

Form 990-PF

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

OMB No 1545-0052

2010

Department of the Treasury Internal Revenue Service

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

For calendar year 2010, or tax year beginning 07-01-2010, and ending 06-30-2011

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

Name of foundation: The Annenberg Foundation. A Employer identification number: 23-6257083. B Telephone number: (610) 341-9268. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$1,720,105,771.

Table with 6 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing		19,677		7,538		7,538
	2 Savings and temporary cash investments		139,066,771		60,307,753		60,307,753
	3 Accounts receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	4 Pledges receivable <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		181,439		0		
	7 Other notes and loans receivable (attach schedule) <input type="checkbox"/> _____ Less allowance for doubtful accounts <input type="checkbox"/> _____						
	8 Inventories for sale or use		548,414		567,053		567,053
	9 Prepaid expenses and deferred charges		774,321		154,530		154,530
	10a Investments—U S and state government obligations (attach schedule)		42,959,000 <input type="checkbox"/>		88,037,504		88,037,504
	b Investments—corporate stock (attach schedule)		405,176,583 <input type="checkbox"/>		469,417,893		469,417,893
	c Investments—corporate bonds (attach schedule)		286,804,857 <input type="checkbox"/>		220,243,651		220,243,651
	11 Investments—land, buildings, and equipment basis <input type="checkbox"/> _____ Less accumulated depreciation (attach schedule) <input type="checkbox"/> _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)		713,504,434 <input type="checkbox"/>		852,058,205		852,058,205
	14 Land, buildings, and equipment basis <input type="checkbox"/> 30,691,943 Less accumulated depreciation (attach schedule) <input type="checkbox"/> 8,945,902		19,288,205 <input type="checkbox"/>		21,746,041		21,746,041
15 Other assets (describe <input type="checkbox"/> _____)		8,583,135 <input type="checkbox"/>		7,565,603 <input type="checkbox"/>		7,565,603 <input type="checkbox"/>	
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)		1,616,906,836		1,720,105,771		1,720,105,771	
Liabilities	17 Accounts payable and accrued expenses		1,501,841		1,601,274		
	18 Grants payable		191,109,183		154,778,059		
	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 <input type="checkbox"/> _____)		3,626,965 <input type="checkbox"/>		6,978,221 <input type="checkbox"/>		
23 Total liabilities (add lines 17 through 22)		196,237,989		163,357,554			
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		1,420,667,847		1,556,747,217		
	25 Temporarily restricted						
	26 Permanently restricted		1,000		1,000		
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.						
	27 Capital stock, trust principal, or current funds						
	28 Paid-in or capital surplus, or land, bldg, and equipment fund						
	29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances (see page 17 of the instructions)		1,420,668,847		1,556,748,217			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)		1,616,906,836		1,720,105,771			

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	1,420,668,847
2	Enter amount from Part I, line 27a	2	-87,515,365
3	Other increases not included in line 2 (itemize) <input type="checkbox"/> _____	3	223,594,735
4	Add lines 1, 2, and 3	4	1,556,748,217
5	Decreases not included in line 2 (itemize) <input type="checkbox"/> _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,556,748,217

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a PUBLICLY TRADED SECURITIES	P		
b PASS-THROUGH LOSSES	P		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,415,879,031		1,402,402,301	13,476,730
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			13,476,730
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	13,476,730
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	150,128,144	1,622,808,720	0.092511
2008	172,788,149	1,633,851,144	0.105755
2007	279,864,083	2,496,861,069	0.112086
2006	289,695,928	2,547,472,180	0.113719
2005	293,947,498	2,531,603,915	0.116111

2 Total of line 1, column (d).	2	0.540182
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.108036
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	4	1,644,933,708
5 Multiply line 4 by line 3.	5	177,712,058
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	135,430
7 Add lines 5 and 6.	7	177,847,488
8 Enter qualifying distributions from Part XII, line 4.	8	103,520,989

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	270,860
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	270,860
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	270,860
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	1,000,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	1,000,000
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	729,140
11	Enter the amount of line 10 to be Credited to 2011 estimated tax ▶ 729,140 Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?.		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ \$ <u>0</u> (2) On foundation managers ▶ \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA, DC, PA _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW ANNENBERGFOUNDATION ORG	13	Yes	
14	The books are in care of PAUL J MANGANIELLO Telephone no (610) 341-9268 Located at 101 WEST ELM STREET SUITE 640 CONSHOHOCKEN PA ZIP+4 194282016			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		<input type="checkbox"/>
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes", enter the name of the foreign country **CJ**

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
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 2010?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If "Yes," list the years 20__ , 20__ , 20__ , 20__ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2010 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i>)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		No

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)? **5b** 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? **6b** 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? **7b** Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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
LINDA STEWART 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	GENERAL MGR EXPLORE 37 5	259,737	10,620	0
THOMAS POLLAK 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	EXECUTIVE PRODUCER 37 5	199,983	30,344	0
SYLIA OBAGI 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	DIRECTOR OPERATIONS 37 5	168,691	38,490	0
JOHN THEODORE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	TECHNOLOGY OFFICER 37 5	168,564	32,916	0
CYNTHIA SCRIMA 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	PRODUCTION CONTENT 37 5	144,701	10,528	0

Total number of other employees paid over \$50,000. 57

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

Part VIII **3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ARCLIGHT PRODUCTIONS 732 N HIGHLAND AVE HOLLYWOOD, CA 90038	MULTIMEDIA	1,499,991
SWATTMIIERS ARCHITECTS 5845 DOYLE STREET SUITE 104 EMERYVILLE, CA 94608	ARCHITECT	1,380,533
GREENFIELD EVERS LLC DBA EVERGREEN PIC 2417 MCKINELY AVE VENICE, CA 90291	MULTIMEDIA	1,117,294
VALLEY CREST LANDSCAPE DEVELOPMENT PO BOX 57515 LOS ANGELES, CA 90067	MAINTENANCE	868,021
EDUCATIONAL FILM CENTER 3314 NEWARK STREET NW WASHINGTON, DC 20008	MULTIMEDIA	858,102
Total number of others receiving over \$50,000 for professional services. ▶		65

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 ANNENBERG SPACE FOR PHOTOGRAPHY (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS	7,835,269
2 METABOLIC STUDIO LLC PROGRAM (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS	5,506,207
3 ANNENBERG LEARNER (WASHINGTON, DC) SEE GENERAL EXPLANATION STATEMENTS	4,943,266
4 EXPLORE ANNENBERG LLC PROGRAM (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS	4,870,027

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 _____ _____	
2 _____ _____	
All other program-related investments See page 24 of the instructions	
3 _____ _____	
Total. Add lines 1 through 3. ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,556,714,361
b	Average of monthly cash balances.	1b	113,269,099
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,669,983,460
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,669,983,460
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	25,049,752
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,644,933,708
6	Minimum investment return. Enter 5% of line 5.	6	82,246,685

Part XI Distributable Amount (see page 25 of the 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	82,246,685
2a	Tax on investment income for 2010 from Part VI, line 5.	2a	270,860
b	Income tax for 2010 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	270,860
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	81,975,825
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	81,975,825
6	Deduction from distributable amount (see page 25 of the instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	81,975,825

Part XII Qualifying Distributions (see page 25 of the 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	103,520,989
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	103,520,989
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 page 26 of the instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	103,520,989

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				81,975,825
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only.			0	
b Total for prior years 2008, 2007, 2006				
3 Excess distributions carryover, if any, to 2010				
a From 2005.				170,342,289
b From 2006.				167,948,913
c From 2007.				159,335,780
d From 2008.				91,822,143
e From 2009.				69,418,626
f Total of lines 3a through e.	658,867,751			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>103,520,989</u>				
a Applied to 2009, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .				
d Applied to 2010 distributable amount.				81,975,825
e Remaining amount distributed out of corpus	21,545,164			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	680,412,915			
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 page 27 of the instructions. . .				
e Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions.			0	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions).	170,342,289			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a.	510,070,626			
10 Analysis of line 9				
a Excess from 2006.				167,948,913
b Excess from 2007.				159,335,780
c Excess from 2008.				91,822,143
d Excess from 2009.				69,418,626
e Excess from 2010.				21,545,164

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

THE ANNENBERG FOUNDATION
2000 AVENUE OF THE STARS SUITE 1000
LOS ANGELES, CA 90067
(310) 209-4560

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

DURING THE FISCAL YEAR ENDING JUNE 30, 2011, THE ANNENBERG FOUNDATION'S BOARD OF DIRECTORS CONTINUED PLANNING STRATEGICALLY, CONCENTRATING ON AN EFFECTIVE MEANS TO ENSURING THE FOUNDATION'S STRENGTH FOR FUTURE GRANTMAKING. THE FOUNDATION IS FOCUSED ON ITS COMMITTED GRANT PAYOUT SCHEDULE, AS WELL AS, AN INVITATION-ONLY GRANTMAKING PROCESS TO ENSURE THE FOUNDATION'S LONGEVITY. GRANTS ARE MADE AT THE DIRECTION OF INDIVIDUAL FOUNDATION DIRECTORS AND WITH A WESTERN REGION FOCUS

c Any submission deadlines

GRANTS ARE BY INVITATION ONLY

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

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total				▶ 3a 114,887,527

b <i>Approved for future payment</i> See Additional Data Table				
Total				▶ 3b 154,778,059

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2010

Name of organization

The Annenberg Foundation

Employer identification number

23-6257083

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule—

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33¹/₃% 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, aggregate 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 aggregate 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 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)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CALIFORNIA COMMUNITY FOUNDATION UNION BANK BUILDING 455 S FIGUEROA LOS ANGELES, CA 90071	\$ 59,250	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)
—	_____ _____ _____	\$ _____	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)

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

Name of organization The Annenberg Foundation	Employer identification number 23-6257083
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Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating 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.) ▶ \$

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

Additional Data

Software ID:
Software Version:
EIN: 23-6257083
Name: The Annenberg Foundation

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

(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
WALLIS ANNENBERG 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	CHAIRPERSON/CEO/PRESIDENT 20 0	0	0	0
LEONARD J AUBE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	EXECUTIVE DIRECTOR/SECRETARY 37 5	325,333	52,952	0
PAUL J MANGANIELLO 101 West Elm Street Conshohocken, PA 19428	TREASURER/DIR OF FINANCE 37 5	226,789	51,960	0
LAUREN BON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30 0	37,356	29,488	0
CHARLES WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30 0	37,356	22,276	0
GREGORY WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30 0	37,356	22,276	0

Form 990PF Part XV Line 1a - 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).

WALTER H ANNENBERG DONATED MORE TH

THE ANNENBERG SCHOOL OF COMMUNICATI

SCHOOL OF COMMUNICATIONS CHANGED IT

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PASSED AWAY ON OCTOBER 1 2002

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
African Wildlife Foundation 1400 Sixteenth Street NW Suite 12 Washington, DC 20036	None	501(c)(3) charit org	Environmental Education Project Mountain Gorilla Experience for Rwandan Students	50,000
American Cetacean Society PO Box 1391 San Pedro, CA 90733	None	501(c)(3) charit org	To develop a strategic plan	10,000
American Society for the Prevention of Cruelty to 424 East 92nd Street New York, NY 101286804	None	501(c)(3) charit org	General operating support	10,000
Animal Diplomacy 1227B Central Street Evanston, IL 60201	None	501(c)(3) charit org	General operating support	25,000
Arizona Ethnobotanical Research 107 North San Francisco Street Sui Flagstaff, AZ 86001	None	501(c)(3) charit org	General operating support	15,000
Association Te mana o te moana BP 1374 Papetoai Moorea 98729 FP	None	for org w/expend res	To support the French Polynesia Sea Turtle Observatory	25,000
Border Council of Arts and Culture Consejo Fronter 260 North Mar Vista Suite 2 Pasadena, CA 911061413	None	501(c)(3) charit org	To support Casa Del Tunel Art Center's public garden	7,500
California State Parks Foundation 50 Francisco Street Suite 110 San Francisco, CA 94133	None	501(c)(3) charit org	To support programming at the Los Angeles State Historic Park	100,000
The California Wildlife Center PO Box 2022 Malibu, CA 90265	None	501(c)(3) charit org	General operating support	5,000
Center for Land Use Interpretation 9331 Venice Boulevard Culver City, CA 90232	None	501(c)(3) charit org	General operating support	50,000
Climate Solutions 219 Legion Way SW Suite 201 Olympia, WA 98501	None	501(c)(3) charit org	General operating support	5,000
Coal River Mountain Watch PO Box 651 Whitesville, WV 25209	None	501(c)(3) charit org	General operating support	50,000
Coal River Mountain Watch PO Box 651 Whitesville, WV 25209	None	501(c)(3) charit org	General operating support	15,000
Development Center for Appropriate Technology PO Box 27513 Tucson, AZ 857267513	None	501(c)(3) charit org	General operating support	20,000
East Michigan Environmental Action Council Inc 4605 Cass Avenue Detroit, MI 48201	None	501(c)(3) charit org	General operating support	50,000
Total			▶ 3a	114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Ecopeace Middle East Environmental NGO Forum c/o Friends of the Earth Middle Eas Amman 11181 JO	None	for org w/expend res	Good Water Neighbors project	25,000
Foundation for Marine Animal Husbandry Inc 222 Berkeley Street Boston, MA 02116	None	501(c)(3) charit org	To support the Marine Mammal Care Center at Fort MacArthur	5,000
Foundation for Marine Animal Husbandry Inc 222 Berkeley Street Boston, MA 02116	None	501(c)(3) charit org	To support the Marine Mammal Care Center at Fort McArthur	10,000
Golden Retriever Club of Greater Los Angeles Rescu PO Box 491209 Los Angeles, CA 90049	None	501(c)(3) charit org	Shamrock Circle Fund	2,500
Humane Society International 2100 L Street NW Washington, DC 20037	None	501(c)(3) charit org	International Disaster Fund	50,000
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	327,000
International Bird Rescue Research Center 444 W Ocean Boulevard Suite 777 Long Beach, CA 90802	None	501(c)(3) charit org	Los Angeles Oiled Bird Care and Education Center	10,000
International Documentary 1201 West 5th Street Suite M320 Los Angeles, CA 90017	None	501(c)(3) charit org	General operating support	50,000
Inyo Mono Advocates for Community Action PO Box 845 Bishop, CA 93515	None	501(c)(3) charit org	To support the Planting Hope project	14,220
Inyo Mono Advocates for Community Action PO Box 845 Bishop, CA 93515	None	501(c)(3) charit org	To purchase water tanks to support the Planting Hope program	9,444
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	400,000
Land Institute 2400 E Water Well Road Salina, KS 67401	None	501(c)(3) charit org	To support the renovation of the research greenhouse	75,000
Los Angeles Neighborhood Land Trust 315 West Ninth Street Suite 1002 Los Angeles, CA 90015	None	501(c)(3) charit org	General operating support	250,000
Malibu Pet Companions PO Box 7401 Thousand Oaks, CA 91359	None	501(c)(3) charit org	General operating support	5,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 939401023	None	501(c)(3) charit org	To support the endowment component of the Fund for the Future of the Oceans 25th Anniversary Campaign	333,000
Total				114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Museum of Northern Arizona Inc 3101 N Fort Valley Road Flagstaff, AZ 860018348	None	501(c)(3) charit org	Discretionary fund for the Ecology and Conservation Curator at the Museum of Northern Arizona	48,000
Native Movement PO Box 896 Flagstaff, AZ 86002	None	501(c)(3) charit org	General operating support	50,000
Natural Resources Defense Council Inc 40 West 20th Street New York, NY 10011	None	501(c)(3) charit org	For the Oceans Initiative of the Los Angeles Regional Office	25,000
North East Trees Inc 570 West Avenue 26 Suite 200 Los Angeles, CA 90065	None	501(c)(3) charit org	To cover expenses of Earth Day at Rio de Los Angeles State Park	1,500
North East Trees Inc 570 West Avenue 26 Suite 200 Los Angeles, CA 90065	None	501(c)(3) charit org	General operating support	50,000
Ocean Defenders Alliance 19744 Beach Blvd Box 446 Huntington Beach, CA 92648	None	501(c)(3) charit org	General operating support	10,000
The Owens Valley Committee PO Box 77 Bishop, CA 93515	None	501(c)(3) charit org	General operating support	50,000
Palos Verdes Peninsula Land Conservancy 916 Silver Spur Road Suite 207 Rolling Hills Estates, CA 90274	None	501(c)(3) charit org	For a communications plan and technology upgrades	8,000
Reef Check Foundation PO Box 1057 Pacific Palisades, CA 902721057	None	501(c)(3) charit org	To support board development and a communication strategy	10,000
San Diego Humane Society & SPCA 5500 Gaines Street San Diego, CA 92110	None	501(c)(3) charit org	To establish the Wallis Annenberg Education Endowment to support Animal Adventure Camp	250,000
South Bay Wildlife Rehab 26363 Silver Spur Rd Rancho Palos Verdes, CA 90275	None	501(c)(3) charit org	General operating support	10,000
Southern California Golden Retriever Rescue PO Box 25698 Los Angeles, CA 90025	None	501(c)(3) charit org	General operating support	5,000
Stray Cat Alliance PO Box 661277 Los Angeles, CA 90066	None	501(c)(3) charit org	For capacity building efforts	10,000
Trustees of the University of Pennsylvania 100 College Hall Philadelphia, PA 191046380	None	501(c)(3) charit org	Shoemaker Green	500,000
Washington Environmental Council 1402 Third Ave Suite 1400 Seattle, WA 98101	None	501(c)(3) charit org	General operating support	5,000
Total			▶ 3a	114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Wild Dolphin Project Inc PO Box 8436 Jupiter, FL 33468	None	501(c)(3) charit org	General operating support	50,000
Wildlife Learning Foundation 15981 Yarnell Street Suite 251 Sylmar, CA 91342	None	501(c)(3) charit org	General operating support	10,000
Zoological Society of San Diego P O Box 120551 San Diego, CA 921120551	None	501(c)(3) charit org	For children's education programs and general operating support	20,000
18th Street Arts Complex 1639 18th Street Santa Monica, CA 90404	None	501(c)(3) charit org	To establish the Maintenance and Repair Cash Reserve and Systems Replacement Fund and to support facility maintenance	100,000
Abraham Path Initiative Inc 513 Pound Hall Cambridge, MA 02138	None	501(c)(3) charit org	General operating support	50,000
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	10,000
Actors' Gang Inc 9070 Venice Boulevard Culver City, CA 90232	None	501(c)(3) charit org	General operating support	66,667
Alliance for California Traditional Arts 1245 Van Ness Avenue Fresno, CA 93721	None	501(c)(3) charit org	To support the Apprenticeship Program, Living Cultures Grants Program, and to secure office space and staffing in Los Angeles	95,000
American Friends of Covent Garden and the Royal Ba PO Box 5155 New York, NY 10185	None	501(c)(3) charit org	General operating support	362,310
The American Friends of the British Museum Inc 6 West 48th Street 10th floor New York, NY 100361802	None	501(c)(3) charit org	General operating support	73,963
American Friends of the Israel Museum 500 Fifth Avenue Suite 2540 New York, NY 10110	None	501(c)(3) charit org	General operating support	50,000
American Friends of the Louvre Inc 60 Fifth Avenue New York, NY 10011	None	501(c)(3) charit org	General operating support	637,272
American Friends of the Paris Opera & Ballet 972 Fifth Avenue New York, NY 10075	None	501(c)(3) charit org	General operating support	13,938
American Museum of Natural History Central Park West at 79th St New York, NY 100245192	None	501(c)(3) charit org	General operating support	10,000
American Patrons of the Tate Gallery Foundation I 520 West 27th Street Unit 404 New York, NY 10001	None	501(c)(3) charit org	General operating support	10,000
Total				114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Americans for the Arts Inc 1000 Vermont Avenue NW 6th Floor Washington, DC 200054940	None	501(c)(3) charit org	General operating support	10,000
Armand Hammer Museum of Art and Cultural Center I 10899 Wilshire Boulevard Los Angeles, CA 900244201	None	501(c)(3) charit org	Discretionary fund for the Director	500,000
Artangel America 12 West 10th Street 3rd floor New York, NY 10011	None	501(c)(3) charit org	General operating support	40,000
Artangel America 12 West 10th Street 3rd floor New York, NY 10011	None	501(c)(3) charit org	General operating support	25,000
ARTScorpsLA 240 South Avenue 57 Los Angeles, CA 90042	None	501(c)(3) charit org	For capacity building efforts	7,500
Autory National Center of the American West 4700 Western Heritage Way Los Angeles, CA 900271462	None	501(c)(3) charit org	General operating support	20,000
Barenboim-Said Foundation USA 435 Riverside Drive 122 New York, NY 10025	None	501(c)(3) charit org	General operating support	15,000
Bethune Theatredanse 3342 Barham Boulevard Los Angeles, CA 90068	None	501(c)(3) charit org	To support the multimedia production Silent Roar	100,000
Boston Preservation Alliance Inc 45 School Street Boston, MA 021083206	None	501(c)(3) charit org	For the Advocacy Information Center and to provide general operating support	50,000
Byrd Hoffman Water Mill Foundation 115 W 29th St 10th Floor New York, NY 10001	None	501(c)(3) charit org	General operating support	100,000
California Art Club Inc 75 South Grand Avenue Pasadena, CA 91105	None	501(c)(3) charit org	California Art Club Newsletter	20,000
California Institute of the Arts 24700 McBean Parkway Valencia, CA 913552397	None	501(c)(3) charit org	Programs and exhibitions of the Roy and Edna Disney/CalArts Theater (REDCAT)	50,000
California Science Center Foundation 700 Exposition Park Drive Los Angeles, CA 90037	None	501(c)(3) charit org	General operating support	20,000
Centre Pompidou Foundation 10390 Santa Monica Boulevard Suite Los Angeles, CA 90025	None	501(c)(3) charit org	General operating support	5,000
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) charit org	Annenberg Foundation Fund at Charities Aid Foundation America	67,362
Total				114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) charit org	Annenberg Foundation Fund at Charities Aid Foundation America	25,641
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) charit org	Annenberg Foundation Fund at Charities Aid Foundation America	67,804
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) charit org	Annenberg Foundation Fund at Charities Aid Foundation America	36,074
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) charit org	Annenberg Foundation Fund at Charities Aid Foundation America	14,472
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) charit org	Annenberg Foundation Fund at Charities Aid Foundation America	14,951
Choice Group Inc 3668 Jasmine Ave Suite 2 Los Angeles, CA 90034	None	501(c)(3) charit org	To support staff development and technology	10,000
City Opera of Vancouver Society PO Box 88393 Vancouver, British Columbia V6A 4A6 CA	None	for org w/expend res	To support the opera 'The Christian Ellis Project Always Faithful, Surviving Redemption'	125,000
CITYarts Inc 525 Broadway Suite 700 New York, NY 10012	None	501(c)(3) charit org	Artist in Residence program	40,000
Communities for a Better Environment 5610 Pacific Boulevard Suite 203 Huntington Park, CA 90255	None	501(c)(3) charit org	General operating support	17,500
Corredor Historico CAREM AC Biblioteca Cuchum Tecate, Baja California, CP21470 MX	None	for org w/expend res	To support the construction of the Tecate Kumiai Museum of the Tecate Community Museum	44,526
Creative Time Inc 59 East 4th Street 6th Floor New York, NY 10003	None	501(c)(3) charit org	General operating support	25,000
The Curators of the University of Missouri Special 316 University Hall Columbia, MO 65211	None	501(c)(3) charit org	To support Pictures of the Year International's Emerging Vision Incentive Program of the Missouri School of Journalism's Donald W Reynolds Journalism Institute	25,000
Dance Camera West 3400 San Marino St R Los Angeles, CA 90006	None	501(c)(3) charit org	To support the Dance Media An Active Spectrum	10,000
Debbie Allen Dance Inc 3791 Santa Rosalia Drive Los Angeles, CA 90008	None	501(c)(3) charit org	General operating support	500,000
Defiant Requiem Foundation 5345 Chevy Chase Pkway NW Washington, DC 20015	None	501(c)(3) charit org	General operating support	50,000
Total				114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
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
Eastern Sierra Institute for Collaborative Educati PO Box 454 Bishop, CA 93515	None	501(c)(3) charit org	General operating support	45,000
Echo Park Film Center 1200 N Alvarado St Los Angeles, CA 90026	None	501(c)(3) charit org	General operating support	75,000
Engage Inc 240 East Verdugo Avenue Suite 100 Burbank, CA 91502	None	501(c)(3) charit org	EngAGE in Creativity	17,500
Ensemble Les Talens Lyriques 49 rue de Maubeuge Paris 75009 FR	None	for org w/expend res	To support the 2011 season	219,630
Foundation for Art and Preservation in Embassies 1725 I Street NW Suite 300 Washington, DC 20006	None	501(c)(3) charit org	Winfield House Fund	2,700,000
The Freedom Theater The West Bank Jenin IS	None	for org w/expend res	For construction of the new theater space	50,000
French Regional American Museum Exchange Inc PO Box 830688 Richardson, TX 750830688	None	501(c)(3) charit org	General operating support	28,323
French-American Cultural Foundation 4101 Reservoir Road NW Washington, DC 20007	None	501(c)(3) charit org	To support France Magazine	15,000
Friends of Fondation de France Inc 6 West 48th Street 10th floor New York, NY 10036	None	501(c)(3) charit org	General operating support	15,398
Friends of McGroarty Cultural Arts Center 7570 McGroarty Terrace Tujunga, CA 91042	None	501(c)(3) charit org	To support technology improvements	10,000
Friends of the Eastern California Museum PO Box 33 Independence, CA 93526	None	501(c)(3) charit org	To support the Eastern California Museum's photo digitization project	45,000
Friends of the Musees des Arts Decoratifs 40 East 78th Street New York, NY 10021	None	501(c)(3) charit org	General operating support	14,822
Friends of the Musees des Arts Decoratifs 40 East 78th Street New York, NY 10021	None	501(c)(3) charit org	General operating support	34,716
Friends of the Peabody Institute Library Inc 15 Sylvan Street Danvers, MA 01923	None	501(c)(3) charit org	Danvers Archival Center	12,500
Total				114,887,527

