3,046.	28,539.
POSTAGE & FREIGHT	50,506.	177.	3,093.	49,886.
EMPLOYEE RELATED EXPENSES	29,473.	47.	462.	73,066.
STATIONARY, SUPPLIES	34,686.	35.	1,860.	33,085.
EQUIPMENT & EQUIPMENT MAINT	67,410.		1,187.	78,269.
DUES & SUBSCRIPTIONS	9,236.		796.	8,440.
MISCELLANEOUS-SP EV ATTENDING	1,475.			
EXPS REPRESENTED ON FORM 9990T		-24,239.		
TOTALS	<u>1,349,144.</u>	<u>-23,986.</u>	<u>62,185.</u>	<u>1,430,498.</u>

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UNITED STATES TREAS BDS 3.125	419,062.	419,062.
UNITED STATES TREAS NTS .125	7,984,064.	7,984,064.
UNITED STATES TREAS NTS .375	17,911,188.	17,911,188.
UNITED STATES TREAS NTS .875	6,444,577.	6,444,577.
UNITED STATES TREAS NTS .25	2,770,432.	2,770,432.
UNITED STATES TREAS NTS 1.375	3,888,322.	3,888,322.
UNITED STATES TREAS NTS 1.75	4,075,707.	4,075,707.
UNITED STATES TREAS NTS 2	4,500,757.	4,500,757.
UNITED STATES TREAS NTSDTD 2.3	755,451.	755,451.
UNITED STATES TREAS NTS NT 1.3	28,575,274.	28,575,274.
UNITED STATES TREAS NTS 00377	6,140,718.	6,140,718.
UNITED STATES TREAS 1	8,633,116.	8,633,116.
UNITED STATES TREAS 1.375	6,424,448.	6,424,448.
UNITED STATES TREAS 2	797,233.	797,233.
USA TREAS NTS TIPS DTD 071511	6,497,388.	6,497,388.
USA TREAS NTS TIPS DTD 00340	1,812,839.	1,812,839.
US OBLIGATIONS TOTAL	<u>107,630,576.</u>	<u>107,630,576.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1ST HORIZON NATL CORP	2,256.	2,256.
3000 INDEX CTF (CMU3) FD	15,179,031.	15,179,031.
ABERDEEN FDS EMERGING MKTS FD	31,891,911.	31,891,911.
ACTIVISION BLIZZARD INC	1,047,299.	1,047,299.
ACCOR S A ADR	679,426.	679,426.
ADAGE CAPITAL PARTNERS	91,378,198.	91,378,198.
AMARIN CORP	441,955.	441,955.
TOYOTA MTR CORP	877,016.	877,016.
VIVENDI SA ADR	855,404.	855,404.
ARCH COAL INC	563,322.	563,322.
AXIS CAPITAL HOLDINGS LTD	827,476.	827,476.
BANK OF AMERICA CORP	1,056,400.	1,056,400.
BOEING CO	1,341,058.	1,341,058.
BUNGE LTD	971,370.	971,370.
CALPINE CORP COM	1,147,444.	1,147,444.
CAMERON INTL CORP	1,361,432.	1,361,432.
CELGENE CORP	1,296,027.	1,296,027.
CITIGROUP INC	697,215.	697,215.
COBALT INTL ENERGY INC	613,490.	613,490.
COMCAST CORP	1,909,962.	1,909,962.
CONSOL ENERGY INC	1,153,334.	1,153,334.
CSX CORP	880,203.	880,203.
CVS CAREMARK CORP	1,242,648.	1,242,648.
DELL INC	698,714.	698,714.
DELTA AIR LINES INC	657,863.	657,863.
DFA INTL SMALL CO PORTFOLIO FD	16,504,653.	16,504,653.
DOVER CORP	804,341.	804,341.
EMC CORP	664,423.	664,423.
EVERCORE PARTNERS INC	782,868.	782,868.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EXELIS INC	656,478.	656,478.
EXELON CORP	1,149,305.	1,149,305.
EXPEDIA INC	450,855.	450,855.
FLEXTRONICS INTL LTD	394,372.	394,372.
GAMESTOP CORP	1,287,794.	1,287,794.
GMO TR FGN FD CL III	21,448,818.	21,448,818.
GOLDCORP INC	664,148.	664,148.
GOLDMAN SACHS GROUP INC	944,541.	944,541.
GOOGLE INC	1,376,413.	1,376,413.
HOLOGIC INC	1,213,390.	1,213,390.
IMPAX LABORATORIES INC	743,991.	743,991.
INTL GAME TECH	1,452,385.	1,452,385.
JPMORGAN CHASE & CO	933,760.	933,760.
JUNIPER NETWORKS INC	735,331.	735,331.
KOSMOS ENERGY LTD	301,670.	301,670.
KRAFT FOODS INC	1,411,722.	1,411,722.
LAZARD LTD	628,859.	628,859.
LEAR CORP	1,043,556.	1,043,556.
LIBERTY GLOBAL INC	740,131.	740,131.
MANPOWER INC	778,313.	778,313.
MASTERCARD INC	1,042,778.	1,042,778.
METLIFE INC	1,041,225.	1,041,225.
MICROSOFT CORP	1,196,678.	1,196,678.
MONSANTO CO	1,308,627.	1,308,627.
MOODYS CORP	792,996.	792,996.
MORGAN STANLEY	797,775.	797,775.
NATIONAL OILWELL VARCO	1,059,964.	1,059,964.
NEWS CORP	1,609,222.	1,609,222.
OCCIDENTAL PETROLEUM CORP	744,915.	744,915.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ORACLE CORP	951,076.	951,076.
PFIZER INC	1,427,894.	1,427,894.
PINNACLE ENTMT INC	1,190,986.	1,190,986.
PPG IND INC	748,905.	748,905.
QUEST DIAGNOSTICS INC	939,701.	939,701.
RYLAND GROUP INC	956,648.	956,648.
SANDERSON INTL VALUE FD	67,937,284.	67,937,284.
SCHLUMBERGER LTD	1,530,076.	1,530,076.
SCHWAB CHARLES CORP	918,884.	918,884.
SOUTHWESTERN ENERGY CO	633,849.	633,849.
SSGA MSCI EAFE INDEX NL CTF (E	37,324,628.	37,324,628.
SUNCOR ENERGY INC	764,370.	764,370.
SYMANTEC CORP	848,746.	848,746.
SYMETRA FINL CORP	635,018.	635,018.
TELEDYNE TECHNOLOGIES INC	574,444.	574,444.
THERMO FISHER CORP	697,215.	697,215.
THOMSON REUTERS	725,744.	725,744.
TRAVELERS COS INC	605,842.	605,842.
TRIPADVISOR INC	391,663.	391,663.
TYSON FOODS INC	909,481.	909,481.
VERTEX PHARMACEUTICALS INC	748,753.	748,753.
VIACOM INC	1,044,975.	1,044,975.
WAL-MART STORES INC	1,282,987.	1,282,987.
WELLS FARGO & CO	979,014.	979,014.
WENDYS CO	774,097.	774,097.
XILINX INC	1,423,849.	1,423,849.
XYLEM INC W/I	878,213.	878,213.
TOTALS	<u>353,321,093.</u>	<u>353,321,093.</u>