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Name and address (home or business)				
a <i>Paid during the year</i>				
Friends the Foundation of the California African-600 State Drive Los Angeles, CA 90037	None	501(c)(3) charit org	General operating support	15,000
Gold Coast Jazz Society Inc 1350 East Sunrise Boulevard Fort Lauderdale, FL 33304	None	501(c)(3) charit org	General operating support	10,000
Grand Performances 350 South Grand Avenue Suite A-4 Los Angeles, CA 90071	None	501(c)(3) charit org	To support technology improvements	10,000
Greater Washington Educational Telecommunications 2775 South Quincy Street Arlington, VA 22206	None	501(c)(3) charit org	WETA Program Trust in connection with programming in art and history	1,000,000
Hatchfest Audiovisual Arts Festival 627 E Peach St Bozeman, MT 59715	None	501(c)(3) charit org	General operating support	25,000
The Heidelberg Project 42 Watson Detroit, MI 48201	None	501(c)(3) charit org	To support the House That Makes Sense Center and for general operating support	300,000
Historical Society of Pennsylvania 1300 Locust Street Philadelphia, PA 19107	None	501(c)(3) charit org	Preserving the Dilworth Legacy Project	25,000
Hudson Review Inc 684 Park Avenue New York, NY 10065	None	501(c)(3) charit org	General operating support	14,065
Independent Shakespeare Company Inc 9800-D Topanga Canyon Blvd 168 Chatsworth, CA 91311	None	501(c)(3) charit org	General operating support	5,000
Inglewood Cultural Arts Inc 2722 West 77th Street Inglewood, CA 90305	None	501(c)(3) charit org	For capacity building efforts	8,000
Inner-City Arts 720 Kohler Street Los Angeles, CA 90021	None	501(c)(3) charit org	To support a board retreat	10,000
Institute For Figuring PO Box 50346 Los Angeles, CA 90050	None	501(c)(3) charit org	General operating support	50,000
International Centre for the Study of the Preserva Via Di San Michele 13 Rome I-00153 IT	None	for org w/expend res	To support the EPA Fund	33,353
International Wilderness Leadership Foundation 717 Poplar Ave Boulder, CO 80304	None	501(c)(3) charit org	General operating support	50,000
ISSUE Project Room Incorporated 232 3rd Street 3rd Floor Brooklyn, NY 11215	None	501(c)(3) charit org	General operating support	50,000
Total				114,887,527

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a <i>Paid during the year</i>				
The Jazz Bakery Performance Space 1836 Benedict Canyon Drive Beverly Hills, CA 90210	None	501(c)(3) charit org	To support the capital campaign to construct a new facility and performance space and to provide transitional operating support	2,000,000
Kimmel Center Inc 260 South Broad Street Suite 901 Philadelphia, PA 19102	None	501(c)(3) charit org	Philadelphia International Festival of the Arts	5,533,339
Les Amis du Lyrique en Bretagne Chateau Fouquet BP 80 Belle Ile en Mer 56360 FR	None	for org w/ expend res	Lyrique-en-mer Festival de Belle-Ile	26,206
Les Figs Press PO Box 7736 Los Angeles, CA 90007	None	501(c)(3) charit org	General operating support	5,000
Los Angeles Contemporary Exhibitions Inc 6522 Hollywood Blvd Los Angeles, CA 90028	None	501(c)(3) charit org	General operating support	8,000
Los Angeles County Museum of Natural History Found 900 Exposition Boulevard Los Angeles, CA 90007	None	501(c)(3) charit org	To support the Next Campaign	500,000
Los Angeles County Museum of Natural History Found 900 Exposition Boulevard Los Angeles, CA 90007	None	501(c)(3) charit org	General operating support	10,000
Los Angeles County Museum of Natural History Found 900 Exposition Boulevard Los Angeles, CA 90007	None	501(c)(3) charit org	To underwrite education and public programs	25,000
Los Angeles Nomadic Division Land 8033 Sunset Blvd 455 Los Angeles, CA 90046	None	501(c)(3) charit org	General operating support	5,000
Los Angeles Opera Company 135 North Grand Avenue Los Angeles, CA 90012	None	501(c)(3) charit org	General operating support	333,334
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 900123034	None	501(c)(3) charit org	Youth Orchestra Los Angeles	333,000
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 900123034	None	501(c)(3) charit org	General operating support	100,000
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 900123034	None	501(c)(3) charit org	General operating support	7,500
Malibu Friends of Music 6307 Busch Drive Malibu, CA 90265	None	501(c)(3) charit org	To score the silent film, 'Q quality Street'	50,000
Manchester International Festival 3rd Floor 81 King Street Manchester M2 4AH UK	None	for org w/ expend res	To support the production of 'The Life and Death of Marina Abramovic'	25,000
Total				114,887,527

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Marblehead Museum & Historical Society Inc 170 Washington Street Marblehead, MA 01945	None	501(c)(3) charit org	General operating support	25,000
Martha Graham Center of Contemporary Dance Inc 316 East 63rd Street New York, NY 10065	None	501(c)(3) charit org	General operating support	25,000
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 100280198	None	501(c)(3) charit org	To further support the Walter and Leonore Annenberg Acquisitions Endowment Fund	2,265,784
Museum Associates 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 5905 Wilshire Boulevard Los Angeles, CA 90036	None	501(c)(3) charit org	General operating support	20,000
Museum of Contemporary Art 250 South Grand Avenue Los Angeles, CA 90012	None	501(c)(3) charit org	Discretionary fund for the Director	334,000
Museum of Contemporary Art 250 South Grand Avenue Los Angeles, CA 90012	None	501(c)(3) charit org	General operating support	5,000
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
Museum of Jurassic Technology 9341 Venice Boulevard Culver City, CA 902322621	None	501(c)(3) charit org	To support a collaboration with Goran Djordjevic and to provide general operating support	150,000
Museum of Jurassic Technology 9341 Venice Boulevard Culver City, CA 902322621	None	501(c)(3) charit org	Roger Brown Residency Program	100,000
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	None	501(c)(3) charit org	German Expressionist Digitization Project	56,853
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	None	501(c)(3) charit org	Wallis Annenberg Fund for Innovation in Contemporary Art	1,000,000
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	None	501(c)(3) charit org	General operating support	50,000
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	None	501(c)(3) charit org	To support the exhibition 'Expressionism The Graphic Impulse'	300,000
Native Movement PO Box 896 Flagstaff, AZ 86002	None	501(c)(3) charit org	To support the Hopi Tutskwa Permaculture program	50,000
Total				114,887,527

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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
No Longer Empty Inc 150 East 58th Street Floor 34 New York, NY 10022	None	501(c)(3) charit org	General operating support	25,000
Norris Center for the Performing Arts 27570 Crossfield Drive Rolling Hills Estates, CA 90274	None	501(c)(3) charit org	For the construction of the Education Building	100,000
Northwest Film Forum 1515 12th Avenue Seattle, WA 98122	None	501(c)(3) charit org	General operating support	5,000
Outpost Artists Resources Inc 1665 Norman St Ridgewood, NY 11385	None	501(c)(3) charit org	To support video application classes on Jitter and for general operating support	25,000
Pasadena Museum of California Art 490 East Union Street Pasadena, CA 91101	None	501(c)(3) charit org	For board and staff training	10,000
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
Performing Arts Center of Los Angeles County 135 North Grand Avenue Los Angeles, CA 90012	None	501(c)(3) charit org	General operating support	20,000
Performing Arts Center of Los Angeles County 135 North Grand Avenue Los Angeles, CA 90012	None	501(c)(3) charit org	General operating support	50,000
Radius Books Inc 227 E Palace Avenue Suite W Santa Fe, NM 87501	None	501(c)(3) charit org	To support the publication of 'In the Shadow of Wounded Knee' by Aaron Huey	40,000
Rhode Island School of Design Two College Street Providence, RI 029032784	None	501(c)(3) charit org	Andrew W Mellon Curatorial Fellowship in the Department of Prints, Drawings and Photographs at the Museum of Art, Rhode Island School of Design	25,000
Ryman Carroll Foundation 315 West Ninth St Suite 806 Los Angeles, CA 900154202	None	501(c)(3) charit org	For capacity building efforts	10,000
San Francisco Film Society 39 Mesa St Suite 110 San Francisco, CA 94129	None	501(c)(3) charit org	General operating support	50,000
Santa Monica Arts Foundation 1437 Fourth Street Santa Monica, CA 90401	None	501(c)(3) charit org	To support Glow	40,500
Santa Monica Museum of Art 2525 Michigan Avenue Santa Monica, CA 90404	None	501(c)(3) charit org	For capacity building efforts	8,000
Total				114,887,527

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Shakespeare Festival LA Inc 1238 West First Street Los Angeles, CA 90026	None	501(c)(3) charit org	For capacity building efforts	10,000
Shreveport Opera 212 Texas Street Suite 101 Shreveport, LA 71101	None	501(c)(3) charit org	Shreveport Opera Xpress program	20,000
Stanford University Office of the President Bldg 10 Stanford, CA 943052061	None	501(c)(3) charit org	To support the Camera as Witness Program of the Stanford University School of Education	64,800
Studio for Southern California History 977 N Hill Street Los Angeles, CA 90012	None	501(c)(3) charit org	General operating support	30,000
Studio for Southern California History 977 N Hill Street Los Angeles, CA 90012	None	501(c)(3) charit org	General operating support	40,000
Tia Chucha's Centro Cultural Inc 13197-A Gladstone Ave Sylmar, CA 91342	None	501(c)(3) charit org	For capacity building efforts	10,000
Trustees of the University of Pennsylvania 100 College Hall Philadelphia, PA 191046380	None	501(c)(3) charit org	University of Pennsylvania Museum of Archaeology and Anthropology	25,000
United Nations Educational Scientific and Cultural 7 place de Fontenoy Paris 75352 FR	None	Public Intern'l Org	To support risk mapping in Petra by the UNESCO Office in Amman, Jordan	169,500
United States Artists Inc 5757 Wilshire Blvd Suite 580 Los Angeles, CA 90036	None	501(c)(3) charit org	To support the documentary 'Same Difference' by Catherine Opie and Lisa Udelson	15,000
Versailles Foundation Inc 420 Lexington Ave Suite 2805 New York, NY 10170	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	Discretionary fund for the Executive Director	333,000
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
Walter Asmus Nassauische Str 9/10 Berlin D-10717 GM	None	individual	AIR Award	2,500
Walter Asmus Nassauische Str 9/10 Berlin D-10717 GM	None	individual	Artist-in-Residence Program	482
World Monuments Fund Inc 350 Fifth Avenue Suite 2412 New York, NY 10118	None	501(c)(3) charit org	General operating support	10,000
Total			▶ 3a	114,887,527

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Young Musicians Foundation 195 South Beverly Drive Suite 414 Beverly Hills, CA 90212	None	501(c)(3) charit org	To support programming	10,000
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	76,000
Advancement Project 1541 Wilshire Boulevard Suite 508 Los Angeles, CA 90017	None	501(c)(3) charit org	To cover the expenses of a research document for the Promised Neighborhoods Collaborative	9,100
Advancement Project 1541 Wilshire Boulevard Suite 508 Los Angeles, CA 90017	None	501(c)(3) charit org	General operating support	50,000
Aegis Trust The Holocaust Educational and Memor Newark, Nottinghamshire NG22 0PA UK	None	for org w/expend res	To support the general operations of the Kigali Genocide Memorial and Memorial Gardens, sustainability efforts, the Wall of Names, and National Genocide Archive of the Centre	62,500
Air Serv International Inc 410 Rosedale Court Suite 190 Warrenton, VA 20186	None	501(c)(3) charit org	General operating support	2,500
American Library in Paris Inc 10 rue du General Camou Paris 75007 FR	None	501(c)(3) charit org	Second Century capital campaign	691,015
American Library in Paris Inc 10 rue du General Camou Paris 75007 FR	None	501(c)(3) charit org	To support the Evenings with an Author series and for general operating support	40,983
American Library in Paris Inc 10 rue du General Camou Paris 75007 FR	None	501(c)(3) charit org	General operating support	14,590
Ananda Marga Universal Relief Team Inc 2502 Lindley Terrace Rockville, MD 20850	None	501(c)(3) charit org	General operating support	5,000
Annenberg Foundation Trust at Sunnylands 70177 Highway 111 Suite 202 Rancho Mirage, CA 90277	Related Organization	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	40,133,334
Armenian Missionary Assoc of Amer Inc 31 West Century Road Paramus, NJ 07652	None	501(c)(3) charit org	General operating support	50,000
Armenian Missionary Assoc of Amer Inc 31 West Century Road Paramus, NJ 07652	None	501(c)(3) charit org	General operating support	50,000
Association of Fundraising Professionals 1820 W Orangewood Avenue Suite 11 Orange, CA 90015	None	501(c)(3) charit org	General operating support	3,500
Bicycle Kitchen La Bici-Cocin 706 N Heliotrope Drive Los Angeles, CA 90029	None	501(c)(3) charit org	General operating support	48,000
Total				114,887,527