ATTACHMENT 10FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACHMEA HYPOTHEEKBANK NV	447,064.	447,064.
AGILENT	292,739.	292,739.
ALTRIA GROUP INC	341,322.	341,322.
AMERN EXPRESS CO	440,878.	440,878.
ANADARKO PETE CORP	538,436.	538,436.
ANHEUSER BUSCH GTD	246,289.	246,289.
ARRAN RES MTGS 2011-1 PLC	905,631.	905,631.
ASCIANO FIN LTD GTD SR	160,440.	160,440.
ASCIANO FINANCE	241,761.	241,761.
AT&T INC	510,144.	510,144.
BANC AMER COML MTG INC	675,594.	675,594.
BANC AMER COML MTG INC	81,861.	81,861.
BANC AMER COML MTG INC	1,023,645.	1,023,645.
BANC AMER COML MTG INC	1,041,749.	1,041,749.
BANC AMER COML MTG	1,052,902.	1,052,902.
BANK AMER CORP	92,592.	92,592.
BANK AMER CORP	392,587.	392,587.
BANK AMER CORP	239,845.	239,845.
BANK OF AMER CORP	168,504.	168,504.
BARRICK NA FIN LLC	373,634.	373,634.
BEAR STEARNS COML MTG	1,992,556.	1,992,556.
BEAR STEARNS COML MTG	735,111.	735,111.
BECTON DICKINSON	664,962.	664,962.
BMW VEH LEASE TR	278,144.	278,144.
BSTN PPTYS LTD	256,606.	256,606.
CAP 1 FINL CORP	576,303.	576,303.
CAREFUSION CORP	383,056.	383,056.
CHUBB CORP	240,895.	240,895.
CITIBANK	1,033,252.	1,033,252.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CITIGROUP INC	286,823.	286,823.
CITIGROUP INC	729,186.	729,186.
COMCAST CORP	143,074.	143,074.
COMCAST CORP	457,960.	457,960.
CONSTELLATION	607,102.	607,102.
CONSTELLATION	498,474.	498,474.
COX COMMUNICATIONS	222,005.	222,005.
ACCEP AUTO LN	1,006,314.	1,006,314.
SUISSE AG	721,521.	721,521.
SUISSE COML MTG	853,467.	853,467.
CVS CAREMARK CORP	637,882.	637,882.
DIRECTV HLDGS LLC	819,585.	819,585.
DISCOVERY	399,662.	399,662.
DOMINION RES INC	548,337.	548,337.
DOW CHEM CO	682,104.	682,104.
DOW CHEM CO	275,451.	275,451.
DUKE ENERGY CORP	531,507.	531,507.
DUKE ENERGY CORP	337,326.	337,326.
DUKE ENERGY CORP	922,886.	922,886.
EDP FIN B V AMSTERDAM	172,837.	172,837.
ENTERPRISE PRODS	196,703.	196,703.
ENTERPRISE PRODS	322,060.	322,060.
ENTERPRISE PRODS	713,921.	713,921.
ERP OPERATING LP	224,346.	224,346.
EXTENDED STAY AMERICA TRUST	2,130,502.	2,130,502.
FAIRFAX FINL HLDGS LTD	452,769.	452,769.
FEDERAL HOME LN MTG CORP POOL	3,594,892.	3,594,892.
FEDERAL HOME LN MTG CORP POOL	1,166,245.	1,166,245.
FEDERAL HOME LN MTG CORP POOL	2,914,977.	2,914,977.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FEDERAL NATL MTG ASSN GTD MTG	2,090,760.	2,090,760.
FEDERAL NATL MTG ASSN GTD MTG	2,430,356.	2,430,356.
FEDERAL NATL MTG ASSN GTD MTG	19,033,893.	19,033,893.
FEDERAL NATL MTG ASSN GTD MTG	1,849,686.	1,849,686.
FEDERAL NATL MTG ASSN GTD MTG	411,057.	411,057.
FEDERAL NATL MTG ASSN GTD MTG	133,745.	133,745.
FEDERAL NATL MTG ASSN GTD MTG	429,167.	429,167.
FHLMC POOL #1G2511	912,702.	912,702.
FNMA 15 YEAR PASS-THROUGHS 5%	1,220,667.	1,220,667.
FNMA 30 YEAR PASS-THROUGHS 6%	107,531.	107,531.
FNMA 30 YR PASS-THROUGHS 5.5	3,496,338.	3,496,338.
FNMA POOL #725027 5%	2,613,713.	2,613,713.
FNMA POOL #735893 5%	6,482,625.	6,482,625.
FNMA POOL #745418 5.5%	9,255,701.	9,255,701.
FNMA POOL #888129 5.5%	6,601,797.	6,601,797.
FNMA POOL #889579 6%	1,008,924.	1,008,924.
FNMA POOL #995265 5.5%	445,158.	445,158.
FNMA POOL #AB3934 3.5	3,927,657.	3,927,657.
FNMA POOL #AB4103 3.5%	1,615,028.	1,615,028.
FNMA POOL #AC6294 4%	1,829,003.	1,829,003.
FNMA POOL #AC8512 4.5%	1,790,373.	1,790,373.
FNMA POOL #AE0704 4%	1,755,445.	1,755,445.
FNMA PREASSIGN 00298 4.75	439,636.	439,636.
FNMA SINGLE FAMILY MORTGAGE 3%	188,709.	188,709.
FNMA SINGLE FAMILY MORTGAGE 3.	3,840,586.	3,840,586.
FNMA SINGLE FAMILY MORTGAGE 3.	2,660,663.	2,660,663.
FNMA SINGLE FAMILY MORTGAGE 3.	251,539.	251,539.
FNMA SINGLE FAMILY MORTGAGE 4%	1,235,437.	1,235,437.
FNMA SINGLE FAMILY MORTGAGE 4%	506,274.	506,274.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FNMA SINGLE FAMILY MORTGAGE 4%	741,082.	741,082.
FNMA SINGLE FAMILY MORTGAGE 4%	949,078.	949,078.
FNMA SINGLE FAMILY MORTGAGE 4.	213,188.	213,188.
FNMA SINGLE FAMILY MORTGAGE 4.	6,695,534.	6,695,534.
FNMA SINGLE FAMILY MORTGAGE 5%	7,346,128.	7,346,128.
FORD MTR CR	1,008,489.	1,008,489.
FPL GROUP CAP INC	239,077.	239,077.
FRANCE TELECOM SA NT	174,293.	174,293.
GE COML MTG CORP	554,401.	554,401.
GILEAD SCIENCES	460,568.	460,568.
GLITNIR BANKI HF	998,568.	998,568.
GNMA I 30 YR	2,275,320.	2,275,320.
GOLDMAN SACHS	634,101.	634,101.
GOLDMAN SACHS	314,787.	314,787.
GS MTG SECS	159,537.	159,537.
HSBC BK PLC	550,032.	550,032.
HSBC HLDGS PLC	528,447.	528,447.
HYUNDAI CAP	305,958.	305,958.
IMPERIAL BK	419,990.	419,990.
INTL PAPER CO	451,755.	451,755.
INTL PAPER CO	308,590.	308,590.
J P MORGAN CHASE	404,032.	404,032.
JPMORGAN CHASE	476,930.	476,930.
JPMORGAN CHASE	409,012.	409,012.
JPMORGAN CHASE	557,840.	557,840.
KINDER MORGAN	157,911.	157,911.
KRAFT FOODS INC	570,007.	570,007.
LB-UBS COML MTG	1,572,104.	1,572,104.
LINCOLN NATL CORP	229,225.	229,225.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
LORILLARD TOB CO	222,526.	222,526.
LOWES COS INC	479,813.	479,813.
MANULIFE FINL CORP	550,582.	550,582.
METLIFE INC	750,325.	750,325.
MIDAMERICAN ENERGY	773,185.	773,185.
MORGAN STANLEY	1,518,713.	1,518,713.
MORGAN STANLEY	1,100,168.	1,100,168.
NAT RES LTD	464,199.	464,199.
NAT RES LTD	336,973.	336,973.
NEWS AMER INC	379,656.	379,656.
PETROBRAS INTL FIN	1,298,066.	1,298,066.
PFIZER INC	12,339.	12,339.
PHILIP MORRIS INTL	105,526.	105,526.
PHILLIP MORRIS INTL INC	315,011.	315,011.
PROGRESS ENERGY	525,627.	525,627.
PROGRESSIVE CORP	275,367.	275,367.
PRUDENTIAL FINL INC	141,206.	141,206.
LIBERTY MUT GROUP INC	391,962.	391,962.
MET LIFE GLOBAL	678,117.	678,117.
MET LIFE GLOBAL	183,044.	183,044.
PRICOA GLOBAL	643,993.	643,993.
XYLEM INC	665,099.	665,099.
QWEST CORP	618,501.	618,501.
ROCHE HLDGS INC	258,551.	258,551.
SANTANDER CNSMR	661,830.	661,830.
SANTANDER CNSMR	947,589.	947,589.
SANTANDER DR AUTO	170,559.	170,559.
SANTANDER DR AUTO	678,218.	678,218.
SANTANDER DR AUTO	365,950.	365,950.

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SIMON PPTY GROUP L P	334,614.	334,614.
SLM STUDENT LN	156,013.	156,013.
SLM STUDENT LN	2,463,327.	2,463,327.
SVENSKA HANDELSBANKEN	535,012.	535,012.
TELEFONICA	248,685.	248,685.
TELEFONICA	418,598.	418,598.
TEVA	320,398.	320,398.
TIME WARNER CABLE	366,775.	366,775.
TORONTO-DOMINION	742,841.	742,841.
TRANSOCEAN INC	627,961.	627,961.
UBS AG STAMFORD	536,140.	536,140.
UNITEDHEALTH GROUP INC	315,444.	315,444.
VALERO ENERGY CORP	508,212.	508,212.
VERIZON	270,692.	270,692.
WACHOVIA BK	481,665.	481,665.
WI ELEC PWR CO	254,802.	254,802.
WILLIAMS PARTNERS	178,465.	178,465.
XSTRATA FIN CDA LTD	658,345.	658,345.
TOTALS	<u>171,199,258.</u>	<u>171,199,258.</u>

ATTACHMENT 11FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BAUPOST VALUE PARTNERS IV, LP	37,408,595.	37,408,595.
BLACKSTONE MARKET OPPORTUNITY	15,168,407.	15,168,407.
BLACKSTONE PARTNERS OFFSHORE	122,715,001.	122,715,001.
BLACKSTONE RESOURCES SELECT	26,132,722.	26,132,722.
BROOKSIDE CAYMAN, LTD	22,745,382.	22,745,382.
CONVEXITY CAP OFFSHORE	42,353,738.	42,353,738.
ELLIOTT INTL LTD	38,484,216.	38,484,216.
ESL LIMITED	35,223,930.	35,223,930.
ETON PARK	25,012,832.	25,012,832.
GENERAL ATLANTIC PARTNERS	10,609,000.	10,609,000.
JNV OVERSEAS LTD	40,745,598.	40,745,598.
LONE CASCADE	46,560,701.	46,560,701.
SUMMIT ROCK DIVERSIFIED STRAT	67,800,908.	67,800,908.
SUMMIT ROCK HEDGED EQUITY	81,256,753.	81,256,753.
SUMMIT ROCK SELECT EQTY	47,926,264.	47,926,264.
SUMMIT ROCK STRATEGIC FXD INC	18,813,026.	18,813,026.
SUMMIT ROCK NAT RES	22,896,433.	22,896,433.
SUMMIT ROCK PVT EQTY	7,385,773.	7,385,773.
TOTALS	<u>709,239,279.</u>	<u>709,239,279.</u>

ATTACHMENT 12FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUE FROM INVESTMENT MANAGER	16,365,000.	16,365,000.
PREPAID TAXES	925,697.	925,697.
ACCRUED INTEREST RECEIVABLE	1,082,382.	1,082,382.
ACCRUED DIVIDENDS RECEIVABLE	314,354.	314,354.
OTHER RECEIVABLES	98,526.	98,526.
TOTALS	<u>18,785,959.</u>	<u>18,785,959.</u>

FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED EXCISE TAX ASSET	-2,205,588.
TENANT IMPROVEMENT ALLOWANCE	1,009,188.
ACCRUED WAGES AND BENEFITS	702,642.
INVESTMENT FEES PAYABLE	576,984.
ROYALTIES AND CONTRACTS PAYABLE	322,458.
OTHER LIABILITIES	42,788.
OTHER WITHHOLDING	40,362.
TOTALS	<u>488,834.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
IN KIND CONTRIBUTIONS	39,006.
TOTAL	<u>39,006.</u>

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

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSS ON INVESTMENTS	110,279,395.
TOTAL	<u>110,279,395.</u>

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

ATTACHMENT 16

CAYMAN ISLANDS
IRELAND
BERMUDA
CANADA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
WALLIS ANNENBERG 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	CHAIRPERSON/CEO/PRESIDENT 20.00	0	0	0
LEONARD J AUBE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	EXECUTIVE DIRECTOR/SECRETARY 37.50	193,711.	26,165.	0
PAUL J MANGANIELLO 101 WEST ELM STREET 640 CONSHOHOCKEN, PA 19428	TREASURER/DIR OF FINANCE 37.50	131,064.	24,125.	0
LAUREN BON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30.00	20,192.	9,453.	0
CHARLES WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30.00	22,587.	11,970.	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 17 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
GREGORY WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30.00	20,192.	14,203.	0
	GRAND TOTALS	<u>387,746.</u>	<u>85,916.</u>	<u>0</u>

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

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>	<u>ACCT</u>
LINDA STEWART 2000 AVE OF THE STARS LOS ANGELES, CA 90067	GENERAL MGR EXPLORE 37.50	189,299.	10,262.		0
THOMAS POLLAK 2000 AVE OF THE STARS LOS ANGELES, CA 90067	EXEC PRODUCER 37.50	106,778.	23,789.		0
SYLIA OBAGI 2000 AVE OF THE STARS LOS ANGELES, CA 90067	DIRECTOR OPERATIONS 37.50	97,749.	17,955.		0
JOHN THEODORE 2000 AVE OF THE STARS LOS ANGELES, CA 90067	TECHNOLOGY & MEDIA 37.50	91,793.	22,657.		0
MARGARET KRYNICKI 2000 AVE OF THE STARS LOS ANGELES, CA 90067	DIRECTOR HR/RISK MGT 37.50	86,510.	19,320.		0
	TOTAL COMPENSATION	<u>572,129.</u>	<u>93,983.</u>		<u>0</u>

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

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
SHEPPARD MULLIN RICHTER & HAMPTON LLP 333 S HOPE ST 43RD FL LOS ANGELES, CA 90071	LEGAL	907,411.
ARCLIGHT PRODUCTIONS 732 N. HIGHLAND AVE HOLLYWOOD, CA 90038	MULTIMEDIA	755,594.
SUMMIT ROCK ADVISORS, LLC 9 W 57TH STREET, 12TH FLOOR NEW YORK, NY 10019	INVESTMENT	599,385.
SMITHSONIAN 60 GARDEN ST CAMBRIDGE, MA 02138	PROGRAM	561,605.
VALLEY CREST LANDSCAPE DEVELOPMENT P.O. BOX 57515 LOS ANGELES, CA 90074	MAINTENANCE	368,819.
	TOTAL COMPENSATION	<u>3,192,814.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

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

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

THE ANNENBERG FOUNDATION
2000 AVENUE OF THE STARS, STE 1000S
LOS ANGELES, CA 90067
310-209-4560

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

THE ANNENBERG FOUNDATION'S BOARD OF DIRECTORS CONTINUED PLANNING STRATEGICALLY, CONCENTRATING ON EFFECTIVE MEANS TO ENSURING THE FOUNDATION'S STRENGTH FOR FUTURE GRANTMAKING. THE FOUNDATION IS FOCUSED ON ITS COMMITTED GRANT PAYOUT SCHEDULE. GRANTS ARE MADE BASED ON GUIDELINES ADOPTED BY AND AT THE DISCRETION OF INDIVIDUAL FOUNDATION DIRECTORS.