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Border Council of Arts and Culture Consejo Fronter 260 North Mar Vista Suite 2 Pasadena, CA 911061413	None	501(c)(3) charit org	To support the expansion of Casa Del Tunel Art Center's international artist's residency program and it's community outreach project	17,500
Brady Center to Prevent Gun Violence 1225 Eye Street NW Suite 1100 Washington, DC 20005	None	501(c)(3) charit org	General operating support	10,000
Byzantine-Latino Quarter Foundation 2727 West Pico Blvd Los Angeles, CA 90006	None	501(c)(3) charit org	General operating support	25,000
CARE France 17 rue Archereau Paris 75019 FR	None	for org w/expend res	General operating support	109,975
CARE France 17 rue Archereau Paris 75019 FR	None	for org w/expend res	General operating support	8,179
Center for National Independence in Politics One Common Ground Philipsburg, MT 598589767	None	501(c)(3) charit org	General operating support	5,000
Center for Public Integrity 910 17th Street NW Suite 700 Washington, DC 20006	None	501(c)(3) charit org	General operating support	15,000
Church of the Messiah 231 East Grand Blvd Detroit, MI 48207	None	501(c)(3) charit org	General operating support	100,000
City Hall Fellows Inc 286 N Madison Ave Unit 110 Pasadena, CA 91101	None	501(c)(3) charit org	For a board retreat and to develop a strategic plan	6,000
Claremont McKenna College 500 E 9th Street Claremont, CA 917116400	None	501(c)(3) charit org	To establish the Center for Civic Engagement	180,000
Common Ground Relief 1800 Deslonde Street New Orleans, LA 70117	None	501(c)(3) charit org	To support the Free Legal Clinic expansion, relocate and expand the Wetlands Restoration Station, and support the volunteer corps	177,300
Communication Network 1755 Park Street Suite 260 Naperville, IL 60563	None	501(c)(3) charit org	To support the Fall Conference Learning Center	5,000
Community Enhancement Corporation 2250 South Atlantic Boulevard Suit Commerce, CA 90040	None	501(c)(3) charit org	For capacity building efforts	10,000
Community Partners 1000 North Alameda Street Suite 24 Los Angeles, CA 90012	None	501(c)(3) charit org	To support the See Jane/Geena Davis Institute on Gender in Media	505,000
Community Partners 1000 North Alameda Street Suite 24 Los Angeles, CA 90012	None	501(c)(3) charit org	Move LA	75,000
Total			▶ 3a	114,887,527

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Community Partners 1000 North Alameda Street Suite 24 Los Angeles, CA 90012	None	501(c)(3) charit org	LA Commons	75,000
Council on Foreign Relations Inc 58 East 68th Street New York, NY 10065	None	501(c)(3) charit org	General operating support	50,000
Craft and Folk Art Museum Incorporating the Egg an 5814 Wilshire Blvd Los Angeles, CA 90036	None	501(c)(3) charit org	To support Folk Art Everywhere	15,000
CRSP 117 Bimini Place 221 Los Angeles, CA 90004	None	501(c)(3) charit org	General operating support	35,000
Eddie Aikau Foundation Inc 352 Auwaiolimu Street Honolulu, HI 96813	None	501(c)(3) charit org	To support the expansion of the annual student essay contest, creation of a post-secondary school scholarship program, beach clean-ups, and development of revenue-generating products	50,000
Endowment of the United States Institute of Peace 2301 Constitution Avenue NW Washington, DC 20037	None	501(c)(3) charit org	For the construction of a new building to serve as the permanent headquarters of the United States Institute of Peace	333,000
Foreign Policy Association Incorporated 470 Park Avenue South New York, NY 100166819	None	501(c)(3) charit org	To endow the James G McDonald Lecture on Humanitarian Intervention	50,000
Foundation Center 79 Fifth Ave 2nd Floor New York, NY 100033076	None	501(c)(3) charit org	General operating support	5,000
Foundation Financial Officers Group Inc 216 W Jackson Blvd 625 Chicago, IL 60606	None	501(c)(3) charit org	General operating support	2,750
Friends of Detroit & Tri Counties 8230 East Forest Detroit, MI 48214	None	501(c)(3) charit org	To support the Peace Zone for Life @ the Hope District	25,000
Friends of La Laguna Inc PO Box 2548 San Gabriel, CA 917782548	None	501(c)(3) charit org	To support the Phase 1 capital project	50,000
Girl Child Network Worldwide 4 West Road Essex SS0 9DA UK	None	for org w/expend res	General operating support	10,000
The Good News Grant Foundation Inc PO Box 10957 Beverly Hills, CA 902133957	None	501(c)(3) charit org	General operating support	50,000
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 1101 14th Street NW Suite 420 Washington, DC 20005	None	501(c)(3) charit org	General operating support	8,000
Total				114,887,527

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Guidestar USA Inc 4801 Courthouse Street Suite 220 Williamsburg, VA 23188	None	501(c)(3) charit org	Membership Program	10,000
Harlem Children's Zone Inc 35 East 125th Street New York, NY 10035	None	501(c)(3) charit org	General operating support	1,000,000
Hawaiian Lifeguard Association 3823 Leahi Avenue Honolulu, HI 96815	None	501(c)(3) charit org	General operating support	35,000
Independent Sector 1602 L Street NW Suite 900 Washington, DC 20036	None	501(c)(3) charit org	General operating support	5,000
International Women's Media Foundation 1625 K Street NW Suite 1275 Washington, DC 20006	None	501(c)(3) charit org	General operating support	7,500
James and Grace Lee Boggs Center to Nurture Commun 3061 Field Street Detroit, MI 48214	None	501(c)(3) charit org	General operating support	50,000
James and Grace Lee Boggs Center to Nurture Commun 3061 Field Street Detroit, MI 48214	None	501(c)(3) charit org	General operating support	25,000
Jesus Reigns Ministries - LA PO Box 291339 Los Angeles, CA 90029	None	501(c)(3) charit org	General operating support	10,000
Kaboom Inc 4455 Connecticut Avenue NW Suite Washington, DC 20008	None	501(c)(3) charit org	Playful City USA Creating Play Opportunities for Children in Los Angeles	125,000
KCRW Foundation Inc 1900 Pico Boulevard Santa Monica, CA 90405	None	501(c)(3) charit org	Independent Producer Project	100,000
Kehillat Israel-Jewish Congregation of Pacific Pal 16019 Sunset Boulevard Pacific Palisades, CA 90272	None	501(c)(3) charit org	General operating support	10,000
The Legal Education and Advocacy Center 10115 Elgin Ave Huntington Woods, MI 48070	None	501(c)(3) charit org	General operating support	50,000
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	None	501(c)(3) charit org	General operating support	100,000
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	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	250,000
Total			▶ 3a	114,887,527

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Link Media Inc 901 Battery Street Suite 308 San Francisco, CA 94111	None	501(c)(3) charit org	General operations of Link TV	300,000
Los Angeles County Bicycle Coalition 634 S Spring Street Suite 821 Los Angeles, CA 90014	None	501(c)(3) charit org	General operating support	40,000
Los Angeles Fire Department Foundation 1875 Century Park East Suite 200 Los Angeles, CA 90067	None	501(c)(3) charit org	General operating support	10,000
Los Angeles Fire Department Foundation 1875 Century Park East Suite 200 Los Angeles, CA 90067	None	501(c)(3) charit org	General operating support	5,000
Los Angeles Parks Foundation 11973 San Vicente Blvd Suite 200 Los Angeles, CA 90049	None	501(c)(3) charit org	For the construction of the Mar Vista Skate Park	125,000
Los Angeles Police Foundation 515 South Flower Street Suite 1680 Los Angeles, CA 90071	None	501(c)(3) charit org	General operating support	166,667
Los Angeles Police Foundation 515 South Flower Street Suite 1680 Los Angeles, CA 90071	None	501(c)(3) charit org	General operating support	50,000
A Milton Miller Memorial Fund Inc 919 Albany Street Los Angeles, CA 90015	None	501(c)(3) charit org	For capacity building efforts	10,000
National Constitution Center 525 Arch Street Philadelphia, PA 19106	None	501(c)(3) charit org	General operating support	10,000
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 Urban Fellows Inc 102 West 38th St Suite 700 New York, NY 100183675	None	501(c)(3) charit org	General operating support	65,000
New Life Church of Whitesville PO Box 594 Whitesville, WV 25209	None	501(c)(3) charit org	To construct classrooms, establish a pastor fund, and to provide general operating support	37,500
Prince of Wales Foundation 888 17th Street NW Suite 201 Washington, DC 20006	None	501(c)(3) charit org	General operating support	20,000
Rand Corporation 1776 Main Street Santa Monica, CA 904072138	None	501(c)(3) charit org	To support The Arc	50,000
Regents of the University of California 1111 Franklin Street 12th Floor Oakland, CA 946075200	None	501(c)(3) charit org	To support the Grow LA Victory Garden Initiative of the University of California Cooperative Extension's Los Angeles County office of the University of California Division of Agriculture and Natural Resources	37,400
Total	3a			114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Regents of the University of California 1111 Franklin Street 12th Floor Oakland, CA 946075200	None	501(c)(3) charit org	To provide salary support for the program coordinator of the Master Gardener Program of the University of California Cooperative Extension, Inyo and Mono Counties office of the University of California Division of Agriculture and Natural Resources	66,000
Robert C Maynard Institute for Journalism Educati 663 13th Street Ste 200 Oakland, CA 94612	None	501(c)(3) charit org	General operating support	15,000
Salem Award for Human Rights and Social Justice Fo PO Box 8484 Salem, MA 01971	None	501(c)(3) charit org	General operating support	12,500
Salman and Samina Global Wellness Initiative LTD 210 Old Tappan Road Tappan, NY 10983	None	501(c)(3) charit org	General operating support	25,000
Southern California Grantmakers 1000 North Alameda St Suite 230 Los Angeles, CA 90012	None	501(c)(3) charit org	General operating support	50,000
Southern California Grantmakers 1000 North Alameda St Suite 230 Los Angeles, CA 90012	None	501(c)(3) charit org	General operating support	15,000
Southern California Grantmakers 1000 North Alameda St Suite 230 Los Angeles, CA 90012	None	501(c)(3) charit org	General operating support	50,000
Stanford University Office of the President Bldg 10 Stanford, CA 943052061	None	501(c)(3) charit org	Annenberg Strategic Initiative at the Hoover Institution on War, Revolution and Peace	3,300,000
Taos County Economic Development Corporation PO Box 1389 Taos, NM 87571	None	501(c)(3) charit org	To support the Mobile Matanza	25,000
Time Dollar Institute Inc 5500 39th St NW Washington, DC 20015	None	501(c)(3) charit org	General operating support	100,000
Tony Hawk Foundation 1611-A S Melrose Drive 360 Vista, CA 92081	None	501(c)(3) charit org	For the Watts Skatepark project	275,000
Trustees of the University of Pennsylvania 100 College Hall Philadelphia, PA 191046380	None	501(c)(3) charit org	New Building for the Public Policy Center	650,000
Trustees of the University of Pennsylvania 100 College Hall Philadelphia, PA 191046380	None	501(c)(3) charit org	To furnish and equip the interior space of the new Annenberg Public Policy Center building	1,109,262
Trustees of the University of Pennsylvania 100 College Hall Philadelphia, PA 191046380	None	501(c)(3) charit org	Support FactCheck org	200,000
United Nations EducationalScientific and Cultural 7 place de Fontenoy Paris 75352 FR	None	Public Intern'l Org	To support cultural, educational, and environmental programs of the UNESCO Office in Amman, Jordan	280,240
Total				114,887,527

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a <i>Paid during the year</i>				
United States Fund for UNICEF 125 Maiden Lane New York, NY 10038	None	501(c)(3) charit org	To support recovery efforts in Haiti	50,000
United Way Inc 1150 S Olive Street Suite T500 Los Angeles, CA 90015	None	501(c)(3) charit org	General operating support	10,000
United Way Inc 1150 S Olive Street Suite T500 Los Angeles, CA 90015	None	501(c)(3) charit org	General operating support	15,000
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	501(c)(3) charit org	Los Angeles Foundation Leadership Group	10,000
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	501(c)(3) charit org	USC Shoah Foundation Institute for Visual History and Education	10,000
VetFund Foundation 5150 Fair Oaks Blvd Suite 207 Carmichael, CA 95608	None	501(c)(3) charit org	General operating support	25,000
Water Education Foundation 717 K Street Suite 317 Sacramento, CA 95814	None	501(c)(3) charit org	General operating support	100,000
Women Organizing Resources Knowledge and Services 795 N Avenue 50 Los Angeles, CA 90042	None	501(c)(3) charit org	To support the Earth Cultures- Access to Healthy Food through Place-Based Solutions project	100,000
Wyoming K-9 Search & Rescue Inc PO Box 2851 Jackson, WY 83001	None	501(c)(3) charit org	General operating support	36,400
Yakar Foundation Inc 410 Ogden Avenue Teaneck, NJ 07666	None	501(c)(3) charit org	General operating support	25,000
826LA 1714 W Sunset Blvd Los Angeles, CA 90026	None	501(c)(3) charit org	General operating support	40,000
A Place Called Home 2830 South Central Avenue Los Angeles, CA 90011	None	501(c)(3) charit org	General operating support	5,000
Abraham Lincoln Elementary School Foundation 4310 New York Avenue La Crescenta, CA 91214	None	501(c)(3) charit org	General operating support	500
Advancement Through Opportunity and Knowledge Inco 1200 W 37th Place Los Angeles, CA 90007	None	501(c)(3) charit org	To create a fund development plan	10,000
African Wildlife Foundation 1400 Sixteenth Street NW Suite 12 Washington, DC 20036	None	501(c)(3) charit org	To establish the Manyara Ranch School computer lab	55,000
Total				114,887,527

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Name and address (home or business)				
a <i>Paid during the year</i>				
Arts in Education Aid Council Inc 22148 Sherman Way 207 Canoga Park, CA 91303	None	501(c)(3) charit org	For capacity building efforts	9,000
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
Aspen Valley Ski-Snowboard Club Inc 300 AVSC Drive Aspen, CO 81611	None	501(c)(3) charit org	General operating support	50,000
Brighten Academy Inc 3264 Brookmont Parkway Douglasville, GA 30135	None	501(c)(3) charit org	General operating support	500
Brown University 1 Prospect Street Providence, RI 02912	None	501(c)(3) charit org	General operating support	75,000
Center for the Study of International Communicatio 406 Woodland Road Highland Park, IL 60035	None	501(c)(3) charit org	G W /Annenberg Scholarship for International Communications	50,000
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) charit org	Annenberg Foundation Fund at Charities Aid Foundation America	39,004
Cloud and Fire Ministries PO Box 2636 North Hills, CA 913932636	None	501(c)(3) charit org	To develop a communication strategy	10,000
College Access Plan 871 E Washington Blvd Ste 207 Pasadena, CA 91104	None	501(c)(3) charit org	For capacity building efforts	10,000
Common Threads 500 N Dearborn Suite 530 Chicago, IL 60654	None	501(c)(3) charit org	General operating support	250,000
Communities in Schools Los Angeles West Inc 2000 Avenue of the Stars 803 Los Angeles, CA 90067	None	501(c)(3) charit org	For the creation of marketing and communications materials and to conduct a board retreat	10,000
Community Partners 1000 North Alameda Street Suite 24 Los Angeles, CA 90012	None	501(c)(3) charit org	To support a joint retreat and to conduct organization evaluations for Writegirl	10,000
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
Dynamic Teen Company - Making a Difference Inc c/o Club 8586 Center Caridad, Cavite City 4100 RP	None	for org w/expend res	General operating support	10,000
The Edison Institute Inc 20900 Oakwood Blvd Dearborn, MI 481244088	None	501(c)(3) charit org	To support educational initiatives at the Henry Ford Academy in Dearborn, Michigan	100,000
Total			3a	114,887,527

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Name and address (home or business)				
a <i>Paid during the year</i>				
Elevate Your GAME PO Box 5281 Compton, CA 90224	None	501(c)(3) charit org	For capacity building efforts	10,000
EnCorps Inc 323 Geary Street Suite 418 San Francisco, CA 94102	None	501(c)(3) charit org	To support the EnCorps Teachers Program	500,000
Environmental Charter High School 16315 Grevillea Ave Lawndale, CA 90260	None	501(c)(3) charit org	To develop a strategic plan	10,000
Friends of Fondation de France Inc 6 West 48th Street 10th floor New York, NY 10036	None	501(c)(3) charit org	General operating support	73,518
Friends of Fondation de France Inc 6 West 48th Street 10th floor New York, NY 10036	None	501(c)(3) charit org	General operating support	15,398
Friends of West Hollywood Elementary 970 North Hammond Drive West Hollywood, CA 90069	None	501(c)(3) charit org	General operating support	7,000
From the Heart Church Ministries PO Box 58 Temple Hills, MD 207570058	None	501(c)(3) charit org	From the Heart Christian School	5,000
Gabriella Axelrad Education Foundation 639 S Commonwealth Avenue Suite B Los Angeles, CA 90005	None	501(c)(3) charit org	Everybody dance!	50,000
Get Lit Words Ignite 142 N Hayworth Ave Los Angeles, CA 90036	None	501(c)(3) charit org	For a fund development plan	10,000
Great Schools 160 Spear Street Suite 1020 San Francisco, CA 94105	None	501(c)(3) charit org	To provide administrative support related to America's School Spirit Challenge	9,500
Harvey Mudd College 301 Platt Boulevard Claremont, CA 917115990	None	501(c)(3) charit org	To support the Wallis Annenberg Scholarships for Women in Science, Mathematics, and Engineering	333,000
Heart of Los Angeles Youth Inc 2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057	None	501(c)(3) charit org	General operating support	50,000
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
Incarnation Elementary School 5705 West 127th Street Palos Heights, IL 60463	None	501(c)(3) charit org	General operating support	500
Independent School District Number 696 600 East Harvey Street Ely, MN 55731	None	501(c)(3) charit org	General operating support	20,000
Total	▶ 3a			114,887,527

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Name and address (home or business)				
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Jr Posse Youth Equestrian Program 453 W Caldwell St Compton, CA 90220	None	501(c)(3) charit org	For capacity building efforts	8,000
LA's Best 200 North Spring Street Suite M-12 Los Angeles, CA 90012	None	501(c)(3) charit org	To purchase uniforms and other products and support services for the Ann Street Elementary Drill Team	5,042
Literacy Council of Seattle 8500 14th Ave NW Crown Hill UMC Seattle, WA 98117	None	501(c)(3) charit org	General operating support	5,000
Lone Pine Unified School District 301 S Hay Street Lone Pine, CA 93545	None	501(c)(3) charit org	Summer Youth Employment and Development Program	50,000
Los Angeles Community Garden Council 2658 Griffith Park Blvd 728 Los Angeles, CA 900392520	None	501(c)(3) charit org	General operating support	50,000
Los Angeles County Education Foundation 9300 Imperial Highway Room 106 Downey, CA 90242	None	501(c)(3) charit org	For capacity building efforts	9,000
Los Angeles Junior Chamber of Commerce Charity Fou 244 S San Pedro Street Suite 200 Los Angeles, CA 90012	None	501(c)(3) charit org	To support programming	150,000
Los Angeles Trade Technical College Foundation 400 West Washington Blvd Suite ST Los Angeles, CA 90015	None	501(c)(3) charit org	To support scholarship programs	25,000
LTSC Community Development Corporation 231 E Third St Suite G-106 Los Angeles, CA 90013	None	501(c)(3) charit org	General operating support	10,000
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	10,000
Marshdale Elementary School 26663 North Turkey Creek Road Evergreen, CO 80439	None	501(c)(3) charit org	General operating support	500
Mirman School for Gifted Children 16180 Mulholland Drive Los Angeles, CA 90049	None	501(c)(3) charit org	To establish the Annenberg Young Scholars program	60,000
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	2,500,000
Oakland Military Institute College Preparatory Aca 3877 Lusk Street Oakland, CA 94608	None	501(c)(3) charit org	General operating support	5,000
Occidental College 1600 Campus Road Los Angeles, CA 90041	None	501(c)(3) charit org	General operating support	50,000
Total				114,887,527

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a <i>Paid during the year</i>				
P F Bresee Foundation 184 S Bimini Place Los Angeles, CA 90004	None	501(c)(3) charit org	For capacity building efforts	10,000
Palos Verdes Peninsula Education Foundation PO Box 2632 Palos Verdes Estates, CA 90274	None	501(c)(3) charit org	To support board and staff development	7,500
Palos Verdes Peninsula Education Foundation PO Box 2632 Palos Verdes Estates, CA 90274	None	501(c)(3) charit org	General operating support	5,000
Park Century School 3939 Landmark Street Culver City, CA 90232	None	501(c)(3) charit org	To support the arts, athletic and science programs	50,000
Partnership for a Healthier America Inc 2001 L St NW Suite 750 Washington, DC 20036	None	501(c)(3) charit org	General operating support	100,000
Partnership for Los Angeles Schools 1541 Wilshire Blvd Suite 200 Los Angeles, CA 90017	None	501(c)(3) charit org	General operating support	100,000
Peace 4 Kids 1315 North Bullis Road Suite 6 Compton, CA 90221	None	501(c)(3) charit org	For capacity building efforts	10,000
People Who Care Youth Center 1500 West Slauson Avenue Los Angeles, CA 90047	None	501(c)(3) charit org	To cover the expenses of the 48th District's Academic Achievement Breakfast	1,500
Philadelphia Foundation 1234 Market Street Suite 1800 Philadelphia, PA 191073794	None	501(c)(3) charit org	Pennsylvania High School Instructional Coaching Institute	770,672
Philadelphia READS Inc 325 Chestnut Street Suite 903 Philadelphia, PA 19106	None	501(c)(3) charit org	Summer READS SWARM (Science, Writing, Art, Reading and Music) program of Philadelphia READS	200,000
Pickerington Elementary PTO 775 Long Road Pickerington, OH 43147	None	501(c)(3) charit org	General operating support	500
PTA New Jersey Congress of Parents & Teachers 44 Cooper Road Denville, NJ 07834	None	501(c)(3) charit org	A R Spinola PTA of Lakeview Elementary School	500
Sands Montessori School Foundation Inc 6421 Corbly Street Cincinnati, OH 45230	None	501(c)(3) charit org	General operating support	500
School Building Authority of West Virginia 2300 Kanawha Boulevard East Charleston, WV 253112306	None	501(c)(3) charit org	To relocate and rebuild Marsh Fork Elementary School in Raleigh County	500,000
Scripps College 1030 Columbia Avenue Claremont, CA 91711	None	501(c)(3) charit org	Scripps College Academy	50,000
Total				114,887,527

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Name and address (home or business)				
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Shadow Project 6663 SW Beaverton Hillsdale Hwy Portland, OR 97225	None	501(c)(3) charit org	General operating support	10,000
Squid & Squash Foundation 10061 Riverside Drive 821 Toluca Lake, CA 91602	None	501(c)(3) charit org	General operating support	25,000
St Andrew's School of Delaware Inc 350 Noxontown Road Middletown, DE 19709	None	501(c)(3) charit org	General operating support	25,000
St Cyril of Jerusalem School 4548 Haskell Avenue Encino, CA 91436	None	501(c)(3) charit org	To support board development and a retreat	10,000
Story Project 8559 Higuera St Suite A Culver City, CA 90232	None	501(c)(3) charit org	To support a communication strategy and financial consultation	7,500
Street Poets Inc 2116 Arlington Avenue Suite 310 Los Angeles, CA 900181300	None	501(c)(3) charit org	General operating support	250,000
TREATY Total Immersion Educational Endowment PO Box 99 Porcupine, SD 57772	None	501(c)(3) charit org	To purchase road maintenance equipment	24,904
Topanga Mountain School Inc 21338 Dumetz Road Woodland Hills, CA 91364	None	501(c)(3) charit org	General operating support	15,000
Town and Gown of the University of Southern Califo 665 Exposition Blvd Los Angeles, CA 900890461	None	501(c)(3) charit org	To support strategic planning and board development, including a board retreat	10,000
Town and Gown of the University of Southern Califo 665 Exposition Blvd Los Angeles, CA 900890461	None	501(c)(3) charit org	The Gayle Garner Roski Scholarship	25,000
Trustees of the University of Pennsylvania 100 College Hall Philadelphia, PA 191046380	None	501(c)(3) charit org	The Leonore Annenberg Scholarship and School Funds at the Annenberg Public Policy Center	9,000,000
United Negro College Fund Inc 8260 Willow Oaks Corporate Drive Fairfax, VA 220318044	None	501(c)(3) charit org	To provide scholarship support	25,000
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	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 Roo Los Angeles, CA 900894019	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	450,000
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	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
Total				114,887,527

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University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	501(c)(3) charit org	Wallis Annenberg Scholars Program	547,507
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	501(c)(3) charit org	Physically Challenged Athletes Scholarship Fund	12,500
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	501(c)(3) charit org	To support the Special Collections Department of the University of Southern California Libraries at USC	25,000
Venice Arts in Neighborhoods 1702 Lincoln Blvd Venice, CA 90291	None	501(c)(3) charit org	General operating support	20,000
Windward School 11350 Palms Boulevard Los Angeles, CA 90066	None	501(c)(3) charit org	Annual Fund	81,954
Windward School 11350 Palms Boulevard Los Angeles, CA 90066	None	501(c)(3) charit org	Financial Aid Program	175,000
Wonder of Reading 5371 Wilshire Boulevard Suite 210 Los Angeles, CA 90036	None	501(c)(3) charit org	General operating support	50,000
Accessurf Hawaii Inc PO Box 15152 Honolulu, HI 96830	None	501(c)(3) charit org	General operating support	15,000
Accessurf Hawaii Inc PO Box 15152 Honolulu, HI 96830	None	501(c)(3) charit org	General operating support	100,000
Alfred E Mann Foundation for Scientific Research PO Box 905 Valencia, CA 91355	None	501(c)(3) charit org	To support research and development	1,000
American Indian Healing Center 12456 East Washington Boulevard Whittier, CA 90602	None	501(c)(3) charit org	For capacity building efforts	10,000
Amyotrophic Lateral Sclerosis Association PO Box 565 Agoura Hills, CA 91376	None	501(c)(3) charit org	To develop a strategic plan	10,000
Asian Pacific American Dispute Resolution Center o 1145 Wilshire Boulevard Suite 100 Los Angeles, CA 90017	None	501(c)(3) charit org	To support board and fund development	10,000
Association of the HITWG Camps Inc 228 Saugatuck Avenue Westport, CT 06880	None	501(c)(3) charit org	General operating support	34,152
The Barbara Sinatra Children's Center at Eisenhowe 39000 Bob Hope Drive Rancho Mirage, CA 922703235	None	501(c)(3) charit org	To underwrite therapy services	125,000
Total			▶ 3a	114,887,527

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The Barbara Sinatra Children's Center at Eisenhowe 39000 Bob Hope Drive Rancho Mirage, CA 922703235	None	501(c)(3) charit org	General operating support	166,667
Beit T'shuvah 8831 Venice Blvd Los Angeles, CA 90034	None	501(c)(3) charit org	General operating support	15,000
Beit T'shuvah 8831 Venice Blvd Los Angeles, CA 90034	None	501(c)(3) charit org	General operating support	25,000
Best Buddies International Inc 100 Southeast Second Street Suite Miami, FL 33131	None	501(c)(3) charit org	International program expansion	650,000
A Better LA 1150 S Olive St Suite 340 Los Angeles, CA 90015	None	501(c)(3) charit org	General operating support	75,000
A Better LA 1150 S Olive St Suite 340 Los Angeles, CA 90015	None	501(c)(3) charit org	General operating support	100,000
Betty Ford Center at Eisenhower 39000 Bob Hope Drive Rancho Mirage, CA 92270	None	501(c)(3) charit org	Children's Program Training Academy	333,000
The California Association Highway Patrolmen Widow 2030 V St Sacramento, CA 95818	None	501(c)(3) charit org	General operating support	25,000
California Community Foundation 445 South Figueroa Street Suite 34 Los Angeles, CA 900711638	None	501(c)(3) charit org	The Los Angeles Public/Private Funders Partnership for Infants and Toddlers Fund	10,000
Center for the Pacific Asian Family Inc 543 North Fairfax Avenue 108 Los Angeles, CA 90036	None	501(c)(3) charit org	For capacity building efforts	9,000
Charities Aid Foundation America 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) charit org	The Annenberg Foundation Fund at Charities Aid Foundation America	34,460
Children's Bureau of Southern California 1910 Magnolia Avenue Los Angeles, CA 90007	None	501(c)(3) charit org	General operating support	20,000
Children's Burn Foundation 5000 Van Nuys Boulevard Suite 450 Sherman Oaks, CA 914031784	None	501(c)(3) charit org	General operating support	10,000
The Children's Hospital of Philadelphia Foundation 34th Street and Civic Center Boulev Philadelphia, PA 19104	None	501(c)(3) charit org	Division of Neurosurgery	100,000
Childrens Hospital of Los Angeles 4650 Sunset Boulevard Los Angeles, CA 90027	None	501(c)(3) charit org	General operating support	50,000
Total				114,887,527

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Circle of Care Foundation 5000 Van Nuys Boulevard Suite 305 Sherman Oaks, CA 91403	None	501(c)(3) charit org	General operating support	2,500
City of Hope 1500 E Duarte Rd Duarte, CA 91010	None	501(c)(3) charit org	General operating support	50,000
Coachart Org 3303 Wilshire Boulevard 320 Los Angeles, CA 90010	None	501(c)(3) charit org	For capacity building efforts	10,000
Common Ground 1410 South Telegraph Bloomfield Hills, MI 48302	None	501(c)(3) charit org	General operating support	50,000
Connec Tra Society 207-3077 Granville Street Vancouver, British Columbia V6H 3J9 CA	None	for org w/expend res	General operating support	35,000
Cure CMD PO Box 701 Olathe, KS 66051	None	501(c)(3) charit org	General operating support	10,000
Delancey Street Foundation 600 Embarcadero Street San Francisco, CA 941072121	None	501(c)(3) charit org	General operating support	250,000
Disabled American Veterans California Rehabilitati 13733 E Rosecrans Avenue Santa Fe Springs, CA 90670	None	501(c)(3) charit org	General operating support	1,000
Entertainment Industry Foundation 1201 West 5th Street Suite T-700 Los Angeles, CA 90017	None	501(c)(3) charit org	Stand Up To Cancer	3,333,000
Entertainment Industry Foundation 1201 West 5th Street Suite T-700 Los Angeles, CA 90017	None	501(c)(3) charit org	To support Phase I of the Charlize Theron Africa Outreach Project's Home Field Advantage program	500,000
Entertainment Industry Foundation 1201 West 5th Street Suite T-700 Los Angeles, CA 90017	None	501(c)(3) charit org	Women's Cancer Research Fund	25,000
Essence of Light 744 W 111th St Los Angeles, CA 90044	None	501(c)(3) charit org	For capacity building efforts	10,000
Fanconi Anemia Research Fund Inc 1801 Willamette Street Suite 200 Eugene, OR 97401	None	501(c)(3) charit org	General operating support	10,000
First Star Inc 1666 K Street NW Suite 300 Washington, DC 20006	None	501(c)(3) charit org	General operating support	5,000
First Star Inc 1666 K Street NW Suite 300 Washington, DC 20006	None	501(c)(3) charit org	General operating support	10,000
Total				114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Freedom Service Dogs Inc 2000 W Union Ave Englewood, CO 801105567	None	501(c)(3) charit org	To support O peration Freedom	25,000
Freedom4U 336 Tejon Place Palos Verdes Estates, CA 90274	None	501(c)(3) charit org	General operating support	5,000
Friendly Hand Foundation 347 South Normandie Avenue Los Angeles, CA 900203167	None	501(c)(3) charit org	General operating support	50,000
Friendly Hand Foundation 347 South Normandie Avenue Los Angeles, CA 900203167	None	501(c)(3) charit org	General operating support	35,000
Generation Rescue Inc 13636 Ventura Blvd 259 Sherman Oaks, CA 91423	None	501(c)(3) charit org	General operating support	250,000
Glendale Healthy Kids PO Box 201 Glendale, CA 91209	None	501(c)(3) charit org	For capacity building efforts	10,000
Go Campaign 2461 Santa Monica Blvd 437 Santa Monica, CA 90404	None	501(c)(3) charit org	To support United States operations	2,000
Grandparents As Parents Inc 22048 Sherman Way Suite 217 Canoga Park, CA 91303	None	501(c)(3) charit org	For capacity building efforts	10,000
Hamburger Home 7120 Franklin Avenue Los Angeles, CA 90046	None	501(c)(3) charit org	General operating support	10,000
Harold Pump Foundation 13636 Ventura Blvd Suite 416 Sherman Oaks, CA 91423	None	501(c)(3) charit org	General operating support	50,000
Helping Our Prisoners Elevate 5740 Grand River Avenue Detroit, MI 482081548	None	501(c)(3) charit org	To support the Urban Network Bookstore	25,000
High Oaks Inc 726 Fitzwatertown Road 7 Willow Grove, PA 19090	None	501(c)(3) charit org	General operating support	1,000
HollyRod Foundation 9250 Wilshire Boulevard Suite LL15 Beverly Hills, CA 90210	None	501(c)(3) charit org	General operating support	12,500
The Imagination Workshop Inc 760 Westwood Plaza Room C8-151 Los Angeles, CA 90024	None	501(c)(3) charit org	To support dramatic arts programming at New Directions, Haven House, and the Veteran's Home of California - West Los Angeles	30,000
International Guiding Eyes Inc 13445 Glenoaks Boulevard Sylmar, CA 91342	None	501(c)(3) charit org	General operating support	50,000
Total				114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
International Medical Corps 1919 Santa Monica Blvd Suite 400 Santa Monica, CA 90404	None	501(c)(3) charit org	General operating support	2,500
Iraq and Afghanistan Veterans of America Inc 292 Madison Avenue 10th Floor New York, NY 10017	None	501(c)(3) charit org	General operating support	100,000
Jenesse Center Inc PO Box 8476 Los Angeles, CA 90008	None	501(c)(3) charit org	General operating support	100,000
John Tracy Clinic 806 West Adams Boulevard Los Angeles, CA 900072505	None	501(c)(3) charit org	Parent/Infant Program	100,000
L'Envol pour les enfants europeens Chateau de Boulains Echouboulains 77830 FR	None	for org w/expend res	To support O peration Haiti	65,555
Lankenau Hospital Foundation 100 Lancaster Avenue Wynnewood, PA 19096	None	501(c)(3) charit org	Annenberg Medical Education Program	2,500,000
LeRoy Haynes Center for Children and Family Servic 233 West Baseline Road Box 400 La Verne, CA 917500400	None	501(c)(3) charit org	General operating support	20,000
Los Angeles Gay and Lesbian Community Services Cen 1625 North Schrader Boulevard Los Angeles, CA 900286213	None	501(c)(3) charit org	General operating support	25,000
Los Angeles Jewish Home for the Aging 7150 Tampa Avenue Reseda, CA 91335	None	501(c)(3) charit org	General operating support	125,000
Los Angeles Mission Inc 303 East 5th Street Los Angeles, CA 90013	None	501(c)(3) charit org	To repair the emergency shower	50,000
Mar Vista Family Center 5075 S Slauson Avenue Culver City, CA 90230	None	501(c)(3) charit org	To support fund development and a communication strategy	10,000
Mary Magdalene Project Inc 7136 Haskell Avenue Suite 125 Van Nuys, CA 91406	None	501(c)(3) charit org	For a fund development plan	5,000
Medecins du Monde 62 rue Marcadet Paris 75882 FR	None	for org w/expend res	To improve the health of street children in the Democratic Republic of the Congo	200,000
National Medical Fellowships Inc 347 Fifth Avenue Suite 510 New York, NY 10016	None	501(c)(3) charit org	General operating support	25,000
National Multiple Sclerosis Society 733 Third Avenue Third Floor New York, NY 100173288	None	501(c)(3) charit org	New York City Chapter's Walk MS	50,000
Total	▶ 3a			114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
New Directions for People with Disabilities Inc 5276 Hollister Avenue Suite 207 Santa Barbara, CA 93111	None	501(c)(3) charit org	Devereux Santa Barbara tours	20,000
Northeast Community Clinic 2550 W Main Street Suite 301 Alhambra, CA 91801	None	501(c)(3) charit org	For capacity building efforts	7,500
One Voice 1228 15th Street Suite C Santa Monica, CA 90404	None	501(c)(3) charit org	General operating support	25,000
Operation Smile Inc 6435 Tidewater Drive Norfolk, VA 23509	None	501(c)(3) charit org	To support the capital campaign to construct a new global headquarters	1,000,000
Pediatric Therapy Network 1815 West 213th St Suite 100 Torrance, CA 90501	None	501(c)(3) charit org	General operating support	10,000
Peer Health Exchange Inc 545 Sansome Street Suite 900 San Francisco, CA 94111	None	501(c)(3) charit org	Los Angeles Peer Health Exchange Program	50,000
Pets2Vets PO Box 100010 Arlington, VA 22210	None	501(c)(3) charit org	General operating support	10,000
Phoenix Houses of California Inc 11600 Eldridge Avenue Lake View Terrace, CA 91342	None	501(c)(3) charit org	General operating support	10,000
Planned Parenthood Los Angeles 400 W 30th Street Los Angeles, CA 90007	None	501(c)(3) charit org	General operating support	10,000
Project Angel Food 922 Vine Street Los Angeles, CA 900382702	None	501(c)(3) charit org	To expand the Garden Program to Mobilize Urban Agriculture for Better Health	75,000
PUENTE Learning Center 501 South Boyle Avenue Los Angeles, CA 90033	None	501(c)(3) charit org	General operating support	10,000
Puppies Behind Bars Inc 10 E 40th St 19th Floor New York, NY 10016	None	501(c)(3) charit org	To support the Dog Tags Service Dogs for Those Who've Served Us program	25,000
Puppy Prodigies 430 Robin Hill Ln Escondido, CA 92026	None	501(c)(3) charit org	SURFice Dog Initiative	5,000
Rady Children's Hospital Foundation- San Diego 3020 Childrens Way MC 5013 San Diego, CA 92123	None	501(c)(3) charit org	To support the Chadwick Center for Children and Families	10,000
Rainbow Services Ltd 453 West 7th St San Pedro, CA 90731	None	501(c)(3) charit org	For capacity building efforts	10,000
Total				114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Roosters Foundation of Orange County 2222 Michelson Suite 300 Irvine, CA 92612	None	501(c)(3) charit org	General operating support	2,500
San Francisco VA Medical Center 4150 Clement Street San Francisco, CA 94121	None	501(c)(3) charit org	Pets for Vets	10,000
Santa Barbara Cottage Hospital Foundation PO Box 689 Santa Barbara, CA 93102	None	501(c)(3) charit org	Santa Barbara Cottage Hospital	75,000
Shoes That Fit 1420 North Claremont Boulevard Sui Claremont, CA 91711	None	501(c)(3) charit org	General operating support	25,000
Soldier's Best Friend PO Box 6242 Glendale, AZ 85312	None	501(c)(3) charit org	General operating support	10,000
Southern Mono Health Care District PO Box 660 Mammoth Lakes, CA 93546	None	501(c)(3) charit org	To support the umbilical cord blood collection via the physiologic pulsatile pump project	95,000
Special Olympics Inc 1133 19th Street NW Washington, DC 200363604	None	501(c)(3) charit org	Discretionary fund for the Chief Executive Officer	334,000
Stop Cancer 2566 Overland Avenue Suite 790 Los Angeles, CA 90064	None	501(c)(3) charit org	General operating support	25,000
Stop Hunger Now Inc 2501 Clark Avenue Suite 301 Raleigh, NC 276077213	None	501(c)(3) charit org	To support United States operations	2,500
Susan G Komen Breast Cancer Foundation 11845 W Olympic Blvd Suite 655W Los Angeles, CA 90064	None	501(c)(3) charit org	Los Angeles County Affiliate	25,000
The Thalians PO Box 749 Beverly Hills, CA 90213	None	501(c)(3) charit org	General operating support	50,000
The UCLA Foundation 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	None	501(c)(3) charit org	Discretionary fund for the Chief of the Division of Digestive Diseases at the David Geffen School of Medicine at UCLA	100,000
United States Fund for UNICEF 125 Maiden Lane New York, NY 10038	None	501(c)(3) charit org	General operating support	10,000
We Spark Inc 13520 Ventura Boulevard Sherman Oaks, CA 91423	None	501(c)(3) charit org	General operating support	10,000
West Los Angeles Police Activities League 1663 Butler Avenue Los Angeles, CA 90025	None	501(c)(3) charit org	To support youth programming at the West Los Angeles Community Police Station of the Los Angeles Police Department	5,000
Total			3a	114,887,527