990PF, PART XV - SUBMISSION DEADLINES

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

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CITIZENSHIP TRUST P.O. BOX 6 MONTEVALLO, AL 35115	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	75,000.
WILLIAM J. CLINTON FOUNDATION 1200 PRESIDENT CLINTON AVENUE LITTLE ROCK, AR 72201	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
ACLU FOUNDATION OF SOUTHERN CALIFORNIA 1313 WEST EIGHTH STREET LOS ANGELES, CA 90017	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	12,000.
ACTORS' GANG, INC. THE IVY SUBSTATION, 9070 VENICE BOULEVARD CULVER CITY, CA 90232	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	66,666.
ALFRED E. MANN FOUNDATION FOR SCIENTIFIC RESEARCH P.O. BOX 905 SANTA CLARITA, CA 91380	NONE 501(C)(3) CHARIT ORG	TO SUPPORT RESEARCH AND DEVELOPMENT	10,000.
ANNENBERG FOUNDATION TRUST AT SUNNYLANDS 70177 HIGHWAY 111, SUITE 202 RANCHO MIRAGE, CA 90277	NONE 501(C)(3) CHARIT ORG	TO ENGAGE IN PROGRAMMING ACTIVITIES IN THE AREA OF CIVICS AND CIVICS EDUCATION AND FOR THE CONSTRUCTION OF A VISITOR CENTER AT SUNNYLANDS	30,333,333.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AUTRY NATIONAL CENTER OF THE AMERICAN WEST 4700 WESTERN HERITAGE WAY LOS ANGELES, CA 90027-1462	NONE 501(C)(3) CHARIT ORG	MASTERS OF THE AMERICAN WEST FINE ARTS EXHIBITION AND SALE AND TO PROVIDE GENERAL OPERATING SUPPORT	30,000.
BERGIN UNIVERSITY OF CANINE STUDIES 1215 SEBASTOPOL ROAD SANTA ROSA, CA 95407	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE PAWS FOR PURPLE HEARTS PROGRAM	25,000.
BETTY FORD CENTER AT EISENHOWER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270	NONE 501(C)(3) CHARITABLE O	CHILDREN'S PROGRAM TRAINING ACADEMY	333,000.
BOUND ANGELS 22631 PACIFIC COAST HIGHWAY #122 MALIBU, CA 90265	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	5,000.
BUDDHIST TZU CHI FOUNDATION NATIONAL HEADQUARTERS 1100 SOUTH VALLEY CENTER AVENUE SAN DIMAS, CA 91773	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE INTERNATIONAL DISASTER RELIEF PROGRAM	100,000.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	LA PARTNERSHIP FOR EARLY CHILDHOOD INVESTMENT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS FDN 1000 EAST VICTORIA STREET CARSON, CA 90747	NONE 501(C)(3) CHARIT ORG	WALLIS ANNENBERG ENDOWED PROFESSORSHIP FOR INNOVATION IN STEM EDUCATION	333,334.
CALIFORNIA STATE UNIVERSITY LONG BEACH FOUNDATION 6300 STATE UNIVERSITY DRIVE, SUITE 332 LONG BEACH, CA 90815	NONE 501(C)(3) CHARIT ORG	TO SUPPORT KJAZZ 88.1FM	10,000.
CANINE COMPANIONS FOR INDEPENDENCE HEADQUARTERS P.O. BOX 446 SANTA ROSA, CA 95402	NONE 501(C)(3) CHARIT ORG	WOUNDED VETERAN INITIATIVE OF THE SOUTHWEST REGION	25,000.
CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD. LOS ANGELES, CA 90048	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	5,000.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	TO SUPPORT GREEN LA'S INVESTING IN LA'S WATER FUTURE CAMPAIGN	105,000.
COMMUNITY SCHOOL PARENTS ASSOC 11301 BELLAGIO ROAD LOS ANGELES, CA 90049	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
CRANE SCHOOL 1795 SAN LEANDRO LANE SANTA BARBARA, CA 93108	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	50,000.
DREAM FOR FUTURE AFRICA FOUNDATION 11400 W. OLYMPIC BLVD., #330 LOS ANGELES, CA 90064	NONE 501(C)(3) CHARIT ORG	FOR THE CONSTRUCTION OF THE GELILA ASSEFA PUCK TECHNICAL AND VOCATIONAL TRAINING CENTRE IN ALELTU, ETHIOPIA	250,000.
FORD THEATRE FOUNDATION 2580 CAHUENGA BLVD. EAST LOS ANGELES, CA 90068	NONE 501(C)(3) CHARIT ORG	TO SUPPORT COMMUNITY JAM SESSIONS EXPANSION	150,000.
FRIENDLY HAND FOUNDATION 347 SOUTH NORMANDIE AVENUE LOS ANGELES, CA 90020-3167	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	1,500.
HEART OF LOS ANGELES YOUTH, INC. 2701 WILSHIRE BLVD. SUITE 100 LOS ANGELES, CA 90057	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	25,000.
HIGHWAYS 1651 18TH STREET SANTA MONICA, CA 90404	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
HOUSE EAR INSTITUTE 2100 WEST 3RD STREET, FIFTH FLOOR LOS ANGELES, CA 90057	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	50,000.
INNER-CITY ARTS 720 KOHLER STREET LOS ANGELES, CA 90021	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
INTERNATIONAL HUMANITIES CENTER P.O. BOX 207 WOODLAND HILLS, CA 91365	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT THE GRANT FUNDS BE USED TO SUPPORT GARNER ECO-FASHION	15,000.
JOHNSON OHANA CHARITABLE FOUNDATION 2020 UNION STREET SAN FRANCISCO, CA 94123	NONE 501(C)(3) CHARIT ORG	TO SUPPORT GRANTMAKING RESULTING FROM THE JACK JOHNSON 'TO THE SEA' WORLD TOUR AND ALL AT ONCE COMMUNITY PROGRAMMING	250,000.
KIWANIS CLUB OF THOUSAND OAKS OF CA CHARITABLE FND P.O. BOX 1791 THOUSAND OAKS, CA 91358	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE '9/11 WEST COAST CHARITY RIDE BIKERS HELPING VETERANS' EVENT	10,000
LA'S PROMISE 1035 SOUTH GRAND AVENUE, 2ND FLOOR LOS ANGELES, CA 90015	NONE 501(C)(3) CHARITABLE O	GENERAL OPERATING SUPPORT	100,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LES FIGUES PRESS P.O. BOX 7736 LOS ANGELES, CA 90007	NONE 501(C)(3) CHARIT ORG	TO SUPPORT PUBLICATION OF 'I'LL DROWN MY BOOK,' CONCEPTUAL WRITING BY WOMEN	2,500.
LIBRARY FOUNDATION OF LOS ANGELES 630 WEST FIFTH STREET LOS ANGELES, CA 90071	NONE 501(C)(3) CHARIT ORG	TO SUPPORT LITERACY PROGRAMS	30,000.
LIFE ROLLS ON FOUNDATION 400 CORPORATE POINTE, SUITE 525 CULVER CITY, CA 90230	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	15,000.
LINK MEDIA, INC. 901 BATTERY STREET, SUITE 308 SAN FRANCISCO, CA 94111	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATIONS OF LINK TV	400,000.
LOS ANGELES CONSERVATION CORPS P.O. BOX 15868 LOS ANGELES, CA 90015	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE LOS ANGELES FOOD POLICY COUNCIL	50,000.
LOS ANGELES COUNTY BICYCLE COALITION 634 S. SPRING STREET, SUITE 821 LOS ANGELES, CA 90014	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT CICLAVIA	40,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LOS ANGELES COUNTY BICYCLE COALITION 634 S. SPRING STREET, SUITE 821 LOS ANGELES, CA 90014	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE BICYCLE PLAN OUTREACH PROJECT AND LA BICI DIGNA	50,000.
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY FOUND 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE PRESIDENT AND DIRECTOR	500,000.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES OPERA COMPANY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	333,333.
LOS ANGELES PARKS FOUNDATION 11973 SAN VICENTE BLVD., SUITE 200 LOS ANGELES, CA 90049	NONE 501(C)(3) CHARIT ORG	FOR THE UNIVERSALLY-ACCESSIBLE BASEBALL FIELD AT BIELSON PARK	250,000.
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034	NONE 501(C)(3) CHARIT ORG	YOUTH ORCHESTRA LOS ANGELES	333,000