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
A Window Between Worlds 710 4th Avenue Suite 5 Venice, CA 90291	None	501(c)(3) charit org	For capacity building efforts	10,000
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	1,750
World Children's Transplant Fund 17404 Ventura Blvd 2nd Floor Encino, CA 91316	None	501(c)(3) charit org	General operating support	2,500
The Young Men's Christian Association of Greater S 909 Fourth Avenue Seattle, WA 98104	None	501(c)(3) charit org	To support the Alive & Free street outreach progra	5,000
Total ▶ 3a				114,887,527

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	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
Name and address (home or business)				
b <i>Approved for future payment</i>				
Actors' Gang IncThe Ivy Substation 9070 Venice Boulevard Culver City, CA 90232	None	501(c)(3) Charit Org	Unrestricted general Purpose	64,721
American Friends of Covent Garden & Royal BalletPO Box 5155 Rockefeller Center New York, NY 10185	None	501(c)(3) Charit Org	Unrestricted General Purpose	667,805
American Friends of Covent Garden & Royal BalletPO Box 5155 Rockefeller Center New York, NY 10185	None	501(c)(3) Charit Org	Unrestricted general Purpose	184,168
American Patrons of the Tate Gallery Fdn Inc520 West 27th Street Unit 404 New York, NY 10001	None	501(c)(3) Charit Org	Unrestricted general Purpose	28,940
Annenberg Foundation Trust at Sunnylands70177 Highway 111 Suite 202 Rancho Mirage, CA 90277	n/a	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	57,088,157
Trustees of the University of Pennsylvania100 College Hall Philadelphia, PA 191046380	None	501(c)(3) Charit Org	Leonore Annenberg Institute for Civics at the Annenberg Institute for Civics at the Annenberg Public Policy Center of the University of Pennsylvania	9,743,740
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	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	730,780
Annenberg School for Comm & Journalism at USC3502 Watt Way Los Angeles, CA 900890281	None		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 and Journalism at the University of Southern California	1,021,900
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	501(c)(3) Charit Org	Annenberg Academic Building	44,650,166
Armand Hammer Museum of Art and Cultural Center10899 Wilshire Boulevard 3rd Floor Los Angeles, CA 900244201	None	501(c)(3) Charit Org	Discretionary fund for the Director	479,794
Artangel Americac/o Peter Fleissig 12 West 10th Street 3rd floor New York, NY 10011	None	501(c)(3) Charit Org	Unrestricted general Purpose	48,813
The Barbara Sinatra Children's Center Eisenhower39000 Bob Hope Drive Rancho Mirage, CA 922703235	None	501(c)(3) Charit Org	Unrestricted general Purpose	161,805
Betty Ford Center at Eisenhower 39000 Bob Hope Drive Rancho Mirage, CA 92270	None	501(c)(3) Charit Org	Children's Program Training Academy	324,467
Buddhist Tzu Chi FoundationNational Headquarters 1100 South Valley Center Avenue San Dimas, CA 91773	None	501(c)(3) Charit Org	To support the International Disaster Relief program	95,959
Byrd Hoffman Water Mill Foundation 115 W 29th St 10th Floor New York, NY 10001	None	501(c)(3) Charit Org	Unrestricted general Purpose	9,596
Total				154,778,059

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	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
Name and address (home or business)				
b <i>Approved for future payment</i>				
California State Parks Foundation Headquarters 50 Francisco Street Suite 110 San Francisco, CA 94133	None	501(c)(3) Charit Org	To support programming at the Los Angeles State Historic Park	95,959
Center for Land Use Interpretation 9331 Venice Boulevard Culver City, CA 90232	None	501(c)(3) Charit Org	Unrestricted general Purpose	170,301
Center for the Study of Int'l Communications Inc 406 Woodland Road Highland Park, IL 60035	None	501(c)(3) Charit Org	G W /Annenberg Scholarship for International Communications	47,979
City Opera of Vancouver Society PO Box 88393 Vancouver V6A 4A6 CA	None	Foreign Org w/ Expen	To support the opera 'The Christian Ellis Project Always Faithful, Surviving Redemption'	119,949
CITYarts Inc 525 Broadway Suite 700 New York, NY 10012	None	501(c)(3) Charit Org	Artist in Residence program	78,100
Coal River Mountain Watch PO Box 651 Whitesville, WV 25209	None	501(c)(3) Charit Org	Unrestricted general Purpose	48,541
Common Threads 500 N Dearborn Suite 530 Chicago, IL 60654	None	501(c)(3) Charit Org	Unrestricted general Purpose	239,897
Communities for a Better Environment Huntington Park Office 5610 Pacific Boulevard Suite 203 Huntington Park, CA 90255	None	501(c)(3) Charit Org	Unrestricted general Purpose	16,793
Debbie Allen Dance Inc 3791 Santa Rosalia Drive Los Angeles, CA 90008	None	501(c)(3) Charit Org	Unrestricted general Purpose	323,609
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	239,897
DreamYard Project Inc 1085 Washington Avenue Bronx, NY 10456	None	501(c)(3) Charit Org	To support programming at the DreamYard Art Center	631,477
Ecole du Patrimoine Africain 01 BP 2205 Porto-Novo BN	None	Foreign Org w/ Expen	To support the Symbols of Power in the Hogbonou Kingdom educational program at the Jardin des Plantes et de la Nature	13,246
Eddie Aikau Foundation Inc 352 Auwaiolimu Street Honolulu, HI 96813	None	501(c)(3) Charit Org	Unrestricted general Purpose	47,979
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
Foundation for Art and Preservation in Embassies 1725 I Street NW Suite 300 Washington, DC 20006	None	501(c)(3) Charit Org	Winfield House Fund	2,435,935
Total				154,778,059

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

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Name and address (home or business)				
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Friends of the Peabody Institute Library Inc15 Sylvan Street Danvers, MA 01923	None	501(c)(3) Charit Org	Danvers Archival Center	12,135
Global Health Committee Incc/o Immune Disease Institute Inc Warren Alpert Building Boston, MA 02115	None	501(c)(3) Charit Org	Unrestricted general Purpose	470,296
Gold Coast Jazz Society Inc1350 East Sunrise Boulevard Fort Lauderdale, FL 33304	None	501(c)(3) Charit Org	Unrestricted general Purpose	27,482
Great Kanawha Resource Conserv & Development Area418 Goff Mountain Road Suite 102 Cross Lanes, WV 25313	None	501(c)(3) Charit Org	Unrestricted general Purpose	48,541
Greater Washington EduTelecommunications Assn2775 South Quincy Street Arlington, VA 22206	None	501(c)(3) Charit Org	WETA Program Trust in connection with programming in art and history	974,374
Harlem Children's Zone Inc35 East 125th Street New York, NY 10035	None	501(c)(3) Charit Org	Unrestricted general Purpose	485,414
Harlem Children's Zone Inc35 East 125th Street New York, NY 10035	None	501(c)(3) Charit Org	To support the Sustainability Plan capital campaign	921,594
Hawaiian Lifeguard Association3823 Leahi Avenue Honolulu, HI 96815	None	501(c)(3) Charit Org	Unrestricted general Purpose	14,394
Highways1651 18th Street Santa Monica, CA 90404	None	501(c)(3) Charit Org	Unrestricted general Purpose	23,990
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
Institut Curie26 rue dUlm Paris 75005 FR	None	Foreign Org w/ Expen	For the creation of a laboratory of translational research in pediatric oncology	1,866,451
Institute For FiguringPO Box 50346 Los Angeles, CA 90050	None	501(c)(3) Charit Org	Unrestricted general Purpose	170,301
International Firefighters Assistance Inc4613 N University Drive 443 Coral Springs, FL 33067	None	501(c)(3) Charit Org	Unrestricted general Purpose	2,399
Charities Aid Foundation AmericaKing Street Station 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) Charit Org	Annenberg Foundation Fund at Charities Aid Foundation America	63,758
James and Grace Lee Boggs Center 3061 Field Street Detroit, MI 48214	None	501(c)(3) Charit Org	Unrestricted general Purpose	23,990
Total				154,778,059

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Name and address (home or business)				
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Johnson O hana 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	242,707
Kaboom Inc4455 Connecticut Avenue NW Suite Washington, DC 20008	None	501(c)(3) Charit Org	Playful City USA Creating Play O pportunities for Children in Los Angeles	119,949
Los Angeles O pera Company135 North Grand Avenue Los Angeles, CA 90012	None	501(c)(3) Charit Org	Unrestricted general Purpose	614,395
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 900123034	None	501(c)(3) Charit Org	Youth Or chestra Los Angeles	323,286
Los Angeles Police Foundation515 South Flower Street Suite 1680 Los Angeles, CA 90071	None	501(c)(3) Charit Org	Unrestricted general Purpose	161,804
Los Angeles Poverty DepartmentPO Box 26190 Los Angeles, CA 90026	None	501(c)(3) Charit Org	Unrestricted general Purpose	14,394
Medecins du Monde62 rue Marcadet Paris 75882 FR	None	Foreign Org w/ Expen	To improve the health of street children in the Democratic Republic of the Congo	191,918
Metropolitan Museum of Art1000 Fifth Avenue New York, NY 100280198	None	501(c)(3) Charit Org	To further support the Walter and Leonore Annenberg Acquisitions Endowment Fund	2,238,637
Museum Associatesc/o Los Angeles County Museum of Ar 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	1,461,561
Museum of Contemporary Art250 South Grand Avenue Los Angeles, CA 90012	None	501(c)(3) Charit Org	Discretionary fund for the Director	613,782
Museum of Contemporary Art250 South Grand Avenue Los Angeles, CA 90012	None	501(c)(3) Charit Org	'Naked Hollywood Weegee in Los Angeles'	239,897
Museum of Fine Arts Houston1001 Bissonnet Street Houston, TX 77005	None	501(c)(3) Charit Org	For the exhibition, WAR/PHO TO GRAPHY Photographs of Armed Conflict and its Aftermath	59,974
Museum of Modern Art11 West 53rd Street New York, NY 100195497	None	501(c)(3) Charit Org	Wallis Annenberg Fund for Innovation in Contemporary Art	2,432,621
New Life Church of WhitesvillePO 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
New V isions 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
Total				154,778,059

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

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Name and address (home or business)				
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New West Symphony Association2100 Thousand Oaks Blvd Suite D Thousand Oaks, CA 91362	None	501(c)(3) Charit Org	To support the Masterpiece Series performances	24,271
Charities Aid Foundation AmericaKing Street Station 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	501(c)(3) Charit Org	Annenberg Foundation Fund at Charities Aid Foundation America	125,438
Peace Winds America2517 Eastlake Avenue East Suite 10 Seattle, WA 98102	None	501(c)(3) Charit Org	Unrestricted general Purpose	95,959
Performing Arts Center of Los Angeles County135 North Grand Avenue Los Angeles, CA 90012	None	501(c)(3) Charit Org	Discretionary fund for the Music Center Chairman and President	471,460
Philadelphia Foundation1234 Market Street Suite 1800 Philadelphia, PA 191073794	None	501(c)(3) Charit Org	Pennsylvania High School Instructional Coaching Institute	8,602,182
Prince of Wales Foundation888 17th Street NW Suite 201 Washington, DC 20006	None	501(c)(3) Charit Org	Unrestricted general Purpose	39,050
Rancho Los Amigos Foundation Inc 7601 E Imperial Highway Building Downey, CA 90242	None	501(c)(3) Charit Org	Unrestricted general Purpose	4,798
Salem Award for Human Rights & Soc Justice FdnPO Box 8484 Salem, MA 01971	None	501(c)(3) Charit Org	Unrestricted general Purpose	11,995
School Building Authority of West Virginia2300 Kanawha Boulevard East Charleston, WV 253112306	None	Section 170 (c) Org (To relocate and rebuild Marsh Fork Elementary School in Raleigh County	1,941,656
Shelter Box USA8374 Market St 203 Lakewood Ranch, FL 34202	None	501(c)(3) Charit Org	Unrestricted general Purpose	95,959
Shreveport Opera212 Texas Street Suite 101 Shreveport, LA 71101	None	501(c)(3) Charit Org	Shreveport Opera Xpress program	19,417
Societe des Amis du Musee d'art Moderne9 rue Gaston de Saint-Paul Paris 75116 FR	None	Foreign Org w/ Expen	Unrestricted general Purpose	68,612
Southern California Grantmakers1000 North Alameda St Suite 230 Los Angeles, CA 90012	None	501(c)(3) Charit Org	Unrestricted general Purpose	48,541
Southern California Grantmakers1000 North Alameda St Suite 230 Los Angeles, CA 90012	None	501(c)(3) Charit Org	Unrestricted general Purpose	92,159
Special Olympics Inc1133 19th Street NW Washington, DC 200363604	None	501(c)(3) Charit Org	Discretionary fund for the Chief Executive Officer	613,782
Total				154,778,059

Form 990PF Part XV Line 3b - Grants and Contributions Approved for Future Payment

Recipient	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
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United Friends of the Children1055 Wilshire Boulevard Suite 1955 Los Angeles, CA 90017	None	501(c)(3) Charit Org	Unrestricted general Purpose	479,794
UN Educational Scientific and Cultural Org7 place de Fontenoy Paris 75352 FR	None	Section 170 (c) Org (To support cultural, educational, and environmental programs of the UNESCO Office in Amman, Jordan	14,394
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	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	3,235,770
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	501(c)(3) Charit Org	Wallis Annenberg Scholars Program	531,612
Wallis Annenberg Center for the Performing Arts470 North Canon Drive Beverly Hills, CA 90210	None	501(c)(3) Charit Org	Discretionary fund for the Executive Director	323,286
Western Wall Heritage Foundation Inc 587 Fifth Avenue 7th Floor New York, NY 10017	None	501(c)(3) Charit Org	Unrestricted general Purpose	97,083
Windward School11350 Palms Boulevard Los Angeles, CA 90066	None	501(c)(3) Charit Org	Annual Fund	166,734
Windward School11350 Palms Boulevard Los Angeles, CA 90066	None	501(c)(3) Charit Org	Financial Aid Program	509,787
World Monuments Fund Inc350 Fifth Avenue Suite 2412 New York, NY 10118	None	501(c)(3) Charit Org	Unrestricted general Purpose	27,482
Zoological Society of San DiegoP O Box 120551 San Diego, CA 921120551	None	501(c)(3) Charit Org	For children's education programs and general operating support	54,965
Total				154,778,059

TY 2010 Accounting Fees Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT THORNTON LLP	85,432			77,932

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

TY 2010 Depreciation Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

TY 2010 General Explanation Attachment

Name: The Annenberg Foundation

EIN: 23-6257083

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	FORM 990-PF, PART IX-A, LINE 1	<p>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</p> <p>www.annenberg-space-for-photography.org Fiscal Year 2011 (July 2010 - June 2011) * Public Walk-In Attendance 59,643 * Attendance at Opening-Week Events & Special Events 1475 * Number of Exhibits 3 - POYI #2 (6/26/2010-10/10/2010), Extreme (10/23/2010-4/17/2011), Beauty CULTure (5/28/2011-11/27/2011) * Number of Weekly Thursday Night Lectures 30 * Number of People Attending Lectures 6,549 (average of 218 people per lecture) Since Opening March 27,2009 to November 20,2011 * Public Walk-In Attendance 181,075 * Attendance at Opening-Week Events & Special Events 4,082 * Number of Exhibits 7 - L8S ANG3LES (3/27/2009-6/30/2009), POYI (7/11/2009-11/1/2009), Sport (11/14/2009-3/14/2010), Water (3/27/2010-6/13/2010), POYI #2 (6/26/2010-10/10/2010), Extreme (10/23/2010-4/17/2011), Beauty CULTure (5/28/2011-11/27/2011) * Number of Weekly Thursday Night Lectures 109 * Number of People Attending Lectures 18,331 (Average of 168 people per lecture) * Number of People Receiving our eNewsletter 17,020 * Number of Website Visitors 812,858 * Number of Page Views 2,205,522</p> <p>METABOLIC STUDIO LLC (Los Angeles, CA) The Metabolic Studio LLC, 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 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 rain water 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 paper, which addresses current land use issues at the VA-WLA and the historic deeds that govern such use, is intended to stimulate public awareness and catalyze action in regard to veterans' homelessness in Los Angeles 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 No Place Like Home, a holiday installation that transformed the CalVets lobby into a gift-giving hub, from which over 10,000 presents were distributed to veteran patients and residents 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 new newspaper that serves the veteran population in Greater Los Angeles and addresses current veteran topics, is 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 year 2011 the IOU Garden produced and distributed free organic</p>

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SUMMARY OF DIRECT CHARITABLE ACTIVITIES	FORM 990-PF, PART IX-A, LINE 1	soil to the Owens Valley community and provided both a food-growing site for local food banks and a locus for community education and discussion. In this regard the 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 addition to its site-based and programmatic work, Metabolic Studio awarded grants to 59 unique non-profit organizations in FY2011 in the total amount of \$ \$3,622,816. Of that amount, \$795,104 was given towards the arts, \$902,768 towards civic engagement, \$1,191,644 towards agriculture and environment, \$677,300 towards disaster relief, and \$56,000 towards veterans-focused organizations.

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	FORM 990-PF, PART IX-A, LINE 3	<p>Annenberg Learner (Washington, DC) Annenberg Learner, an initiative of The Annenberg Foundation, advances excellent teaching in American schools by developing and providing access to professional development resources for teachers to update their subject content knowledge and understanding of learning research</p> <p>Annenberg Learner 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, Teaching Reading K-2 and Primary Sources Workshops in American History Top viewed courses in 2011 were The Habitable Planet A Systems Approach to Environmental Science, Discovering Psychology, and Destinos 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 American Association of Physics Teachers, National Science Teacher's Association, National Council for the Teachers of Mathematics Social media campaigns began through Facebook and Twitter alerting individuals to Annenberg Learner resources that relate to current events 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 95,000 Number of countries outside the U.S. using Annenberg Learner educational videos 161</p>

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	FORM 990-PF, PART IX-A, LINE 4	<p>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 seeks to showcase the selfless acts of individuals and nonprofit organizations around the world through documentaries, short films, photographs, web content and social media. Explore uses the explore.org portal as well as 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. An important area of growth for Explore during FY11 was the Dog Bless You (DBY) initiative. 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 278,476 members. In FY11 \$422,500 was granted to 13 organizations as part of the DBY initiative. DBY challenged individuals on Facebook to spread the word and build a community. For every person who clicked "like", Explore donated \$1 to international search and rescue efforts following the 2011 earthquake and tsunami in Japan. DBY exceeded expectation - with well over one hundred thousand people joining the community - and grants going to the Humane Society International and National Search Dog Foundation. Explore views the DBY community as an ongoing asset for philanthropy. Dog Bless You also launched a "Dog Bless USA" campaign, further building the community with a pledge to sponsor one service dog for a soldier living with Post Traumatic Stress Disorder (PTSD) for every 10,000 likes on the Dog Bless You Facebook page. Initial grants were awarded to Freedom Service Dogs, Pets 2 Vets and Soldier's Best Friend. In FY11 \$3,727,904 was awarded to 67 nonprofit organizations. The grantees identified were related to fact-finding missions and special projects. Several projects are highlighted below:</p> <ul style="list-style-type: none"> * Best Buddies, an organization dedicated to establishing a global volunteer movement that creates opportunities for one-to-one friendships, integrated employment and leadership development for people with intellectual and developmental disabilities (Grant \$650,000) * Link TV, a national network using digital technology to offer news, current events, and cultural stories (Grant \$550,000) * Common Threads, an organization with a mission to educate children on the importance of nutrition and physical well-being, and to foster an appreciation of cultural diversity (Grant \$500,000) * Street Poets, an organization with a mission to inspire and empower at-risk youth in the juvenile detention centers, schools and streets of Los Angeles County (Grant \$250,000) <p>Several fact-finding missions resulted in grants as well:</p> <ul style="list-style-type: none"> * Detroit, Michigan: Grants totaling \$700,000 were awarded to Church of the Messiah, E Michigan Environmental Action Council, Inc., The Edison Institute, Friends of Detroit & Tri Counties, The Heidelberg Project, Helping our Prisoners Elevate, James and Grace Lee Boggs Center * Kauai, Hawaii: Grants totaling \$215,000 were awarded to Accessurf Hawaii, Hawaiian Lifeguard Associations and the Eddie Aikau Foundation * Grand Canyon: Grants totaling \$214,904 were awarded to Arizona Ethnobotanical Research, Communities for a Better Environment, Native Movement, Radius Books and T R E A T Y - Total Immersion Education Endowment Fund <p>Several grants were a result of Explore representatives attending meetings, conferences and festivals and screenings of Explore content as part of an overall mission for an ever-expanding audience and outreach for explore.org topics:</p> <ul style="list-style-type: none"> * Sundance Film Festival - Park City, Utah (attendance as part of a \$5,000,000 grant in prior fiscal years) * Hatchfest Bozeman, Montana (grants totaling \$15,000) * Vancouver Film Festival - Vancouver, BC * Festival de Popoli - Florence, Italy * South by Southwest - Austin, Texas (DBY Grants referenced previously) * Seattle International Film Festival - Seattle, WA (grants totaling \$20,000) <p>As part of a grant to the City Opera of Vancouver, Explore awarded \$250,000 to create an original chamber opera depicting the struggles and triumphs of a soldier living with Post Traumatic Stress Disorder. After a trip to the American Library Association Convention in New Orleans, Explore has begun providing compilation DVDs as free educational material to libraries across the country - compilation titles include "Endangered Animals", "Guardians of the Sea", and "Environment". In April 2011 Explore celebrated the opening of the explore.org / The Berricks skatepark in Westchester, CA - a result of a previous grant to the Los Angeles Parks Foundation. A permanent location for kids of all ages to exer</p>

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	FORM 990-PF, PART IX-A, LINE 4	<p>cise and enjoy health, positive activities 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 FY 2011 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 1,239 media outlets for FY 2011 In FY11 * 878,768 people visited Explore.org * 1,414,616 watched Explore content on YouTube, Hulu, Vimeo, Metacafe, DailyMotion, Veoh * 12,607 people "liked" the Explore Team facebook page (facebook.com/ExploreTeam) * 6,045 people commented on the Explore Team facebook page (facebook.com/ExploreTeam) * 251,187 people "liked" the Explore Dogs (DOG BLESS YOU) Facebook page (facebook.com/ExploreDogs) * 364,643 comments were posted on the Explore Dogs (DOG BLESS YOU) Facebook page (facebook.com/ExploreDogs) * 39,866 people "liked" the Endangered Animals Facebook page (facebook.com/EndangeredAnimals) * 28,497 comments were posted on the Endangered Animals Facebook page (facebook.com/EndangeredAnimals) * 28,634 people "liked" the Cat Bless You Facebook page (facebook.com/ExploreCats) * 64,326 comments were posted on the Cat Bless You Facebook page (facebook.com/ExploreCats)</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #1-7	FORM 990-PF, PART XV	<p>1 - Aegis Trust 08-625 / AEG002 Address The Holocaust Centre Laxton New ark, Nottinghamshire United Kingdom NG22 9ZG FYE Date December 31 Foreign Organization Grant Date June 27, 2008 Total Grant Amount \$500,000 Dates and Amounts of Payments 7/31/2008 - \$283,769 5/2 2/2009 - \$216,231 Purpose of Grant Grant funds will be used to support the general operations of the Kigali Memorial Centre (KMC) and Memorial Gardens, as well as education, documentation, and social programming of the Centre, which is the site of burial for around 250,000 victims of the 1994 Rwandan genocide, and now serves as the focal point for memorialization in Rwanda Operated by the Aegis Trust, the KMC works to rebuild 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 The Aegis Trust will support the operations of the KMC and Memorial Gardens that include a main historical exhibition, a children's memorial exhibition and an exhibition on comparative genocide, called Wasted Lives KMC also has over four acres of memorial gardens containing ten mass graves, as well as the National Genocide Documentation Centre Moreover, the Aegis Trust will expand KMC's education programming through the development of a mobile exhibition to include students in rural areas, and by providing teacher training to prepare educators for their visit to the exhibition, and enable them to provide emotional support to their students as they gain knowledge of the genocide by working with psychologists and counselors to monitor each student's emotional response to the subject matter The organization will also continue its Documentation Program, which collects testimonies from survivors and perpetrators, and will create a database of the genocide victims and satellite-mapped sites of the genocide The social programming of KMC will support more than 140 orphans, widows, and physically-disabled who continue to suffer as a result of the genocide The Centre will work with the Association of Student Genocide Survivors to create housing and educational opportunities for young survivors who are struggling to raise their younger siblings Financial Summary Revenue Grant Payment - \$500,000 Expenditures August - December 31, 2008 - \$283,755 January 1 - December 31, 2009 - \$126,820 January 1 - December 31, 2010 Operations of the Memorial Center and Gardens - \$68,099 Support to orphans and widows of the genocide - \$21,326 Total Expenditures \$500,000 Remaining Balance \$0 Dates of reports received from Grantee 5/1/2009 2/12/2010 4/21/2010 4/08/2011 FY11 Update Throughout 2010, the Aegis Trust maintained consistent operations and educational programs at the Kigali Memorial Centre and Memorial Gardens, which had 80,000 visitors during the year As the organization does not receive support from the Rwandan Government, but is also prohibited by the government from charging admission fees, having operating funds to pay the 30 staff members is of critical importance The organization continues to research new fundraising revenue, and expanded its cafe and bookstore in an effort to raise additional funds In addition, during 2010 organization continued supporting survivors and victims' families Primarily this support cares for HIV widows and orphans that are the heads of their household, as well as other victims who need funding to meet basic needs</p> <p>2 - Aegis Trust 10-258 / AEG002 Address The Holocaust Centre Laxton New ark, 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 th</p>

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EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #1-7	FORM 990-PF, PART XV	<p>e 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 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 FY11 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 workshop 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</p> <p>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 10/04/10 - \$3,400,000 11/01/10 - \$18,333,334 01/07/11 - \$600,000 04/08/11 - \$2,300,000 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, 2010 \$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 09/9/2011 FY11 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</p>