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
LOS ANGELES PHILHARMONIC ASSOCIATION 151 SOUTH GRAND AVENUE LOS ANGELES, CA 90012-3034	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	100,000.
LOS ANGELES POLICE FOUNDATION 515 SOUTH FLOWER STREET, SUITE 1680 LOS ANGELES, CA 90071	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	20,000.
LOS ANGELES POLICE MEMORIAL 1880 NORTH ACADEMY DRIVE LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES POVERTY DEPARTMENT P.O. BOX 26190 LOS ANGELES, CA 90026	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	15,000.
LOS ANGELES SOCIAL VENTURE PARTNERS, INC. P.O. BOX 5762 PLAYA DEL REY, CA 90296	NONE 501(C)(3) CHARIT ORG	FOR THE ANNENBERG AUDIENCE AWARD OF THE SOCIAL INNOVATION FAST PITCH COMPETITION AND GENERAL OPERATING SUPPORT	35,000.
LYNNE COHEN FOUNDATION FOR OVARIAN CANCER RESEARCH P.O. BOX 7128 SANTA MONICA, CA 90406-7128	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MARIANNE FROSTIG CENTER OF EDUCATIONAL THERAPY 971 N. ALTADENA DRIVE PASADENA, CA 91107	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
MARLEY'S MUTTS DOG RESCUE 22201 AMBERWOOD COURT TEHACHAPI, CA 93561	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	500.
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE ACQUISITION OF THE VERNON COLLECTION AND TRANSFORMATION: THE LACMA CAMPAIGN	1,500,000.
MUSEUM ASSOCIATES C/O LOS ANGELES COUNTY MUSEUM OF ART 5905 WILSHIRE BOULEVARD LOS ANGELES, CA 90036	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	100,000.
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	'NAKED HOLLYWOOD: WEEGEE IN LOS ANGELES'	250,000.
MUSEUM OF JURASSIC TECHNOLOGY 9341 VENICE BOULEVARD CULVER CITY, CA 90232-2621	NONE 501(C)(3) CHARIT ORG	TO PROVIDE SUPPORT MATERIAL AND EQUIPMENT FOR COLLABORATIVE ARTISTS AND ARTISTS-IN-RESIDENCE	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
NATIONAL DISASTER SEARCH DOG FOUNDATION, INC. 501 E. OJAI AVE. OJAI, CA 93023	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	100,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY SOUTHERN CALIFORNIA AND NEVADA CHAPTER 2440 SOUTH SEPULVEDA BOULEVARD, SUITE 115 LOS ANGELES, CA 90064	NONE 501(C)(3) CHARIT ORG	SOUTHERN CALIFORNIA AND NEVADA CHAPTER	10,000.
NEW DIRECTIONS FOR PEOPLE WITH DISABILITIES, INC. 5276 HOLLISTER AVENUE, SUITE 207 SANTA BARBARA, CA 93111	NONE 501(C)(3) CHARITABLE O	DEVEREUX SANTA BARBARA TOURS	20,000.
NEW WEST SYMPHONY ASSOCIATION 2100 THOUSAND OAKS BLVD., SUITE D THOUSAND OAKS, CA 91362	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE MASTERPIECE SERIES PERFORMANCES	25,000.
NORTH EAST TREES, INC. 570 WEST AVENUE 26, SUITE 200 LOS ANGELES, CA 90065	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	15,000.
OJAI FOUNDATION P.O. BOX 999 OJAI, CA 93024	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE COUNCIL IN SCHOOLS PROGRAM AT THE LOS ANGELES UNIFIED SCHOOL DISTRICT'S COUNCIL PRACTITIONERS CENTER	50,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
OVERTONE INDUSTRIES 6535 WILSHIRE BLVD., SUITE 202 LOS ANGELES, CA 90048-4905	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	25,000.
PACIFIC COUNCIL ON INTERNATIONAL POLICY 801 SOUTH FIGUEROA STREET, SUITE 1130 LOS ANGELES, CA 90017	NONE 501(C)(3) CHARIT ORG	LOS ANGELES HEALTH CARE SYSTEMS SECURITY PROJECT	100,000.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263	NONE 501(C)(3) CHARIT ORG	CREST ASSOCIATES PROGRAM	5,000.
PEPPERDINE UNIVERSITY 24255 PACIFIC COAST HIGHWAY MALIBU, CA 90263	NONE 501(C)(3) CHARIT ORG	CREST ASSOCIATES PROGRAM	5,000.
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE MUSIC CENTER CHAIRMAN AND PRESIDENT	250,000.
RANCHO LOS AMIGOS FOUNDATION, INC. 7601 E. IMPERIAL HIGHWAY, BUILDING SSA, RM 1110 DOWNEY, CA 90242	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
REAL MEDICINE, INC. 11628 SANTA MONICA BLVD., SUITE 203 LOS ANGELES, CA 90025	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE EARTHQUAKE AND TSUNAMI RELIEF AND RECOVERY EFFORTS OF THE JAPANESE EMERGENCY NONPROFIT	100,000.
ROOSTERS FOUNDATION OF ORANGE COUNTY 2222 MICHELSON, SUITE 300 IRVINE, CA 92612	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	1,000.
SOCIETY OF SINGERS 26500 W. AGOURA RD., 102-554 CALABASAS, CA 91302	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	7,500.
SOUND ART 11110 OHIO AVENUE, SUITE 109 LOS ANGELES, CA 90025	NONE 501(C)(3) CHARIT ORG	TO SUPPORT MOBILE MUSIC PROGRAMMING IN BOYLE HEIGHTS	20,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE CITY OF LOS ANGELES' MAYOR'S OFFICE OF STRATEGIC PARTNERSHIPS	50,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	50,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SPRING OF EVOLUTION, INC. P.O. BOX 504 ACTON, CA 93510	NONE 501(C)(3) CHARIT ORG	TO SUPPORT FENCING AT THE WOLF CONNECTION RANCH	58,000.
STREET SYMPHONY PROJECT, INC. 1154 S. BARRINGTON AVE., # 211 LOS ANGELES, CA 90049	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
LOS ANGELES FORUM FOR ARCHITECTURE & URBAN DESIGN P.O. BOX 291774 LOS ANGELES, CA 90029	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE PUBLIC ACCESS 101: DOWNTOWN LA VIDEO OF THE LOS ANGELES URBAN RANGERS	16,750.
THE UCLA FOUNDATION UCLA WILSHIRE CENTER 10920 WILSHIRE BOULEVARD, SUITE 900 LOS ANGELES, CA 90024-6519	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE ASSISTANT PROFESSOR, DAVID GEFFEN SCHOOL OF MEDICINE AT UCLA, DIVISION OF PLASTIC AND RECONSTRUCTIVE SURGERY	150,000.
UNION RESCUE MISSION 545 S. SAN PEDRO ST. LOS ANGELES, CA 90013	NONE 501(C)(3) CHARIT ORG	THANKSGIVING MEALS PROGRAM	25,000.
UNITED FRIENDS OF THE CHILDREN 1055 WILSHIRE BOULEVARD, SUITE 1955 LOS ANGELES, CA 90017	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	500,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNITED STATES HOLOCAUST MEMORIAL COUNCIL WESTERN REGIONAL OFFICE 9911 W. PICO BLVD., SUITE 1490 LOS ANGELES, CA 90035-2714	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	5,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE USC SCHOOL OF ARCHITECTURE'S LANDSCAPE MORPHOLOGIES LAB'S RESEARCH ON THE OWENS LAKE DUST CONTROL PROJECT	150,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	LOS ANGELES FOUNDATION LEADERSHIP GROUP	10,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	CHARLES ANNENBERG WEINGARTEN PROGRAM ON ONLINE COMMUNITIES OF THE ANNENBERG SCHOOL FOR COMMUNICATION AT THE UNIVERSITY OF SOUTHERN CALIFORNIA	750,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	TO ESTABLISH THE CENTER ON COMMUNICATION LEADERSHIP AND TO ESTABLISH AND ENDOW THE ANNENBERG FAMILY CHAIR IN COMMUNICATION LEADERSHIP AT THE ANNENBERG SCHOOL FOR COMMUNICATION & JOURNALISM AT THE UNIVERSITY OF SOUTHERN CALIFORNIA	600,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	TO ESTABLISH THE WALLIS ANNENBERG ENDOWED SCHOLARSHIP FUND TO PROVIDE SCHOLARSHIP SUPPORT FOR THE KECK SCHOOL OF MEDICINE AND THE ANNENBERG SCHOOL FOR COMMUNICATION AND JOURNALISM	3,333,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	WALLIS ANNENBERG SCHOLARS PROGRAM	548,255.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	ANNENBERG ACADEMIC BUILDING	5,000,000.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	TO PROVIDE SCHOLARSHIP SUPPORT AT THE ETHEL PERCY ANDRUS GERONTOLOGY CENTER OF THE DAVIS SCHOOL OF GERONTOLOGY AT THE UNIVERSITY OF SOUTHERN CALIFORNIA	20,000.
VCBA - VOLUNTEER LAWYER SERVICES PROGRAM, INC. 4475 MARKET STREET, SUITE B VENTURA, CA 93003	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 470 NORTH CANON DRIVE BEVERLY HILLS, CA 90210	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	5,000.
WEST OF ROME PUBLIC ART 380 S. LAKE AVE., SUITE 209 PASADENA, CA 91101	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WHEELS FOR HUMANITY 12750 RAYMER STREET, UNIT 4 NORTH HOLLYWOOD, CA 91605	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	NONE 501(C)(3) CHARIT ORG	ANNUAL FUND	84,412.
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	NONE 501(C)(3) CHARIT ORG	FINANCIAL AID PROGRAM	180,250.
WOMEN'S GUILD CEDARS SINAI MEDICAL CENTER 8700 BEVERLY BLVD., ROOM 2416 LOS ANGELES, CA 90048	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	50,000.
YLC BALLET 1709 STEWART STREET SANTA MONICA, CA 90404	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	59,805
Z SPACE STUDIO 499 ALABAMA STREET #450 SAN FRANCISCO, CA 94111	NONE 501(C)(3) CHARIT ORG	TO SUPPORT WORD FOR WORD PROGRAM ACTIVITIES IN FRANCE	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ASPEN COUNTRY DAY SCHOOL, INC. 3 MUSIC SCHOOL ROAD ASPEN, CO 81611	NONE 501(C)(3) CHARIT ORG	FINANCIAL AID PROGRAM AND FACULTY ENRICHMENT	100,000.
NATIONAL CENTER FOR CRAFTSMANSHIP 1414 BLUE SPRUCE DR., UNIT B FORT COLLINS, CO 80524	NONE 501(C)(3) CHARIT ORG	PINE RIDGE RESERVATION RESTORATION PROJECT	300,000.
VETERANS GREEN JOBS 2627 W. 6TH AVENUE DENVER, CO 80204	NONE 501(C)(3) CHARIT ORG	TO ESTABLISH THE CALIFORNIA VETERANS GREEN JOBS OFFICE	100,000.
EAST COAST ASSISTANCE DOGS, INC. P.O. BOX 831 TORRINGTON, CT 06790	NONE 501(C)(3) CHARIT ORG	PROJECT HEAL	25,000
RETT SYNDROME RESEARCH TRUST INC. 67 UNDER CLIFF ROAD TRUMBULL, CT 06611	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
AMERICANS FOR THE ARTS, INC. WASHINGTON, DC OFFICE 1000 VERMONT AVENUE, NW, 6TH FLOOR WASHINGTON, DC 20005-4940	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	50,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BREAD FOR THE CITY, INC. 1525 SEVENTH STREET NW WASHINGTON, DC 20001	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	5,000.
FOUNDATION FOR ART AND PRESERVATION IN EMBASSIES 1725 I STREET, N.W., SUITE 300 WASHINGTON, DC 20006	NONE 501(C)(3) CHARIT ORG	WINFIELD HOUSE FUND	2,500,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW, SUITE 404 WASHINGTON, DC 20036	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	8,000.
GRANTS MANAGERS NETWORK, INC. 1666 K STREET, NW, SUITE 440 WASHINGTON, DC 20006	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	8,000.
LEARNING AND LEADERSHIP IN FAMILIES 2500 VIRGINIA AVENUE NW WASHINGTON, DC 20037	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE PERFECTLY PUNCTUAL CAMPAIGN	25,000.
NATIONAL TRUST FOR HISTORIC PRESERVATION IN THE US 1785 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE 501(C)(3) CHARIT ORG	TO SUPPORT PRESIDENT LINCOLN'S COTTAGE	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SPECIAL OLYMPICS, INC. 1133 19TH STREET, NW WASHINGTON, DC 20036-3604	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE CHIEF EXECUTIVE OFFICER	333,000.
GOLD COAST JAZZ SOCIETY, INC. 1350 EAST SUNRISE BOULEVARD FORT LAUDERDALE, FL 33304	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
INTERNATIONAL FIREFIGHTERS ASSISTANCE, INC. 4613 N. UNIVERSITY DRIVE, #443 CORAL SPRINGS, FL 33067	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	2,500.
MIAMI CITY BALLET, INC. THE OPHELIA & JUAN JS. ROCA CENTER 2200 LIBERTY AVENUE MIAMI BEACH, FL 33139	NONE 501(C)(3) CHARIT ORG	TO SUPPORT PARTICIPATION IN LES ETES DE LA DANSE DE PARIS FESTIVAL	71,612.
SHELTER BOX USA 8374 MARKET ST. #203 LAKEWOOD RANCH, FL 34202	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	100,000.
EDDIE AIKAU FOUNDATION, INC. 352 AUWAIOLIMU STREET HONOLULU, HI 96813	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN FRIENDS OF THE MUSEE ORSAY 22 W. WASHINGTON, SUITE 1500 CHICAGO, IL 60602	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	20,000.
CENTER FOR THE STUDY OF INTERNAT'L COMMUNICATIONS 406 WOODLAND ROAD HIGHLAND PARK, IL 60035	NONE 501(C)(3) CHARIT ORG	G.W./ANNENBERG SCHOLARSHIP FOR INTERNATIONAL COMMUNICATIONS	50,000.
FAMILY FARMED.ORG 7115 W. NORTH AVE., #504 OAK PARK, IL 60302	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE LOS ANGELES FOOD POLICY COUNCIL WORKSHOPS AND OUTREACH, TRANSPORTATION, AND TRANSLATION SERVICES FOR THE SOUTHERN CALIFORNIA GOOD FOOD FESTIVAL AND CONFERENCE IN CONJUNCTION WITH THE SANTA MONICA FARMERS MARKET 30TH ANNIVERSARY	20,000.
NEW ORLEANS VIDEO ACCESS CENTER, INC. 532 LOUISA STREET NEW ORLEANS, LA 70117	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE PROSPECT.2 LUKE DUBOIS VIRTUOUS VIDEO PROJECT	11,000.
SHREVEPORT OPERA 212 TEXAS STREET, SUITE 101 SHREVEPORT, LA 71101	NONE 501(C)(3) CHARIT ORG	SHREVEPORT OPERA XPRESS PROGRAM	20,000.
FRIENDS OF THE PEABODY INSTITUTE LIBRARY, INC. 15 SYLVAN STREET DANVERS, MA 01923	NONE 501(C)(3) CHARIT ORG	DANVERS ARCHIVAL CENTER	12,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GLOBAL HEALTH COMMITTEE, INC. C/O IMMUNE DISEASE INSTITUTE, INC. WARREN ALPERT BUILDING, 200 LONGWOOD AVENUE BOSTON, MA 02115	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	225,000.
INSTITUTE FOR PEDIATRIC INNOVATION ONE BROADWAY, FLOOR 14 CAMBRIDGE, MA 02142	NONE 501(C)(3) CHARIT ORG	PEDIATRIC PHYSIOLOGIC PULSATILE PUMP OPPORTUNITY ANALYSIS AND SUSTAINABILITY PLAN	45,000.
SALEM AWARD FOR HUMAN RIGHTS & SOCIAL JUSTICE FDN P.O. BOX 8484 SALEM, MA 01971	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	12,500.
DOCTORS WITHOUT BORDERS USA, INC. PO BOX 5030 HAGERSTOWN, MD 21741-5030	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	175.
NATIONAL GALLERY OF ART 2000B SOUTH CLUB DRIVE LANDOVER, MD 20785	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE ART AROUND THE CORNER PROGRAM	20,000.
PETS FOR VETS, INC. 12626 LLOYDMINSTER DRIVE NORTH POTOMAC, MD 20878	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SHAW SCHOOL DISTRICT P.O. BOX 510 SHAW, MS 38773	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE MC EVANS SCHOOL AND THE SHAW HIGH SCHOOL	25,000.