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EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #1-7	FORM 990-PF, PART XV	<p>n 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 cafe. The Trust expects to commence the recruitment and hiring of Center staff in December 2011 and January 2012.</p> <p>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 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 FY11 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.</p> <p>5 - Association Te mana o te moana 1-114/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.</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #1-7	FORM 990-PF, PART XV	<p>, 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. 6 - B'Tselem The Israeli Information Center for Human Rights in the Occupied Territories 10-121/BTS001 Address P.O. Box 53132, Jerusalem 91531, Israel FYE Date December 31 Foreign Organization Grant Date December 8, 2009 Total Grant Amount \$25,000 Dates and Amounts of Payments 1/21/2010 - \$25,000 Purpose of Grant Grant funds will be used to support the Armed with Cameras - Promoting Accountability project, which aims to give a tangible, human face to human rights violations in the Gaza Strip and West Bank regions of Israel, and will play an integral role in B'Tselem's multi-faceted strategy to increase exposure to human rights issues and engage wider audiences in advocacy to foster greater human rights discourse. B'Tselem will continue collecting footage from Palestinian men and women in four areas including Hebron, a site of frequent clashes between Palestinians and Israeli settlers, East Jerusalem, where there are frequent conflicts between Palestinians and Israeli border patrol forces, residential areas near checkpoints and military bases, and refugee camps. The organization will train both men and women to operate the cameras, with focused attention to enabling women to bring their own perspectives to the issues without disruption to sensitive cultural norms. The cameras will be transferred periodically to different areas in accordance with events and any conflicts that arise. In addition, the footage will be used for video testimonies and short films regarding the organization's major issues. Video materials will be used in advocacy campaigns, briefings and public events, and will be available on B'Tselem's website, as well as video sites in Israel and worldwide. All raw footage will be added to the organization's archive, which is accessible to television news programs, journalists, filmmakers, and researchers. In addition, the organization will create an interactive video platform and virtual map to integrate footage into other statistics and information, continue the project blog, and cultivate social networking tools for further dissemination and use of the visual material. Financial Summary Revenue Grant payment - \$25,000 Other funding - \$19,538 Expenditures Video editor salary - \$20,354 Video coordinator salary - \$24,184 Total Expenditures \$44,538 Remaining Balance \$0 Date of Reports Received from Grantee 05/31/2011 FY11 Update During the fiscal year ending December 31, 2010, B'Tselem continued to monitor incidents of human rights violations in the Palestinian Territories, collecting 640 testimonies from victims and eyewitnesses to the occurrences. The information gathered was received and translated from Arabic to Hebrew, and researchers cross-checked and supplemented the data with video footage, press reports, information from other organizations, and with government and military officials. This research led to a call for 163 demands for further investigation by the Israeli government, with 92 cases opened. In addition, the organization continued distributing cameras to Palestinian men and women, and providing training. The video archive expanded to 2,500 hours of footage. Advanced workshops offered experienced volunteers the opportunity to learn additional filmmaking skills and techniques, as well as work with a B'Tselem mentor. The organization continued its pa</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #1-7	FORM 990-PF, PART XV	<p>rticipation in cases of suspected illegal action by using footage collected as evidence in many of the proceedings 7 - 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 EUROS (\$325,010) Dates and Amounts of Payments 04/07/2009 - 84,000 EUROS (\$113,190) 12/21/2009 - 83,000 EUROS (\$119,329) 12/20/2011 - 83,000 EUROS (\$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 EUROS 2009 Fund Replenishment - 16,300 EUROS 2010 Fund Replenishment - 23,398 EUROS Expenditures January 2009 - June 30, 2009 - 82,195 EUROS July 1, 2009 - June 30, 2010 - 101,106 EUROS July 1, 2010 - June 30, 2011 Benin emergency response - 14,652 EUROS Benin/Togo promotion of women's rights - 4,098.60 EUROS Cameroon emergency response - 13,245.10 EUROS Madagascar programs - 50,901.40 EUROS Morocco preschool program, - 10,605.10 EUROS Nicaragua climate change initiative - 6,089.60 EUROS Worldwide climate change initiative - 6,806.20 EUROS Total Expenditures 289,699 EUROS Balance at June 30, 2010 EURO Dates of reports received from Grantee 10/29/2009 08/26/2010 09/20/2011 FY11 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</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #8-14	FORM 990-PF, PART XV	<p>8 - CARE France 10-166/CAR006 Address 17, rue Archereau, 75019 Paris, France FYE Date June 30 Foreign Organization Grant Date February 11, 2010 Total Grant Amount 50,000 EUROS (\$68,475) Dates and Amounts of Payments 3/15/2010 - 50,000 EUROS (\$68,475) Purpose of Grant Grant funds will be used to support Phase II recovery efforts in Haiti, after a massive earthquake on January 12, 2010 caused widespread destruction in the capital of Port-au-Prince CARE France will transition from emergency response activities, to providing programs and services to meet the long term needs of Haitians who have been displaced from the earthquake Phase II activities will include expanding health and sanitation programs to rural areas, where populations have increased as people move out of Port-au-Prince, creating economic opportunities, constructing temporary and transitional shelters, distributing supplies to schools, and working to prevent domestic and sexual violence against women through programs and awareness campaigns The organization anticipates completing Phase II activities by January 2011, and reaching approximately 125,000 individuals through the effort Dates of Reports Received from Grantee 6/23/2010 (narrative only) 9/13/2011 Financial Summary Revenue Grant payment - 50,000 EUROS Expenditures Expatriate staff salaries - 50,000 EUROS Total Expenditures 50,000 EUROS Remaining Balance \$0 FY11 Update CARE France has been working in Haiti since 1954, and given this position within the country, was able to respond immediately to the earthquake in January 2010 While providing for the urgent needs of the local population, the organization also began a planning process to move forward with Phase II recovery efforts which would meet the long-term needs of Haitians who have been displaced CARE France has more than 300 expatriate and local employees working in Haiti, and is part of a network of NGO's collaborating to provide services During the reporting period, CARE France was able to provide 700 more shelters than originally anticipated (2800 vs 2100), ultimately providing transitional housing to 14,000 people In addition, the organization trained local carpenters in safer reconstruction techniques, while also providing employment opportunities to local population</p> <p>9 - 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 EUROS (\$8,179) (amended from 5,000 EUROS - \$6,752) Dates and Amounts of Payments 12/20/2010 - 5,000 EUROS (\$6,752) 03/18/2011 - 1,000 EUROS (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 Report not yet received - organization has indicated that this information will be available in October 2011 Date of Reports Received from Grantee Report not yet received - organization has indicated that this information will be available in October 2011</p> <p>10 - Century City Chamber of Commerce 10-141/CEN019 Address 2029 Century Park East, Concourse Level, Century City, CA 90067 FYE Date December 31 501(c)(6) Organization Non-qualifying Distribution Grant Date January 15, 2010 Total Grant Amount \$10,000 Dates and Amounts of Payments 02/19/2010 - \$10,000 Purpose of Grant Grant funds will be used to support the Women's Business Council and the Arts & Cultural Affairs Council of the Century City Chamber of Commerce, which work to create opportunities for professionals and entrepreneurs to learn from prominent business leaders and develop programs and events within specific industry segments The Women's Business Council's mission is to encourage the professional development of its members in an environment characterized by partnership, philanthropy, and education The Arts & Cultural Affairs Council, whose mission is to enhance quality of life and provide leadership in Century City and its surrounding communities through the promotion and support of a broad range of artistic activities and initiatives Financial Summary Revenue Grant payment - \$10,000 Expenditures Women of Achievement Awards luncheon - \$5,000 Arts & Cultural Affairs Gala - \$1,866 35 Luncheon series "What Good is Art" - \$1,240 79 Poetry reading event - \$1,800 Total Expenditures \$9,907 14 Balance at December 31, 2010 \$92 86 Theater program venue - \$92 86 Total Expenditures \$10,000 Remaining Balance at July 31, 2011 \$0 Dates of Re</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #8-14	FORM 990-PF, PART XV	<p>ports Received from Grantee 4/26/2011 8/24/2011 FY11 Update During 2010, the Century City Chamber of Commerce expanded its learning opportunities for its members, encouraging further professional development among its members. The organization held its annual Women of Achievement Awards luncheon to recognize women in the community whose professional dedication, charitable involvement, and commitment to the excellence deserve recognition. In addition, the Arts & Cultural Affairs Council held its own inaugural gala, "The Unexposed Years," in connection with a photographic exhibition from the Frank Worth collection, celebrating Hollywood legends and icons from the 1940's through 1960's. The Chamber also organized community events including a two-part series, "What Good is Art? What is Good Art?" where expert panels explained various aspects of contemporary and traditional oil paintings, water colors, and drawings. The organization held its first poetry reading event, featuring former U.S. Poet Laureate, Robert Pinsky, and a jazz quartet.</p> <p>11 - China Conservation and Research Center for the Giant Panda 07-163 / CHI043 Address Wenchuan County, Sichuan Province 623006, Peoples Republic of China FYE Date December 31 Foreign Organization Grant Date September 19, 2006 Total Grant Amount \$450,000 Dates and Amounts of Payments 10/6/2006 - \$450,000 Purpose of Grant For the lifetime adoption of twin pandas, a "Panda Cam" at the Wolong Nature Reserve, medical research and programs, and a sculpture to increase public awareness of panda conservation. The adoption of one-year old, twin panda cubs through the Wolong Panda Club will cover care, feeding, and research costs associated with housing these endangered animals. The "Panda Cam," a web camera, will allow outsiders the chance to monitor the growth and development of the twin pandas at the Wolong Nature Reserve, their current home. In addition, grant funds will allow the China Conservation and Research Center for the Giant Panda (CCRCGP) to increase its overall research on panda breeding activities and habitat preservation, while working to increase public awareness of panda conservation through a sculpture that tells the story of an injured Giant Panda who was saved by man. Specifically, the 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.</p> <p>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 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 FY11 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.</p> <p>12 - 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 over</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #8-14	FORM 990-PF, PART XV	<p>all goal of the production will be to assist in the ongoing recovery of the performers and audience members who have returned from combat and are experiencing pain and loneliness. During the remaining months of 2010, the City Opera will identify and recruit a composer and librettist to adapt Ellis' narrative to music and lyrics. Beginning in 2011, the creative team will work together to develop characters, voice types, music styles, running time, and the overall scale and sound of the opera. A first draft will be presented in spring 2011, with further revisions and workshopping conducted through the summer and fall. In early 2012, the City Opera will conduct a final workshop of the opera with a non-staged concert performance, and by May 2012, the opera will be complete and ready for staged performances.</p> <p>Financial Summary Revenue Grant payment - \$125,000 Interest earned - \$827 Expenditures Bank fee - \$5 Project management by City Opera of Vancouver Society - \$24,928.75 Artists' fees - \$46,438.44 Technician fee - \$150 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 FY11 Update</p> <p>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.</p> <p>13 - Connec Tra Society 10-216 / CON006 Address 207-3077 Granville Street, Vancouver V6H 3J9, British Columbia, Canada FYE Date December 31 Foreign Organization Grant Date April 19, 2010 Total Grant Amount \$125,000 Dates and Amounts of Payments 5/6/2010 - \$90,000 Purpose of Grant Grant funds will be used to provide general operating support 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.</p> <p>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 Dates of Reports Received from Grantee 4/20/2011 FY11 Update</p> <p>During the fiscal year ending December 31, 2010, the Connec 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 disabili</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #8-14	FORM 990-PF, PART XV	<p>ties to the wide range of services available, both through Conecta Society and other resources. The Link, the agency's new 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.</p> <p>14 - Corredor Historico CAREM, AC 11 -101/ COR005 Address: Biblioteca Cuchum, Corredor Historico CAREM, Calle Tlaloc no 400 (dentro del rea 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 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.</p> <p>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. FY11 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.</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #15-21	FORM 990-PF, PART XV	<p>15 - The Dalai Lama Center for Peace and Education 10-174 / DAL002 Address P O Box 3662, Station Terminal, Vancouver V6B 3Y8, British Columbia, Canada FYE Date May 31 Foreign Organization Grant Date March 2, 2010 Total Grant Amount \$50,000 (\$48,982 CND) Dates and Amounts of Payments 3/18/2010 - \$50,000 (\$48,982 CND) Purpose of Grant Grant funds will be used to support the Center for the Advancement of Heart-Mind Education (CAHME), which will work to help children and youth develop caring relationships, make responsible decisions, resolve conflict, and understand and manage their emotions. Inspired by the Dalai Lama's strong interest in education, the CAHME will advance education that addresses the full capacities of children. As an important part of this initiative, the Center is planning to establish a continuing program to support expert knowledge, public awareness, and specific initiatives promoting the emotional, social, and intellectual development of youth. This educational resource will aim to ensure that in British Columbia, and beyond, the teaching of mindful awareness and compassion is embedded as a basic component of the primary and secondary school curriculum. CAHME will support a growing network of individuals and organizations committed to creating environments where young people develop positive human qualities such as compassion, altruism, empathy, mindful awareness, and sense of purpose. The program activities will increase public understanding, share research, create tools for learning, and shine a light on stories of success, while fostering the connection between research and practice. Financial Summary Revenue Grant Payment - \$48,982 Expenditures March - May 31, 2010 - \$1,444 June 1, 2010 - May 31, 2011 Salaries, benefits, and contracted services - \$17,571 Rental (facilities) - \$1,236 Office administration, insurance and staff expenses - \$812 Public relations and communications - \$358 Transportation and travel - \$537 Program and event expenses - \$27,024 Total Expenditures \$48,982 Remaining Balance \$0 Dates of Report Received from Grantee 7/22/2010 6/28/2011 FY11 Update During the fiscal year ending May 31, 2011, the Dalai Lama Center for Peace and Education continued its research partnership with the University of British Columbia's Human Early Learning Partnership to create the Heart-Mind Index, a tool that tracks and maps the social and emotional development of young children in British Columbia - thus a metric to measure the success of CAHME's programming. The organization engaged a local neighborhood in Vancouver to bring Heart-Mind education, by inviting children, parents, and grandparents to identify the key components of compassionate education, and how to integrate them into community life. The Center also worked on a micro website for CAHME work. The organization identified challenges in measuring outcomes of the Heart-Mind Inquiry, as well as linking research and practice. Both challenges were addressed and future programming will continue as additional funding has been secured from other sources.</p> <p>16 - Dar Al-Hekma College 10-128/DAR001 Address P O Box 34801, Jeddah 21478, Kingdom of Saudi Arabia FYE Date August 31 Foreign Organization Grant Date December 18, 2009 Total Grant Amount \$100,000 Dates and Amounts of Payments 5/14/2010 - \$100,000 Purpose of the Grant Grant funds will be used to provide general operating support to further the charitable mission of Dar Al-Hekma College in its efforts to provide selected degree programs of the highest quality to academically qualified women. Dar Al-Hekma College fosters creativity and emphasizes the important role in society of women as the first builders of the family and the first educators of the nation, and acts as a creative learning community for students who are prepared to actively engage in the teaching and learning process. Dar Al-Hekma College offers bachelor's degrees in the following programs: Management Information Systems, Banking and Finance, Interior Design, Graphic Design, Special Education, Nursing, Law and Legal Studies, and General Education. In addition, a college preparation program is available to develop these essential capabilities, as well as continuing education programs that respond to the needs of life-long learners. Financial Summary Revenue Grant Payment - \$100,000 Dar Al-Hekma College General Fund - \$3,578 Expenditures Curriculum development for a Master's in Special Education - \$56,768 Curriculum development for introductory courses in Design - \$25,670 Curriculum development for a Master's in International Relations - \$21,140 Total Expenditures \$103,578 Remaining Balance \$0 Dates of Reports Received from Grantee 12/17/2010 FY11 Update As a newer institution, Dar Al-Hekma College (DAH) continued its efforts to expand the depth and quality of its academic and degree programs. The organization partnered with the Teacher's College at Columbia University to develop a curriculum for</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #15-21	FORM 990-PF, PART XV	<p>r students wishing to pursue a Master's Degree in Special Education, which is not currently available to students at DAH. The final curriculum is currently under review by the Vice Dean of Academic Affairs and is scheduled to be implemented in Fall 2011. The MA in Special Education is based on a philosophy of inquiry-driven, individualized instruction, and a scientific, research-based approach that prepares students choosing to specialize in Autism Spectrum Disorder and other learning disabilities. In addition, DAH worked with the University of Arts in London to develop introductory classes in the Design School and to review the Visual Communication Program curriculum. Since the DAH Design School has the highest enrollment, this new curriculum will provide a Foundation Year, enabling new students to experience a variety of fields of design before choosing a major. The new Visual Communication Program will be part of the Graphic Design Program and will launch in Fall 2011. Finally, DAH worked with the Fletcher School of Diplomacy at Tufts University to develop a Master's Degree in International Relations. This is the first degree program of its kind in Saudi Arabia, and focuses on the skills and knowledge base required to navigate multi-cultural environments, international affairs, and multi-lateral negotiations. The degree will prepare graduates for careers in the Saudi Ministry of Foreign Affairs, international organizations, NGO's and other emerging international sectors in Saudi Arabia and abroad.</p> <p>17 - Disabled Sailing Association of British Columbia 10-047/DIS001 Address Suite 207 - 3077 Granville Street, Vancouver, British Columbia V6H 3J9, Canada FYE Date December 31 Foreign Organization Grant Date August 20, 2009 Total Grant Amount \$50,000 Dates and Amounts of Payments 9/10/2009 - \$50,000 Purpose of the Grant Grant funds will be used to support the sailing programs of the Disabled Sailing Association of British Columbia (DSA-BC), which work to promote, encourage, and engage in therapy and rehabilitation for people with disabilities through sailing and associated water-related activities. Each year, the organization operates daily sailing programs from June to September, enabling individuals with disabilities to sail on their own, with a DSA volunteer, or in a group setting. Sailing instruction and accreditation is also available so participants can build the necessary skills to sail independently. In addition, the organization has outfitted sailboats with Sip 'n' Puff controls that enable sailors with limited or no body movement to steer the boat independently. DSA-BC also offers the Children's Summer Sailing Program where disabled children can sail with an adult, as well as four Kid's Adventure Days that provide an introductory sailing opportunity, barbecue, and trail hike with opportunities to socialize with other children and families. Four annual regattas compliment the ongoing programs, and include the New Beginnings Regatta, a two-day event for children and adults to learn about sailing, the Mobility Cup, an international open race for sailors with a disability, the Integration Cup, where able-bodied and disabled participants compete on an equal basis, and the Cascadia Cup which features Paralympic-class sailors.</p> <p>Financial Summary Revenue Grant payment - \$50,000 (\$53,639.60 CND) Disabled Sailing Association of British Columbia general fund - \$669.22 Expenditures Communication - \$2,928.68 Boat supplies and maintenance - \$4,490.55 Insurance - \$2,831.18 Permits, dues, and subscriptions - \$114.35 Printing and reproduction - \$1,464.59 Program development - \$1,544.85 Office supplies and expenses - \$539.11 Projects and events - \$4,832.28 Website and database - \$1,213.45 Rent - \$2,299.71 Salaries and benefits - \$32,050.07 Total Expenditures \$54,308.82 Remaining Balance \$0 Dates of Reports Received from Grantee 4/06/2010 4/26/2011 FY11 Update The Disabled Sailing Association (DSA) provides its sailing programs from June - September of each year. During the 2010 season, the organization launched more sailing excursions than ever before, and spearheaded major accomplishments in the sport of accessible sailing, including hosting Mobility Cup 2010 and its associated events, launching Martin 16 Sailing, Inc., a social venture, and incorporating the AbleSail Network of Canada. A total of 977 sails were recorded, which was an increase of 12% over the previous year. In addition, DSA hosted or participated in six regattas, where sailors were able to hone their skills to compete at the highest levels of competition.</p> <p>18 - Dynamic Teen Company - Making a Difference, Inc 11-088/ DYN001 Address c/o Club 8586 Center, 1177 J Felipe Blvd, Caridad, Cavite City, 4100 Philippines FYE Date December 31 Foreign Organization Grant Date October 25, 2010 Total Grant Amount \$10,000 Dates and Amounts of Payments 12/17/2010 - \$10,000 Purpose of Grant Grant funds will be used to provide general operating support</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #15-21	FORM 990-PF, PART XV	<p>rt 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 FY11 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. 19 - Ecole du Patrimoine Africain 11-241/ ECO005 Address 01 BP 2205, Porto Novo, Benin FYE Date December 31 Foreign Organization Grant Date March 10, 2011 Total Grant Amount 10,000 EUROS (\$14,446) Dates and Amounts of Payments 7/18/2011 - 10,000 EUROS (\$14,446) Purpose of Grant Grant funds will be used to support the Symbols of Power in the Hogbonou Kingdom educational program at the Jardin des Plantes et de la Nature (JPN), a cultural and historical site in Porto-Novo, Benin that is operated by EPA. The program is designed for children ages 7-18, with content adjustments made based on the average age of each tour. At the end of each 45 minute tour, students will participate in a 30 minute workshop with activities based on what they 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. 20 - Ensemble Les Talens Lyriques 10-243 / ENS002 Address 49, rue de Maubeuge, Paris 75009, France FYE Date December 31 Foreign Organization Grant Date May 19, 2010 Total Grant Amount 100,000 EUROS (\$121,350) Dates and Amounts of Payments 6/14/2010 - 100,000 EUROS (\$121,350) Purpose of Grant Grant funds will be used to support the 2010 season of Ensemble Les Talens Lyriques, which will promote the French and foreign instrumental and vocal repertoire of the 16th, 17th, and 18th centuries through a series of staged performances, concerts, and educational programming. The organization will present three staged operas and five operas in concert version, including the world premiere of "Bllrophon," by Jean-Baptiste Lulli at the Beaune, Cit de la Musique, and Opra Royal de Versailles. In addition, the Foundation understands that the organization will have seven concert programs on tour, including sacred music, chamber and instrumental music, and singing recitals. Educational programming will also continue at Collge Varse, an underserved high school on the outskirts of Paris, providing workshops, residency programs with professional musicians, and student orchestra and vocal performance opportunities. Financial Summary Revenue Grant Payment - \$121,350 Currency fluctuation - \$2 Expenditures Production of Lulli's Bellerophon - \$78,878 Production of Pergolesi's San Guglielmo - \$3,641 Production of Gheorghiu's Anna de Amcis - \$12,135 Production of Purcell's Harmonia Sacra - \$6,068 Student workshops - \$14,562 International communications /outreach - \$6,068 Total Expenditures - \$121,352 Remaining Balance - \$0. Dates of reports received from Grantee 2/28/2011 FY11 Update. During the 2010 season, Ensemble Les Talens Lyriques was able to produce newly discovered and rarely performed operas, in addition to more popular pieces. The organization counts Bellerophon, by Jean-Baptiste Lulli as its ideal project for 2010, as the piece had never been performed in modern times. The organization updated and modernized the score, and worked with a number of production partners to perform, record, and broadcast the opera. More than 27,000 individuals viewed the performance, which was much higher than the average of 10,000 for this kind of program. In addition, Les Talens Lyriques continued its emphasis on arts education and enrichment for students through a series of workshops in Beaune, Paris, and Versailles, as well as produce three additional world premiere performances. 