SPRING INITIATIVE, INC. P.O. BOX 1759 CLARKSDALE, MS 38614	NONE SECTION 170(C) ORG	GENERAL OPERATING SUPPORT	5,000.
POLAR BEARS INTERNATIONAL P.O. BOX 3008 BOZEMAN, MT 59772	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE TUNDRA CONNECTIONS PROGRAM	50,000.
NEW JERSEY PERFORMING ARTS CENTER CORPORATION ONE CENTER STREET NEWARK, NJ 07102	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	500.
PAWS AND STRIPES P.O. BOX 46253 RIO RANCHO, NM 87174	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
AMERICAN ASSOCIATES OF THE ROYAL ACADEMY TRUST INC 555 MADISON AVENUE, SUITE 1300 NEW YORK, NY 10022	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE EXHIBITION "FROM PARIS: A TASTE FOR IMPRESSIONISM" AT THE ROYAL ACADEMY OF ARTS	40,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN FRIENDS OF COVENT GARDEN&THE ROYAL BALLET P.O. BOX 5155 ROCKEFELLER CENTER NEW YORK, NY 10185	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE CHANCE TO DANCE PROGRAM AT THE ROYAL OPERA HOUSE IN LONDON	95,962.
AMERICAN PATRONS OF THE TATE GALLERY FOUNDATION 520 WEST 27TH STREET, UNIT 404 NEW YORK, NY 10001	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT SPECIAL EXHIBITIONS AND EDUCATION PROGRAMS AT THE TATE MODERN	10,000.
ARTANGEL AMERICA C/O PETER FLEISSIG 12 WEST 10TH STREET, 3RD FLOOR NEW YORK, NY 10011	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	25,000.
BYRD HOFFMAN WATER MILL FOUNDATION 115 W 29TH ST., 10TH FLOOR NEW YORK, NY 10001	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
CITYARTS, INC. 525 BROADWAY, SUITE 602 NEW YORK, NY 10012	NONE 501(C)(3) CHARIT ORG	ARTIST IN RESIDENCE PROGRAM	40,000.
DREAMYARD PROJECT, INC. 1085 WASHINGTON AVENUE BRONX, NY 10456	NONE 501(C)(3) CHARIT ORG	TO SUPPORT PROGRAMMING AT THE DREAMYARD ART CENTER	330,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
FDNY FOUNDATION 9 METROTECH CENTER, RM 5E-10 BROOKLYN, NY 11201	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	50,000.
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE FONDATION POUR LE RAYONNEMENT DE L'OPERA NATIONAL DE PARIS' 2012 PARIS OPERA BALLET TOUR IN THE UNITED STATES	263,158.
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE FONDATION POUR LE RAYONNEMENT DE L'OPERA NATIONAL DE PARIS' LE MOIS D'ECOLE ET D'OPERA EDUCATIONAL PROGRAM	14,605.
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT LA BIBLIOTHEQUE NATIONAL DE FRANCE'S (NATIONAL LIBRARY OF FRANCE) ACQUISITION OF THE SAINT CATHERINE MANUSCRIPT	8,681.
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE FONDATION JEANNINE MANUEL, A FUND OF THE FONDATION DE FRANCE, INC.	69,942.
HARLEM CHILDREN'S ZONE, INC. 35 EAST 125TH STREET NEW YORK, NY 10035	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE SUSTAINABILITY PLAN CAPITAL CAMPAIGN	500,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ISSUE PROJECT ROOM INCORPORATED 22 BOERUM PLACE BROOKLYN, NY 11201	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	25,000.
JUVENILE DIABETES RESEARCH FOUNDATION INTERNAT'L 26 BROADWAY NEW YORK, NY 10004	NONE 501(C)(3) CHARIT ORG	WALK TO CURE DIABETES OF THE GREATER LOS ANGELES CHAPTER	25,000.
MANHATTAN THEATRE CLUB, INC. 311 WEST 43RD STREET, 8TH FLOOR NEW YORK, NY 10036	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE CORE EDUCATION PROGRAM	15,000.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028-0198	NONE 501(C)(3) CHARIT ORG	TO FURTHER SUPPORT THE WALTER AND LEONORE ANNENBERG ACQUISITIONS ENDOWMENT FUND	2,265,784.
METROPOLITAN MUSEUM OF ART 1000 FIFTH AVENUE NEW YORK, NY 10028-0198	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE WORDLESS MUSIC ORCHESTRA'S 9/11 MEMORIAL CONCERT	25,000.
MICHAEL J FOX FOUNDATION FOR PARKINSONS RESEARCH CHURCH STREET STATION P.O. BOX 780 NEW YORK, NY 10008-0780	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	NONE 501(C)(3) CHARIT ORG	WALLIS ANNENBERG FUND FOR INNOVATION IN CONTEMPORARY ART	1,250,000
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	30,000.
SCHOOL OF AMERICAN BALLET, INC. 70 LINCOLN CENTER PLAZA NEW YORK, NY 10023-6592	NONE 501(C)(3) CHARIT ORG	ADVISORY COUNCIL SCHOLARSHIP FUND	5,000.
TIMES UP, INC. P.O. BOX 2030 NEW YORK, NY 10009	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
TRUSTEES OF COLUMBIA UNIVERSITY - CITY OF NEW YORK 116TH AND BROADWAY NEW YORK, NY 10027	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE STANLEY CHANG LECTURE FUND AT THE EDWARD S. HARKNESS EYE INSTITUTE OF THE DEPARTMENT OF OPHTHALMOLOGY AT COLUMBIA UNIVERSITY	100,000.
U.S. BIENNIAL, INC. 135 GRAND STREET, 4TH FLOOR NEW YORK, NY 10013	NONE 501(C)(3) CHARIT ORG	FOR ARTISTS PRODUCTIONS COSTS, ARTIST IN RESIDENCE PROGRAM, AND FOR GENERAL OPERATING SUPPORT OF PROSPECT.2 NEW ORLEANS	125,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
WESTERN WALL HERITAGE FOUNDATION, INC. 587 FIFTH AVENUE, 7TH FLOOR NEW YORK, NY 10017	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE MY JERUSALEM PROGRAM OF THE WESTERN WALL HERITAGE FOUNDATION IN ISRAEL.	100,000.
WORLD MONUMENTS FUND, INC. 350 FIFTH AVENUE, SUITE 2412 NEW YORK, NY 10118	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	10,000.
YESHIVA SHALSHELET BAIS YAAKOV 4421 15TH AVENUE BROOKLYN, NY 11219	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	500.
ISRAEL GUIDE DOG CENTER FOR THE BLIND 968 EASTON ROAD - SUITE H WARRINGTON, PA 18976	NONE 501(C)(3) CHARIT ORG	TO SUPPORT GENERAL OPERATIONS IN THE UNITED STATES	1,000.
PHILADELPHIA FOUNDATION 1234 MARKET STREET, SUITE 1800 PHILADELPHIA, PA 19107-3794	NONE 501(C)(3) CHARIT ORG	PENNSYLVANIA HIGH SCHOOL INSTRUCTIONAL COACHING INSTITUTE	990,883.
BLOCK ISLAND ECUMENICAL MINISTRIES INC P.O. BOX 323 BLOCK ISLAND, RI 02807	NONE 501(C)(3) CHARIT ORG	MARY D. FUND	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
MUSEUM OF FINE ARTS HOUSTON 1001 BISSONNET STREET HOUSTON, TX 77005	NONE 501(C)(3) CHARIT ORG	FOR THE EXHIBITION, WAR/PHOTOGRAPHY: PHOTOGRAPHS OF ARMED CONFLICT AND ITS AFTERMATH	62,500.
PATRIOT PAWS SERVICE DOGS 254 RANCH TRAIL ROCKWALL, TX 75032	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	25,000.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE 501(C)(3) CHARIT ORG	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	72,744.
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC. 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	NONE 501(C)(3) CHARIT ORG	WETA PROGRAM TRUST IN CONNECTION WITH PROGRAMMING IN ART AND HISTORY	1,000,000.
GUIDESTAR USA, INC. 4801 COURTHOUSE STREET, SUITE 220 WILLIAMSBURG, VA 23188	NONE 501(C)(3) CHARIT ORG	MEMBERSHIP PROGRAM	15,375.
JANE GOODALL INSTITUTE FOR WILDLIFE RESEARCH EDUCATION & CONSERVATION 4245 NORTH FAIRFAX DRIVE, SUITE 600 ARLINGTON, VA 22203	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	250,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PEACE WINDS AMERICA 2517 EASTLAKE AVENUE EAST, SUITE 103 SEATTLE, WA 98102	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE EARTHQUAKE AND TSUNAMI RELIEF AND RECOVERY EFFORTS OF PEACE WINDS JAPAN, IN THE WAKE OF THE MARCH 11, 2011 DISASTER IN JAPAN	100,000.
COAL RIVER MOUNTAIN WATCH P.O. BOX 651 WHITESVILLE, WV 25209	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	50,000
SCHOOL BUILDING AUTHORITY OF WEST VIRGINIA 2300 KANAWHA BOULEVARD, EAST CHARLESTON, WV 25311-2306	NONE 501(C)(3) CHARIT ORG	TO RELOCATE AND REBUILD MARSH FORK ELEMENTARY SCHOOL IN RALEIGH COUNTY	2,000,000.
ECOLE DU PATRIMOINE AFRICAIN 01 BP 2205 PORTO-NOVO BENIN	NONE FOREIGN ORG	TO SUPPORT THE SYMBOLS OF POWER IN THE HOGBONOU KINGDOM EDUCATIONAL PROGRAM AT THE JARDIN DES PLANTES ET DE LA NATURE	14,446.
CITY OPERA OF VANCOUVER SOCIETY P.O. BOX 88393; VANCOUVER V6A 4A6 BRITISH COLUMBIA CANADA	NONE FOREIGN ORG	TO SUPPORT THE OPERA 'THE CHRISTIAN ELLIS PROJECT: ALWAYS FAITHFUL, SURVIVING REDEMPTION'	125,000.
GLOBAL CIVIC POLICY SOCIETY PLAZA OF NATIONS, STE B100-750; VANCOUVER V6B 5E7 BRITISH COLUMBIA CANADA	NONE FOREIGN ORG	GENERAL OPERATING SUPPORT	250,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 24 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INSTITUT CURIE 26 RUE D'ULM; PARIS 75005 FRANCE	NONE FOREIGN ORG	FOR THE CREATION OF A LABORATORY OF TRANSLATIONAL RESEARCH IN PEDIATRIC ONCOLOGY	427,500.
LES AMIS DU LYRIQUE EN BRETAGNE CHATEAU FOUQUET BELLE ILE EN MER 56360 FRANCE	NONE FOREIGN ORG	TO SUPPORT THE LYRIQUE-EN-MER FESTIVAL DE BELLE-ILE	29,004.
L'ESPACE DE L'ART CONCRET CHATEAU DE MOUANS; MOUANS-SARTOUX F06370 FRANCE	NONE FOREIGN ORG	TO SUPPORT THE EXHIBITION OF 'LYRE' BY LAURENT SAKSIK	24,776.
SOCIETE DES AMIS DU MUSEE D'ART MODERNE PARIS 9, RUE GASTON DE SAINT PAUL; PARIS 75116 FRANCE	NONE FOREIGN ORG	GENERAL OPERATING SUPPORT	70,325.
UNITED NATIONS EDUC, SCIENTIFIC & CULTURAL ORG 7, PLACE DE FONTENOY; PARIS 75352 FRANCE	NONE FOREIGN ORG	TO SUPPORT CULTURAL, EDUCATIONAL, AND ENVIRONMENTAL PROGRAMS OF THE UNESCO OFFICE IN AMMAN, JORDAN	15,000.
AEGIS TRUST/THE HOLOCAUST EDUC AND MEMORIAL CENTRE LAXTON; NEWARK NG22 0PA NOTTINGHAMSHIRE UNITED KINGDOM	NONE FOREIGN ORG	TO SUPPORT THE GENERAL OPERATIONS OF THE KIGALI MEMORIAL CENTRE	50,000.
TOTAL CONTRIBUTIONS PAID			<u>64,245,610.</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SOLDIER'S BEST FRIEND P.O. BOX 6242 GLENDALE, AZ 85312	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	9,623.
ADVANCEMENT PROJECT 1910 W. SUNSET BLVD., SUITE 500 LOS ANGELES, CA 90026	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	48,113.
ADVANCEMENT THROUGH OPPORTUNITY AND KNOWLEDGE INC. C/O CHILDREN YOUTH AND FAMILY COLLABORATIVE 1200 W. 37TH PLACE LOS ANGELES, CA 90007	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	57,735.
AMERICAN FOUNDATION FOR EQUAL RIGHTS 6565 SUNSET BLVD., SUITE 400 LOS ANGELES, CA 90028	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	9,623.
ANNENBERG FOUNDATION TRUST AT SUNNYLANDS 70177 HIGHWAY 111, SUITE 202 RANCHO MIRAGE, CA 90277	NONE 501(C)(3) CHARIT ORG	TO ENGAGE IN PROGRAMMING ACTIVITIES IN THE AREA OF OF CIVICS AND CIVICS EDUCATION AND FOR THE CONSTRUCTION OF A VISITOR CENTER AT SUNNYLANDS	27,607,262
ARMAND HAMMER MUSEUM OF ART AND CULTURAL CENTER 10899 WILSHIRE BOULEVARD, 3RD FLR LOS ANGELES, CA 90024-4201	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE DIRECTOR	479,794.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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>
ARTS IN EDUCATION AID COUNCIL, INC. 22148 SHERMAN WAY, #207 CANOGA PARK, CA 91303	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	14,434.
ASIAN PACIFIC AMERICAN LEGAL CENTER OF SOUTHERN CALIFORNIA, INC. 1145 WILSHIRE BOULEVARD, 2ND FLOOR LOS ANGELES, CA 90017	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE SOUTHEAST ASIAN COMMUNITY ALLIANCE	48,113.
BET TZEDEK 145 SOUTH FAIRFAX AVENUE, SUITE 200 LOS ANGELES, CA 90036-2172	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	48,113.
BETHUNE THEATREDANSE 3342 BARHAM BOULEVARD LOS ANGELES, CA 90068	NONE 501(C)(3) CHARIT ORG	SILENT ROAR TOUR AND EDUCATION PLAN	48,113.
BICYCLE KITCHEN LA BICI-COCIN 706 N. HELIOTROPE DRIVE LOS ANGELES, CA 90029	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE CAPITAL CAMPAIGN TO PURCHASE A NEW FACILITY	89,097.
BOYS AND GIRLS CLUB OF THE LOS ANGELES HARBOR 1200 SOUTH CABRILLO AVENUE SAN PEDRO, CA 90731	NONE 501(C)(3) CHARIT ORG	COLLEGE BOUND PROGRAM	144,338.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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 PARKS FOUNDATION SOUTHERN CALIFORNIA OFFICE 714 WEST OLYMPIC BLVD., SUITE 717 LOS ANGELES, CA 90015	NONE 501(C)(3) CHARIT ORG	TO SUPPORT PROGRAMMING AT THE LOS ANGELES STATE HISTORIC PARK	95,959.
CALIFORNIA STATE UNIVERSITY DOMINGUEZ HILLS FND 1000 EAST VICTORIA STREET CARSON, CA 90747	NONE 501(C)(3) CHARIT ORG	WALLIS ANNENBERG ENDOWED PROFESSORSHIP FOR INNOVATION IN STEM EDUCATION	617,740.
CATHEDRAL CHAPEL SCHOOL 755 SOUTH COCHRAN AVENUE LOS ANGELES, CA 90036	NONE RELIGIOUS ORG	GENERAL OPERATING SUPPORT	346.
CENTER FOR LAND USE INTERPRETATION 9331 VENICE BOULEVARD CULVER CITY, CA 90232	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	170,301.
CHILDREN'S BUREAU OF SOUTHERN CALIFORNIA HEADQUARTERS 1910 MAGNOLIA AVENUE LOS ANGELES, CA 90007	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	48,113
CHILDREN'S BURN FOUNDATION 5000 VAN NUYS BOULEVARD, SUITE 450 SHERMAN OAKS, CA 91403-1784	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	48,113.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COACHART ORG 3303 WILSHIRE BOULEVARD, #320 LOS ANGELES, CA 90010	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	57,735.
COMMUNITIES FOR A BETTER ENVIRONMENT HUNTINGTON PARK OFFICE 5610 PACIFIC BOULEVARD, SUITE 203 HUNTINGTON PARK, CA 90255	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE OUTTA YOUR BACKPACK MEDIA	16,793.
COMMUNITY PARTNERS 1000 NORTH ALAMEDA STREET, SUITE 240 LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	WRITEGIRL	72,169.
DEBBIE ALLEN DANCE, INC. 3791 SANTA ROSALIA DRIVE LOS ANGELES, CA 90008	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	323,609.
ECHO PARK FILM CENTER 1200 N. ALVARADO ST. LOS ANGELES, CA 90026	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	96,225.
ENCORPS, INC. 323 GEARY STREET, SUITE 418 SAN FRANCISCO, CA 94102	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE ENCORPS TEACHERS PROGRAM	460,797.

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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>
ENVIRONMENTAL CHARTER HIGH SCHOOL 16315 GREVILLEA AVE LAWDALE, CA 90260	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	67,358.
FRIENDS, THE FND OF THE CA AFRICAN-AMERICAN MUSEUM 600 STATE DRIVE EXPOSITION PARK LOS ANGELES, CA 90037	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	72,169.
GIRL SCOUTS OF SAN GORGONIO COUNCIL 1751 PLUM LN REDLANDS, CA 92374	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	57,735.
GRAND PERFORMANCES 350 SOUTH GRAND AVENUE, SUITE A-4 LOS ANGELES, CA 90071	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT CITY LIFE	227,758.
GRANDPARENTS AS PARENTS, INC. 22048 SHERMAN WAY, SUITE 217 CANOGA PARK, CA 91303	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	38,490.
INSTITUTE FOR FIGURING P.O. BOX 50346 LOS ANGELES, CA 90050	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	170,301.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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>
KCRW FOUNDATION, INC. 1900 PICO BOULEVARD SANTA MONICA, CA 90405	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	120,281.
LINK MEDIA, INC. 901 BATTERY STREET, SUITE 308 SAN FRANCISCO, CA 94111	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATIONS OF LINK TV	384,900.
LOS ANGELES BIOMEDICAL RESEARCH INSTITUTE AT UCLA 1124 WEST CARSON STREET TORRANCE, CA 90502-2064	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	24,056.
LOS ANGELES COUNTY MUSEUM OF NATURAL HISTORY FND 900 EXPOSITION BOULEVARD LOS ANGELES, CA 90007	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE PRESIDENT AND DIRECTOR	481,125.
LOS ANGELES FIRE DEPARTMENT FOUNDATION 1875 CENTURY PARK EAST, SUITE 200 LOS ANGELES, CA 90067	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	48,113.
LOS ANGELES JEWISH HOME FOR THE AGING 7150 TAMPA AVENUE RESEDA, CA 91335	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	446,366.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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 JUNIOR CHAMBER OF COMMERCE CHARITY FND 244 S. SAN PEDRO STREET, SUITE 200 LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	TO SUPPORT PROGRAMMING	96,225.
LOS ANGELES OPERA COMPANY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	319,863.
LOS ANGELES POLICE FOUNDATION 515 SOUTH FLOWER STREET, SUITE 1680 LOS ANGELES, CA 90071	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	161,804.
MAR VISTA FAMILY CENTER 5075 S. SLAUSON AVENUE CULVER CITY, CA 90230	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	38,490
MUJERES DE LA TIERRA 570 WEST AVENUE 26, SUITE #300 LOS ANGELES, CA 90065	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	19,245.
MUSEUM OF CONTEMPORARY ART 250 SOUTH GRAND AVENUE LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE DIRECTOR	613,782.

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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>
NORTHEAST COMMUNITY CLINIC 2550 W. MAIN STREET, SUITE 301 ALHAMBRA, CA 91801	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	24,056.
OAKLAND SCHOOL FOR THE ARTS 530 18TH STREET OAKLAND, CA 94612	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE CAPITAL CAMPAIGN	96,225.
OCEAN DEFENDERS ALLIANCE 19744 BEACH BLVD., BOX #446 HUNTINGTON BEACH, CA 92648	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	14,434.
OCEANOGRAPHIC TEACHING STATIONS, INC. P.O. BOX 1 MANHATTAN BEACH, CA 90267-0001	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	14,434.
OVERTONE INDUSTRIES 6535 WILSHIRE BLVD., SUITE 202 LOS ANGELES, CA 90048-4905	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	24,056.
PACIFIC COUNCIL ON INTERNATIONAL POLICY 801 SOUTH FIGUEROA STREET, SUITE 1130 LOS ANGELES, CA 90017	NONE 501(C)(3) CHARIT ORG	LOS ANGELES HEALTH CARE SYSTEMS SECURITY PROJECT	96,225.

FORM 990FE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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>
PERFORMING ARTS CENTER OF LOS ANGELES COUNTY 135 NORTH GRAND AVENUE LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE MUSIC CENTER CHAIRMAN AND PRESIDENT	242,707.
PHOENIX HOUSES OF LOS ANGELES, INC. 11600 ELDRIDGE AVENUE LAKE VIEW TERRACE, CA 91342	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	96,225.
REEF CHECK FOUNDATION P.O. BOX 1057 PACIFIC PALISADES, CA 90272-1057	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	57,735.
RYMAN CARROLL FOUNDATION C/O RYMAN ARTS 315 W. NINTH ST., SUITE 806 LOS ANGELES, CA 90015-4202	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	57,735.
SANTA CECILIA OPERA AND ORCHESTRA ASSOCIATION 2759 WEST BROADWAY LOS ANGELES, CA 90041	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	96,225.
SKIRBALL CULTURAL CENTER 2701 NORTH SEPULVEDA BOULEVARD LOS ANGELES, CA 90049-6833	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	96,225.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
SOUTHERN CALIFORNIA GRANTMAKERS 1000 NORTH ALAMEDA ST., SUITE 230 LOS ANGELES, CA 90012	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	47,979.
SOUTHERN CALIFORNIA PUBLIC RADIO 474 S. RAYMOND AVE. PASADENA, CA 91105	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	120,281.
ST. CYRIL OF JERUSALEM SCHOOL 4548 HASKELL AVENUE ENCINO, CA 91436	NONE RELIGIOUS ORG	GENERAL OPERATING SUPPORT	337.
SUSTAINABLE CONSERVATION 98 BATTERY STREET, SUITE 302 SAN FRANCISCO, CA 94111	NONE 501(C)(3) CHARIT ORG	PLANTRIGHT CAMPAIGN	96,225.
THE ACADEMY OF PUPPETRY AND ALLIED ARTS 1345 WEST 1ST STREET LOS ANGELES, CA 90026	NONE 501(C)(3) CHARIT ORG	TO SUPPORT EDUCATIONAL PROGRAMS	9,623.
BARBARA SINATRA CHILDREN'S CENTER AT EISENHOWER 39000 BOB HOPE DRIVE RANCHO MIRAGE, CA 92270-3235	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	161,805.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	TO ESTABLISH THE CENTER ON COMMUNICATION LEADERSHIP AND TO ESTABLISH AND ENDOW THE ANNENBERG FAMILY CHAIR IN COMMUNICATION LEADERSHIP AT THE ANNENBERG SCHOOL FOR COMMUNICATION & JOURNALISM AT THE UNIVERSITY OF SOUTHERN CALIFORNIA	438,468.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	ANNENBERG ACADEMIC BUILDING	39,852,223.
UNIVERSITY OF SOUTHERN CALIFORNIA BOVARD ADMINISTRATION BUILDING, ROOM 102 LOS ANGELES, CA 90089-4019	NONE 501(C)(3) CHARIT ORG	USC ALUMNI ASSOCIATION'S FOURTH ANNUAL USC WOMEN'S CONFERENCE	1,443.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 470 NORTH CANON DRIVE BEVERLY HILLS, CA 90210	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE EXECUTIVE DIRECTOR	323,286.
WALLIS ANNENBERG CENTER FOR THE PERFORMING ARTS 470 NORTH CANON DRIVE BEVERLY HILLS, CA 90210	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE CAPITAL CAMPAIGN	4,302,579.
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	NONE 501(C)(3) CHARIT ORG	ANNUAL FUND	84,716.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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>
WINDWARD SCHOOL 11350 PALMS BOULEVARD LOS ANGELES, CA 90066	NONE 501(C)(3) CHARIT ORG	FINANCIAL AID PROGRAM	355,218.
YOUTH SPEAK COLLECTIVE 444 SOUTH BRAND BLVD., SUITE # 201 PACIOMA, CA 91340	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	9,623.
ZOOLOGICAL SOCIETY OF SAN DIEGO P. O. BOX 120551 SAN DIEGO, CA 92112-0551	NONE 501(C)(3) CHARIT ORG	FOR CHILDREN'S EDUCATION PROGRAMS AND GENERAL OPERATING SUPPORT	54,965.
FREEDOM SERVICE DOGS, INC. 2000 W. UNION AVE. ENGLEWOOD, CO 80110-5567	NONE 501(C)(3) CHARIT ORG	TO SUPPORT OPERATION FREEDOM	24,056.
DEFIANT REQUIEM FOUNDATION P.O. BOX 6242 WASHINGTON, DC 20015	NONE 501(C)(3) CHARIT ORG	THE RAFAEL SCHACHTER INSTITUTE FOR ARTS & HUMANITIES	48,113.
HUMANE SOCIETY OF THE UNITED STATES 2100 L STREET NW WASHINGTON, DC 20037	NONE 501(C)(3) CHARIT ORG	ASSATEAGUE OF THE WEST: PROTECTING WILD HORSES THROUGH IMMUNOCONTRACEPTION PROJECT	34,103.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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>
KABOOM, INC. 4455 CONNECTICUT AVENUE, NW, SUITE B100 WASHINGTON, DC 20008	NONE 501(C)(3) CHARIT ORG	PLAYFUL CITY USA: CREATING PLAY OPPORTUNITIES FOR CHILDREN IN LA	119,949.
LEARNING AND LEADERSHIP IN FAMILIES 2500 VIRGINIA AVENUE NW WASHINGTON, DC 20037	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE PERFECTLY PUNCTUAL CAMPAIGN	24,056.
PRINCE OF WALES FOUNDATION 888 17TH STREET, NW, SUITE 201 WASHINGTON, DC 20006	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	39,050.
SPECIAL OLYMPICS, INC. 1133 19TH STREET, NW WASHINGTON, DC 20036-3604	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE CHIEF EXECUTIVE OFFICER	319,543.
TOSTAN, INC. 2121 DECATUR PLACE, NW WASHINGTON, DC 20008	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	96,225.
BAY VILLAGE OF SARASOTA, INC. 8400 VAMO ROAD SARASOTA, FL 34231	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	962.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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>
GOLD COAST JAZZ SOCIETY, INC. 1350 EAST SUNRISE BOULEVARD FORT LAUDERDALE, FL 33304	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	18,858.
EDDIE AIKAU FOUNDATION, INC. 352 AUWAIOLIMU STREET HONOLULU, HI 96813	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	23,990.
HAWAIIAN LIFEGUARD ASSOCIATION 3823 LEAHI AVENUE HONOLULU, HI 96815	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	14,394.
COMMON THREADS 500 N. DEARBORN, SUITE 530 CHICAGO, IL 60654	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	239,897.
NATIONAL WORLD WAR II MUSEUM, INC. 945 MAGAZINE STREET NEW ORLEANS, LA 70130-3813	NONE 501(C)(3) CHARIT ORG	DISCRETIONARY FUND FOR THE PRESIDENT AND CHIEF EXECUTIVE OFFICER	240,563.
GLOBAL HEALTH COMMITTEE, INC. C/O IMMUNE DISEASE INSTITUTE, INC. WARREN ALPERT BLDG; 200 LONGWOOD AVENUE BOSTON, MA 02115	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	254,388.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	24,056.
JAMES AND GRACE LEE BOGGS CENTER TO NURTURE COMMUNITY LEADERSHIP 3061 FIELD STREET DETROIT, MI 48214	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	23,990.
CLARKSDALE MUNICIPAL SCHOOL DISTRICT GYCELLE TYNES EDUCATION SERVICES CENTER P.O. BOX 1088 CLARKSDALE, MS 38614	NONE SECTION 170(C) ORG	TO SUPPORT THE BOOKER T. WASHINGTON ELEMENTARY INTERNATIONAL STUDIES MAGNET SCHOOL AND THE KIRKPATRICK ELEMENTARY HEALTH AND WELLNESS MAGNET SCHOOL	48,113.
PAWS AND STRIPES P.O. BOX 46253 RIO, RANCHO, NM 87174	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	9,623.
AMERICAN FRIENDS OF COVENT GARDEN AND ROYAL BALLET P.O. BOX 5155 ROCKEFELLER CENTER; 610 FIFTH AVENUE NEW YORK, NY 10185	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE WELCOME PERFORMANCES AT THE ROYAL OPERA HOUSE	667,805.
AMERICAN FRIENDS OF COVENT GARDEN AND ROYAL BALLET P.O. BOX 5155 ROCKEFELLER CENTER; 610 FIFTH AVENUE NEW YORK, NY 10185	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE CHANCE TO DANCE PROGRAM AT THE ROYAL OPERA HOUSE IN LONDON	92,084.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
AMERICAN PATRONS OF THE TATE GALLERY FOUNDATION 520 WEST 27TH STREET, UNIT 404 NEW YORK, NY 10001	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT SPECIAL EXHIBITIONS AND EDUCATION PROGRAMS AT THE TATE MODERN	19,525.
ARTANGEL AMERICA C/O PETER FLEISSIG 12 WEST 10TH STREET, 3RD FLOOR NEW YORK, NY 10011	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT INTERNATIONAL PROGRAMMES THROUGH ARTANGEL INTERNATIONAL CIRCLE	48,813.
CITYARTS, INC. 525 BROADWAY, SUITE 602 NEW YORK, NY 10012	NONE 501(C)(3) CHARIT ORG	ARTIST IN RESIDENCE PROGRAM	39,521.
DREAMYARD PROJECT, INC. 1085 WASHINGTON AVENUE BRONX, NY 10456	NONE 501(C)(3) CHARIT ORG	TO SUPPORT PROGRAMMING AT THE DREAMYARD ART CENTER	330,082.
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE FONDATION POUR LE RAYONNEMENT DE L'OPERA NATIONAL DE PARIS' RECORDING PROJECTS	266,035.
FRIENDS OF FONDATION DE FRANCE, INC. C/O ROCKEFELLER PHILANTHROPY ADVISORS 6 WEST 48TH STREET, 10TH FLOOR NEW YORK, NY 10036	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT ACQUISITION OF SEVEN WORKS BY ARTISTS ALINA SZAPOCZNIKOW BY THE SOCIETE DES AMIS DU MUSEE NATIONAL D'ART MODERN	14,911.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (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>
HARLEM CHILDREN'S ZONE, INC. 35 EAST 125TH STREET NEW YORK, NY 10035	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	485,414.
HARLEM CHILDREN'S ZONE, INC. 35 EAST 125TH STREET NEW YORK, NY 10035	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE SUSTAINABILITY PLAN CAPITAL CAMPAIGN	479,794.
MUSEUM OF MODERN ART 11 WEST 53RD STREET NEW YORK, NY 10019-5497	NONE 501(C)(3) CHARIT ORG	WALLIS ANNENBERG FUND FOR INNOVATION IN CONTEMPORARY ART	1,217,967.
NEW VISIONS FOR PUBLIC SCHOOLS, INC. 320 WEST 13TH STREET, 6TH FLOOR NEW YORK, NY 10014	NONE 501(C)(3) CHARIT ORG	THE WALTER AND LEONORE ANNENBERG FUND FOR SMALL SCHOOL ADVANCEMENT	2,920,471.
TEACH FOR AMERICA, INC. 315 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE TEACH FOR AMERICA-MISSISSIPPI DELTA REGION	96,225.
WORLD MONUMENTS FUND, INC. 350 FIFTH AVENUE, SUITE 2412 NEW YORK, NY 10118	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	18,858.

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
PHILADELPHIA FOUNDATION 1234 MARKET STREET, SUITE 1800 PHILADELPHIA, PA 19107-3794	NONE 501(C)(3) CHARIT ORG	PENNSYLVANIA HIGH SCHOOL INSTRUCTIONAL COACHING INSTRUCTIONAL COACHING INSTITUTE	7,651,519.
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 100 COLLEGE HALL PHILADELPHIA, PA 19104-6380	NONE 501(C)(3) CHARIT ORG	LEONORE ANNENBERG INSTITUTE FOR CIVICS AT THE ANNENBERG PUBLIC POLICY CENTER OF THE UNIVERSITY OF PENNSYLVANIA	9,743,740.
PLAN INTERNATIONAL USA, INC. 155 PLAN WAY WARWICK, RI 02886	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	139.
PATRIOT PAWS SERVICE DOGS 254 RANCH TRAIL ROCKWALL, TX 75032	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	24,056.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE 501(C)(3) CHARIT ORG	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	63,758.
CHARITIES AID FOUNDATION AMERICA KING STREET STATION 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314-2840	NONE 501(C)(3) CHARIT ORG	ANNENBERG FOUNDATION FUND AT CHARITIES AID FOUNDATION AMERICA	58,528.

FORM 990FE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
COUNCIL ON FOUNDATIONS, INC 2121 CRYSTAL DR STE 700 ARLINGTON, VA 22202	NONE 501(C)(3) CHARIT ORG	TO SUPPORT THE COUNCIL ON FOUNDATIONS, INC. ANNUAL CONFERENCE	19,245.
JANE GOODALL INSTITUTE FOR WILDLIFE RESEARCH EDUCA 4245 NORTH FAIRFAX DRIVE, SUITE 600 ARLINGTON, VA 22203	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	240,563.
NAVY SEAL FOUNDATION, INC. 1619 D STREET, BLDG. 5326 VIRGINIA BEACH, VA 23459	NONE 501(C)(3) CHARIT ORG	EDUCATION FUND FOR CHILDREN OF NAVY SEALS	96,225.
VIRGINIA GERMAN SHEPHERD RESCUE, INC. P.O. BOX 126 STERLING, VA 20167	NONE 501(C)(3) CHARIT ORG	GENERAL OPERATING SUPPORT	433.
GREAT KANAWHA RESOURCE CONSERVATION AND DEVELOPMENT AREA, INC. 418 GOFF MOUNTAIN ROAD, SUITE 102 CROSS LANES, WV 25313	NONE 501(C)(3) CHARIT ORG	THE FOUNDATION RECOMMENDS THAT GRANT FUNDS BE USED TO SUPPORT THE CREATION OF THE WHITESVILLE MINERS' MEMORIAL PARK	48,541.
NEW LIFE CHURCH OF WHITESVILLE P.O. BOX 594 WHITESVILLE, WV 25209	NONE 501(C)(3) CHARIT ORG	TO CONSTRUCT CLASSROOMS, ESTABLISH A PASTOR FUND, AND TO PROVIDE GENERAL OPERATING SUPPORT	35,985.

FORM 990FF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 25 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
GLOBAL CIVIC POLICY SOCIETY PLAZA OF THE NATIONS, STE B100-750; VANCOUVER V6B 5E7 BRITISH COLUMBIA CANADA	NONE FOREIGN ORG	GENERAL OPERATING SUPPORT	222,743.
AMERICAN LIBRARY IN PARIS, INC. 10, RUE DU GENERAL CAMOU; PARIS 75001 FRANCE	NONE FOREIGN ORG	TO SUPPORT THE EVENINGS WITH AN AUTHOR SERIES	25,017.
CARE FRANCE 17, RUE ARCHEREAU; PARIS 75019 FRANCE	NONE FOREIGN ORG	GENERAL OPERATING SUPPORT	312,502.
INSTITUT CURIE 26 RUE D'ULM; PARIS 75005 FRANCE	NONE FOREIGN ORG	FOR THE CREATION OF A LABORATORY OF TRANSLATIONAL RESEARCH IN PEDIATRIC ONCOLOGY	1,456,219.
LA PETITE BIBLIOTHEQUE RONDE 14, RUE DE CHAMPAGNE; CLAMART 92140 FRANCE	NONE FOREIGN ORG	TO SUPPORT THE THINK DIGITAL AND LIVING TOGETHER PROGRAMS	12,508.
MEDECINS DU MONDE 62 RUE MARCADET PARIS 75882 FRANCE	NONE FOREIGN ORG	TO IMPROVE THE HEALTH OF STREET CHILDREN IN THE DEMOCRATIC REPUBLIC OF CONGO	191,918.

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

ATTACHMENT 25 (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>
CITIZENS NUCLEAR INFORMATION CENTER AKEBONOBASHI CO-OP 2F-B, 8-5; TOKYO 162-0065 JAPAN	NONE FOREIGN ORG	RADIOACTIVE POLLUTED LAND RECOVERY PROGRAM	92,048.
TOTAL CONTRIBUTIONS APPROVED			<u>109,372,493.</u>

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box X
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which 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 and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

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

Enter filer's identifying number, see Instructions

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see Instructions. THE ANNENBERG FOUNDATION	<input checked="" type="checkbox"/> X	Employer identification number (EIN) or 23-6257083
Number, street, and room or suite no. If a P.O. box, see instructions. 101 WEST ELM STREET	<input type="checkbox"/>	Social security number (SSN)
City, town or post office, state, and ZIP code. For a foreign address, see instructions. CONSHOCKEN, PA 19428		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1 2 3 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	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

- The books are in the care of ▶ PAUL J MANGANIELLO

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 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20____ or
- ▶ tax year beginning 07/01, 2011, and ending 12/31, 2011.

- 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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	<u>385,000.</u>
b If this application is for Form 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 \$	<u>779,140.</u>
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 \$	

Caution. If you are going to make an electronic fund withdrawal 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.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**.
Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print <small>File by the due date for filing your return. See instructions</small>	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions Employer identification number (EIN) or	
	THE ANNENBERG FOUNDATION		<input checked="" type="checkbox"/>	23-6257083
	Number, street, and room or suite no. If a P.O. box, see instructions. 101 WEST ELM STREET		<input type="checkbox"/>	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) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of PAUL J MANGANIELLO
 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.

- I request an additional 3-month extension of time until 11/15, 2012
- For calendar year _____, or other tax year beginning 07/01, 20 11, and ending 12/31, 20 11
- If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	\$	724,109.
8b	If this application is for Form 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 and any amount paid previously with Form 8868.	\$	779,140.
8c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	\$	NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Fusheed Armstrong* Title CFA Date 8/6/12
 Form 8868 (Rev. 1-2012)