21 - Ensemb</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #15-21	FORM 990-PF, PART XV	<p>le Les Talens Lyriques 11-328 / ENS002 Address 49, rue de Maubeuge, Paris 75009, France F Y E Date December 31 Foreign Organization Grant Date May 25, 2011 Total Grant Amount 150 ,000 EUROS (\$219,630) Dates and Amounts of Payments 6/13/2011 - 150,000 EUROS (\$219,630) Purpose of Grant Grant funds w ill be used to support the 2011 season on Ensemble Les Tale ns Lyriques The theme of 2011 is "Season in Mosaic," w hich provides the organization w ith the opportunity to present a range of w orks in opera, recital and sacred music, and chamb er music and instrumental pieces Les Talens Lyriques w ill travel throughout Europe, perfo rming the follow ing the operas Castor and Pollux by Jean-Philippe Rameau, "Medee," by Lui gi Cherubini, "Zefiro Torna," w ith the w orks of Claudio Monteverdi, Luigi Rossi, and Dario Castello, and Antoine Dauvergne's "Hercule Mourant " The recital and sacred music performances w ill include w orks by Handel, Bach, Pergolesi, and Charpentier, and the organization w ill also perform chamber and instrumental music by Francois Couperin and Beethoven In a ddition, Les Talens Lyriques w ill continue its education programming, w hich provide music and arts enrichment to more than 500 students in underserved areas surrounding Paris, Fran ce The educational residences and w orkshops enable high school students to experience bar oque music by staging a full opera performance in the schools, and providing lessons Fina lly, the organization w ill conduct tw o recording projects "Tragediennes 3 - Romantic Hero ines, and "Hercule Mourant," and 18th century opera Amount Expended by Grantee Report no t yet received Dates of Reports Received from Grantee Report not yet received</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #22-28	FORM 990-PF, PART XV	<p>22 - 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 Gucimo, 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 FY 08 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 Johnny A Prez 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 FY11 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 US and British partners Lizeth was selected to complete a post-graduate internship in Salinas, California, and Johnny 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</p> <p>23 - Etablissement public du muse des arts asiatiques Guimet 10-146/ET A001 Address 6, place d'Ina, Paris 75116, France FYE Date December 31 Foreign Organization Grant Date January 21, 2010 Total Grant Amount \$13,927 (10,000 EUROS) Dates and Amounts of Payments 3/08/2010 - \$13,927 (10,000 EUROS) Purpose of Grant Grant funds will be used to provide general operating support to further the charitable mission of the Etablissement public du muse des arts asiatiques Guimet in its efforts to present to the public the representative works of Asian Arts within their historic context, to conserve, protect, and restore the cultural properties inscribed in the collections of the Guimet, to contribute to the enrichment of the national collections through the acquisition of art and to ensure the scientific study of the collections, to conduct research in the areas of archaeology, history, and art history, and to develop cultural and educational programming The Foundation understands that the organization maintains a large permanent collection of works in the following categories Afghanistan - Pakistan, Arts of Himalaya, Southeast Asia, Central Asia, China, Korea, India, Japan, and a library specializing in the ancient art and archaeology of East and Far Eastern Asia The collection has more than 100,000 volumes, including books in all European and Asian languages, and 1,500 periodicals In addition, the Guimet operates a 280-seat auditorium that hosts films series, lectures, seminars, performances, and educational programs to enhance temporary exhibitions and works from the permanent collection The Buddhist Pantheon, located adjacent to the Guimet, houses the Museum's original collection, as well as a traditional Japanese garden and tea pavilion Financial Summary Revenue Grant Payment - 10,000 EUROS (\$</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #22-28	FORM 990-PF, PART XV	<p>13,927) Guimet general operating funds - 3,890 76 EUROS Expenditures Framing of photos/paintings - 5,501 60 EUROS Print costs - 2,246 44 EUROS Duo tone printing and retouching - 1 ,578 72 EUROS Silver printing of proofs and paintings - 378 EUROS Restoration work - 4,186 EUROS Total Expenditures 13,890 76 EUROS Remaining Balance 0 EUROS Dates of Reports Received by Grantee 3/21/2011 FY11 Update The Etablissement public du musee des arts asiatiques Guimet used the grant funds to support an exhibition of photos by Jean Timsit, a French photographer who has spent years working in Bhutan. Timsit's photos were shown as part of the "In the Land of the Dragon Sacred Arts of Bhutan" exhibition on display at the Guimet from October 7, 2009 - January 25, 2010. In preparation for the exhibit, Mr. Timsit printed and framed several photographs and paintings, and also had retouching and restoration work completed. The photographs provided rich context for the other pieces of the exhibition, which included artworks never before seen outside of Bhutan.</p> <p>24 - 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.</p> <p>Financial Summary Revenue Grant Payment - \$50,000 Total Expenditures \$0 Balance at December 31, 2010 \$50,000 Dates of Reports Received from Grantee 6/21/2011 FY11 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.</p> <p>25 - Girl Child Network Worldwide 11-11 1/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 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.</p> <p>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</p> <p>26 - Global Civic Policy Society 10-023/GLO005 Address 1604 - 1055 Homer Street, Vancouver, British Columbia, V6B 1G3, Canada FYE Date December 31 Foreign Organization Grant Date July 23, 2009 Total Grant Amount \$500,000 Dates and Amounts of Payments 8/13/2009 - \$250,000 4/16/2010 - \$ 250,000 Purpose of the Grant Grant funds will be</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #22-28	FORM 990-PF, PART XV	<p>used over two years to provide general operating support to further the charitable mission of the Global Civic Policy Society in its efforts to encourage a more educated citizenry. The Foundation understands that the 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, the development of a dynamic, French-speaking neighborhood in Vancouver, an alcohol maintenance housing facility for chronic alcohol users, a multi-lingual neighborhoods project, enhanced community involvement in all civic issues, and feedback mechanisms to disseminate research findings to the public.</p> <p>Financial Summary Revenue Grant Payments - \$500,000 Funding from Lululemon - \$11,972.79 Expenditures August - December 31, 2009 - \$159,426 January 1 - December 31, 2010 Salaries - \$212,292.77 Office and library fees - \$6,848.51 Public education events - \$109,946.91 Meeting expense - \$3,784.94 Research - \$4,313.60 Accounting and legal - \$6,644 Printing - \$2,875.10 Telephone and internet - \$5,840.97 Total Expenditures \$511,972.80 Remaining Balance \$0 Dates of Reports Received from Grantee 3/31/2010 3/27/2011 FY11 Update During the 2010 fiscal year, the Global Civic Policy Society further increased its activities and operations, pursuing its goals of research and reflection on local government and achieving a more educated citizenry. The organization held five Public Salons that featured dialogue on issues ranging from drug addiction, individuals with physical disabilities, and the Vancouver nonprofit sector, to comments and stories from renowned artists, scholars, and entrepreneurs. These salons provide a forum for public education, and created an increased sense of community. In addition, the Global Civic Policy Society initiated a partnership with Shaw TV to broadcast the events. There have been almost 5000 viewings of event videos on the organization's website. In addition, the Global Civic Policy Society held its first annual Greeting Fluency session, with 100 individuals who learned seven phrases in Cantonese, Punjabi, and Tagalog. The session was recorded as a way to introduce Vancouverites to the diverse languages in their own city.</p> <p>27 - Gusen Memorial Committee 10-040/GUS001 Address Gedenksteinkomitee Gusen, c/o Makartstrasse 33, St. Martini bei Truan 4050, Austria FYE Date December 31 August 11, 2009 Foreign Organization Grant Date August 11, 2009 Total Grant Amount \$25,000 Dates and Amounts of Payments 9/10/2009 - \$25,000 Purpose of the Grant Grant funds will be used to support publications, research, and commemoration of the former concentration camp complex St. Georgen-Gusen-Mauthausen in Austria, conducted by the Gusen Memorial Committee. The Foundation understands that the organization will publish the memoirs of concentration camp survivors, and a brochure on "Papa Gruber," a prominent Roman Catholic priest and Austrian and political prisoner held in Gusen from 1940 until 1944, when he was killed for smuggling money and food into the camp to help the other prisoners. In addition, the organization will create an Italian version of its walking tour to reach a larger number of European visitors. The Gusen Memorial Committee will continue acquiring and conducting research on archival materials from local sources, survivors, and concentration camp liberators. This research will be incorporated into scholarly articles and publications, which contribute to a greater understanding and analysis of the history of the concentration camps and the Holocaust in general. Other commemoration activities will focus on the concentration camp site, including hosting international commemoration events, and working with the Austrian government to bring all remnants of the camp under monument status, and making the Bergkristall underground manufacturing facilities accessible to the public. The Bergkristall project was intended for the mass production of Me 262 jet fighters, to be assembled by prisoners at Gusen.</p> <p>Financial Summary Revenue Grant Payment - \$25,000 Expenditures September - December 31, 2009 - \$16,266 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 FY11 Update During the fiscal year ending December 31, 2010, the Gusen Memorial Committee</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #22-28	FORM 990-PF, PART XV	<p>e (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 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.</p> <p>28 - High Oaks, Inc. 07-505/HIG001 Address: 726 Fitzwater Road #7, Willow Grove, PA 19090 FYE Date: December 31, 2011 501(c)(3) 509(a)(3) Type III, Non-functionally Integrated Non-qualifying Distribution Grant Date: May 2, 2007 Total Grant Amount: \$5,000 Dates and Amounts of Payments: 5/25/2007 - \$1,000; 6/13/2008 - \$1,000; 5/22/2009 - \$1,000; 5/14/2010 - \$1,000; 6/24/2011 - \$1,000 Purpose of Grant: This unrestricted contribution will be used to provide general operating support to further High Oaks' 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.</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #29-35	FORM 990-PF, PART XV	<p>29 - InnerChange Charitable Society 10-093 / INN006 Address Ste 400-601 W Broadway Avenue, Vancouver, British Columbia V5Z 4C2, Canada FYE Date December 31 Foreign Organization Grant Date October 30, 2009 Total Grant Amount \$50,000 Dates and Amounts of Payments 12/04/2009 - \$50,000 (\$52,095 08CND) Purpose of Grant Grant funds will be used to provide general operating support to further the charitable mission of the InnerChange Charitable Society in its efforts to support research in evidence based, innovative and integrated therapies for drug addiction and concurrent disorders The organization operates the Chronic Addiction Substitution Treatment program, which is a series of research trials that work with addicted people to change their drug habits from illegal street drugs to legally available, orally-administered prescription medications The activities that Grant funds may support the following website development and information updates, additional public education and community outreach, including presentations to Rotary Clubs, local corporations, universities, and nonprofit service providers, and stakeholder collaboration to facilitate the ongoing exchange of study results to regional health authorities and provincial health ministers who are involved in the decision-making regarding post-research programming for substitution treatment Financial Summary Revenue Grant Payment - \$52,095 08 Interest earned - \$3 24 Expenditures November 1 - December 31, 2009 - \$12,250 January 1 - August 31, 2010 Executive Director Salary - \$35,598 32 Directors and Officers liability insurance - \$850 Auditor fees - \$2,700 Bookkeeping - \$ 500 Website updates - \$200 Total Expenditures \$52,098 32 Remaining Balance \$0 Dates of Reports Received from Grantee 04/06/2010 12/06/ 2010 FY11 Update During the grant period, the InnerChange Charitable Society fulfilled its mission to support research in evidence based, innovative and integrated therapies for drug addiction and concurrent disorders by supporting the Chronic Abuse Substance Treatment program, and its two medical trials for chronically addicted opiate users, the SALOME and NAOMI trials The organization was particularly active with website development, a public education campaign and collaboration with key stakeholders, including regional health authorities and provincial health ministers This outreach mitigated the possibility of the British Columbia location of the SALOME trial being delayed or canceled after the Quebec Government opted to cancel the trial in that province 30 - Institut Curie 11-384/INS011 Address 26 rue d'Ulm, Paris, 75007, France FYE Date December 31 Foreign Organization Grant Date June 22, 2011 Total Grant Amount 1,500,000 EUROS (\$2,137,680) Dates and Amounts of Payments 8/8/2011 - 300,000 EUROS (\$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 to 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 31 - International Centre for the Study of the Preservation and Restoration of Cultural Property 11-041/INT014 Address Via Di San Michele, 13, Rome I-00153, Italy FYE Date December 31 Foreign Organization Grant Date August 20, 2010 Total Grant Amount 25,000 EUROS (\$33,353) Dates and Amounts of Payments 9/20/2010 - 25,000 EUROS (\$33,353) Purpose of Grant Grant funds will be used to support the EPA Fund, which finances the activities of the Ecole du Patrimoine Africain (EPA) in Porto-Novo, Benin, a postgraduate institution that specializes in the conservation and promotion of mater</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #29-35	FORM 990-PF, PART XV	<p>ial 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 EUROS Revenue Grant payment - 25,000 EUROS Other contributions - 22,000 EUROS Investment income - 55,000 EUROS Expenditures Disbursement to Ecole du Patrimoine Africain - 55,000 EUROS Ending Value (December 31, 2010) 2,347,000 EURO S Dates of Reports Received from Grantee 3/14/2011 FY 11 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 32 - The Iqaluit Community Greenhouse Society 08-471 / IQA001 Address P O Box 2469, Iqaluit, Nunavut X0A 0H0, Canada FYE Date March 31 Foreign Organization Grant Date March 25, 2008 Total Grant Amount \$50,000 Dates and Amounts of Payments 4/18/2008 - \$50,000 Purpose of Grant Grant funds will be used to support the Iqaluit Community Greenhouse Expansion Project, which will meet the demand for greenhouse services within the community, and continue researching the effects of using greenhouses as a local food source for Arctic communities The Iqaluit Community Greenhouse Society will construct an additional greenhouse adjacent to the current building, extend electricity, water, and heating systems to the new greenhouse, and purchase soil, planter boxes, ventilation fans, and other tools The expanded facilities will provide gardening space for school classrooms and other community groups Moreover, the greenhouse expansion will continue research efforts to measure the suitability of local Iqaluit soils for growing plants, and monitor how much food can be produced in the greenhouses to reduce the community's reliance on outside food sources, and foster awareness and interest in the greenhouse process in other communities along the Arctic Circle Financial Summary Revenue 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 FY 11 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 specific outreach and expansion projects during the 2011 - 2012 fiscal year 33 - Jaipur Virasat Foundation 09-075 / JAI001 Address E-143, Ramesh Marg, C-Scheme, Jaipur, Rajasthan, 302001, India FYE Date March 31 Foreign Organization Grant Date July 30, 2008 Total Grant Amount \$50,000 (2,103,119 rupees) Dates and Amounts of Payments 8/29/2008 - \$36,278 7/30/2009 - \$13,722 Purpose of Grant Grant funds will be used over two years to support the Rural Arts Program of the Jaipur Virasat Foundation, which works to advocate, facilitate, and create livelihood opportunities for people practicing traditional arts in rural Rajasthan, India through appropriate management and creative interventions The organization works to nourish the diversity and sustainability of traditional arts, and to foster social harmony and cohesion by bringing rural communities together under the umbrella of arts and culture The Jaipur Virasat Foundation will create a digital artist website and cultural portal, and consolidate and digitize documentary footage of the rural arts activities, as well as photographs and other data on more than 600 artists In addition, the organization will continue conducting visits to regional village fairs to identify, map, film, and record performing arts and traditional music forms, their instruments, costumes, makeup, and specific customs and traditions In addition to the festivals, the Jaipur Virasat Foundation works to build local capacity by conducting technical trainings and management workshops Participants learn sound engineering and audio production processes to understand how these tools affect the sound of their instruments The organization will bring audio/visual equipment to the villages to record artist performances so they can learn to detect sound pitch and reverberation changes during the</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #29-35	FORM 990-PF, PART XV	<p>recording process Artists also participate in management workshops to learn how to present themselves to international music promoters, recording companies, and their audiences Financial Summary Revenue Grant Payment #1 -\$36,278 (1,450,000 rupees) Currency fluctuation - 136,775 Grant Payment #2 -\$13,722 (653,690 68 rupees) Expenditures August 2008 - March 31, 2009 - 690,221 April 1, 2009 - March 31, 2010 - 1,442,916 68 April 1, 2010 - March 31, 2011 Artist visa - 72,000 Food and beverage expense - 2,535 Travelling expenses - 10,565 Performance refreshments - 3,200 Coordinator honoraria - 4,000 Artist coordinator salary - 15,000 Miscellaneous - 28 Total Expenditures (in rupees) 2,240,465 68 Balance at March 31, 2010 (in rupees) 0 Dates of reports received from Grantee 7/15/2009 8/30/2010 7/11 /2011 9/13/2011 FY11 Update During the fiscal year ending March 31, 2011, the Jaipur Virasat Foundation continued traveling to rural areas of Rajasthan to coordinate and record rural artists practicing traditional visual and performing arts An area of particular success was the Dharohar Project, where a traditional musical group was able to travel to the United Kingdom and perform with Mumford and Sons and Laura Marling, two extremely popular mainstream artists in London These artists also performed for HRH Prince Charles and Lady Camilla during their trip to Delhi The organization was also able to visit the tribal area of Udaipur city, the first time staff was able to connect with artists in this area 34 - Kiran Society 08-188/KIR009 Address Kiran Village, Madhopur, Kuruhuan P O , Post Box 50 32, Varanasi, Uttar Pradesh 221005, India FYE Date March 31 Foreign Organization Grant Date August 8, 2007 Total Grant Amount \$150,000 Dates and Amounts of Payments 09/07/2007 - \$50,000 09/12/2008 - \$50,000 05/29/2009 - \$50,000 Purpose of Grant Grant funds will be used over three years to support the vocational training program for disabled children and youth receiving services at the Kiran Centre for Education, Training & Rehabilitation of Children with Different Abilities, which will provide job training in woodworking, horticulture, baking, tailoring, and art and design to disabled students, helping them enrich their own inherent talents, face challenges, and become productive and valuable members of society The Kiran Society's vocational rehabilitation experts will initiate a relationship with children and their parents to develop an individualized plan for each student, who will receive ongoing support, evaluation, counseling, and job skills development from the Centre staff In addition to direct training services, Kiran Centre staff members organize job placements for students, thereby encouraging local institutions to create possibilities for recruiting differently-abled individuals, collaborates with other organizations to create advocacy networks, and offers support to parents by providing in-home visits Finally , the Kiran Society will create awareness about the vocational training program by conducting informative meetings, organizing events, and contacting shops to arrange for the sale of items produced by students in the vocational training program Kiran may also expand its current dormitory space to accommodate students in the vocational training program whose families live in remote villages, enabling them to live at the facility while completing their studies Financial Summary Revenue Grant Payments - \$150,000 Transfer from Kiran Society general fund to Annenberg Fdn Account - \$28,538 90 Expenditures September 2007 - March 31, 2008 - \$76,555 April 1, 2008 - March 31, 2009 - \$50,000 April 1, 2009 - March 31, 2010 - \$45,133 94 April 1 - May 31, 2010 Staff salaries - \$4,255 83 Stipends - \$752 58 Teaching materials - \$9 59 Raw materials (supplies for class) - \$1,750 63 Travel expenses - \$81 33 Total Expenditures \$178,538 90 Remaining Balance \$0 Dates of reports received from Grantee 4/21/2008 6/18/2008 4/22/2009 6/03/2010 7/26/2011 FY11 Update During the 2011 fiscal year, the Kiran Society's vocational program underwent structural changes, which led to a new of "Social Integration Department " The organization began a new training course in carpentry, and ultimately trained 61 differently-abled and rural individuals, in programs including woodworking, horticulture, baking, tailoring, art and design, and new program in food preservation (making jams, chutneys, etc) Goods produced by the trainees were purchased by the Swiss Embassy in New Delhi, and a fair trade company in India that collaborates with organization such as the Kiran Society The organization celebrated its 20th anniversary with a festival involving all students, who gave a performance to more than 1 500 guests over the two-day event The Kiran Society continued to participate in community events and national symposia on providing opportunities to individuals with challenges 35 - L'Academie Amricaine de Danse Paris 06-080 / LA</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #29-35	FORM 990-PF, PART XV	<p>C001 Address 100 rue du Cherche Midi, Paris 75006, France FYE Date August 31 Foreign Org anization Grant Date July 18, 2005 Total Grant Amount \$4,448,104 (3,500,000 EUROS) Dates and Amounts of Payments 07/22/2005 - \$610,500 (500,000 EUROS) 09/30/2005 - \$453,525 (375,000 EUROS) 11/18/2005 - \$442,124 (375,000 EUROS) 12/22/2005 - \$446,625 (375,000 EUROS) 01 /27/2006 - \$461,438 (375,000 EUROS) 04/24/2006 - \$183,071 (150,000 EUROS) 06/23/2006 - \$18 9,630 (150,000 EUROS) 03/19/2007 - \$199,950 (150,000 EUROS) 06/25/2007 - \$201,735 (150,000 EUROS) 03/18/2008 - \$235,275 (150,000 EUROS) 06/13/2008 - \$231,600 (150,000 EUROS) 03/13/ 2009 - \$192,585 (150,000 EUROS) 06/15/2009 - \$212,595 (150,000 EUROS) 03/15/2010 - \$205,42 5 (150,000 EUROS) 06/11/2010 - \$182,025 (150,000 EUROS) Total \$4,448,104 (3,500,000 EUROS) Purpose of Grant Facility Renovation and Operations Support Funds w ill be used to reno vate a new facility to house L'Academie Americaine de Danse a Paris (The American Academy of Dance in Paris), facility at 100 rue du Cherche Midi in Paris, including rental expense s, and to assist the school w ith operational support over the next five years L'Academie Americaine de Danse is a Paris is a school for children ages 4 - Adult Grant funds are al located as follow s 2,000,000 EUROS for renovations, the new facility more than triples av ailable space to the School 1,500,000 EUROS at 300,000 EUROS over five years to assist su pport of the school's operations Financial Summary Revenue Grant Payment, Renovation - 2,000,000 EUROS Grant Payment, Operations - 1,500,000 EUROS Interest earned, Renovations - 26,678 01 EUROS Interest earned, Operations - 6,809 03 EUROS Expenditures (Renovations) J uly 1, 2005 - June 30, 2008 - 1,981,436 32 EUROS July 1, 2008 - June 30, 2009 - 28,644 65 EUROS July 1, 2009 - August 31, 2010 Installation of piano and camera equipment - 8,899 EU ROS Office supplies - 1,698 04 EUROS Total Expenditures 2,026,678 01 EUROS Remaining Bala nce 0 EUROS Expenditures (Operations) April 2006 - June 30, 2007 - 433,434 70 EUROS July 1, 2007 - June 30, 2008 - 336,250 62 EUROS July 1, 2008 - June 30, 2009 - 274,619 71 EURO S July 1, 2009 - August 31, 2009 Rent - 75,186 90 EUROS Independent teacher fees - 17,393 55 EUROS September 1, 2009 - August 31, 2010 Rent - 321,716 06 EUROS Independent teacher f ees - 48,207 49 EUROS Total Expenditures 1,506,809 03 EUROS Remaining Balance 0 EUROS Pr oject Details Funds for facilities renovation were used to pay the balance of architect c osts, the balance of carpenter services, and the balance of masonry work Operation funds were used to support rent on current premises as w ell as part of the salaries for independ ent dance teachers for the school's annual show , and for taxes on the property Dates of r eports received from Grantee Monthly emails began in May 2005 to inform the Foundation of preliminary plans, expenditures, renovations, and funds used for general support activiti es The email schedule w as revised to quarterly reports in fiscal year 2007 These reports w ill continue until all funds have been expended Annual reports are subm tted each April In addition, the organization subm ts narrative and expenditure information in November of each year, recording activities in the previous fiscal year ending August 31st</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #36-42	FORM 990-PF, PART XV	<p>36 - L'Envol pour les enfants europeens 11-035/ LEN001 Address Chateau de Boulains, Echou boulains 77830, France FYE Date December 31 Foreign Organization Grant Date August 5, 20 10 Total Grant Amount \$65,555 (50,000 EUROS) Dates and Amounts of Payments 9/20/2010 - \$ 65,555 (50,000 EUROS) Purpose of Grant Grant funds w ill be used to support Operation Haiti , w hich w ill bring children affected by the January 2010 earthquake in Haiti to L'Envol f or a 3-4 week program during September and October 2010 Participants w ill be identified b y doctors, healthcare professionals, and nongovernmental organization w orkers in Haiti w ho have developed partnerships w ith L'Envol for this program While at L'Envol, each child w ill be in the care of a highly-respected medical team and w ill be able to participate in r ecreational and therapeutic activities suited to their individual situation and needs, inc luding sw imming, horseback riding, nature games, theater, dance, and fine arts L'Envol w ill 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 w ell as any physical injurie s The project is designed provide long-term support, and L'Envol w ill connect w ith local nongovernmental organizations in Haiti to ensure that each child receives any necessary me dication or medical care upon their return home Financial Summary Revenue Grant payment - \$65,555 (50,000 EUROS) Expenditures \$0 Balance at December 31, 2010 - \$65,555 Dates of Reports Received from Grantee 02/28/2011 FY11 Update Due to delays in obtaining official paperw ork from the Haitian authorities, and concerns over the prevalence of cholera, the Project w as postponed, and not completed as originally scheduled The organization has air eady made progress in plans for implementation in 2011, and w as able to secure the necessa ry approvals after the 2010 season had closed Operation Haiti w ill take place during the summer of 2011</p> <p>37 - Les Amis du Lyrique en Bretagne 10-270 /LES001 Address Chateau Fouquet, BP 80, Le Palais, Belle Ile en Mer 56360, France FYE Date September 30 Foreign Organi zation Grant Date June 15, 2010 Total Grant Amount \$26,206 (20,000 EUROS) Dates and Amou nts of Payments 07/23/2010 - \$26,206 (20,000 EUROS) Purpose of Grant Grant funds w ill be used to support the 2010 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 northw est France at the historic Citadelle Vauban Les Amis du Lyrique en Bretagne supp orts the annual festival and also w orks w ith the U S -based Lyrique en Mer Foundation to s upport the participation of American opera singers and musicians in the performances, w hic h are held during July and August In addition to the opera and orchestral pieces the fest ival offers master classes designed to enable singers to improve various aspects of their lyric art, including diction, vocalism, and stage comportment Financial Summary Revenue Grant Payment - 20,000 EUROS Expenditures Per diem costs (10 EUROS per day) for 25 opera/ choir singers - 9,730 EUROS Accommodation - 10,270 EUROS Total Expenditures 20,000 EUROS Balance at September 30, 2010 0 EUROS Dates of Reports Received from Grantee 12/02/2010 FY11 Update The 2010 Lyrique-en-Mer Festival presented Rigoletto and Cosi fan tutte, as w ell as performances of sacred music Festival attendance increased by 20% over 2009 figure s, reaching the maximum number of tickets available for the concerts The organization pro vided master singing classes for both beginner and experienced singers, and the performanc es reached a broader audience through a partnership w ith France Musique, the most w ell-kno wn musical radio program in France</p> <p>38 - Manchester International Festival 11-122/ MAN005 Address 3rd Floor, 81 King Street, Manchester, M2 4AH, United Kindgom FYE Date December 31 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 w ill be used to s upport the production of "The Life and Death of Marina Abramovi?," (LADOMA) a performance commissioned by MIF to premiere at the July 2011 Festival Directed and designed by Robert Wilson, a w ell-know n figure in experimental theater, LADOMA is the biography of Marina Ab ramovi?, a pioneer in performance art The show w ill feature scenes from Abramovi?'s life, from her Serbian childhood, to her w ork as a performance artist Featuring original and t raditional music, the ground-breaking show brings together the w orlds of theater, art, and music LADOMA w ill also include a newly designed set, as w ell as unique props and costume s, w hic h w ill be central to the performance Amount Expended by Grantee Report not yet re ceived Dates of Reports Received by Grantee Report not yet received</p> <p>39 - M C Mehta Env ironmental Foundation 08-318 / MCM001 Address 5 A</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #36-42	FORM 990-PF, PART XV	<p>nand Lok, August Kranti Marg, New Delhi 110049, India FYE Date March 31 Foreign Organization Grant Date December 19, 2007 Total Grant Amount \$50,000 Dates and Amounts of Payments 04/11/2008 - \$50,000 Purpose of Grant Grant funds will be used to support capacity building programs for lawyers and nongovernmental organizations, as well as environmental awareness trainings conducted in an effort to build support for sustainable development and social and environmental justice and equity The organization will conduct a five-day program to train 30 young lawyers who will learn, how to assume the role of legal professional in promoting environmental justice, principles of sustainable development, pollution prevention and control, access to resource and benefit sharing, conservation, the use of environmental law to promote environmental justice, and the principles of public interest litigation and its application in India and other countries To complement the program for legal professionals, the M C Mehta Environmental Foundation will provide a four-day program for representatives of 30 nongovernmental organizations working in a range of environment areas The Annenberg Foundation understands that participants will be given an overview of legislation, policy, landmark cases, and constitutional provisions, and will have the opportunity to exchange information, build collaborations, and create strategic partnerships to strengthen the overall environmental movement In addition to the training programs, the organization will organize 40 sessions to acquaint teachers, students, and other youth with the need for environmental protection through a series of discussions, quizzes, and issue-related films Financial Summary Revenue Grant Payment - \$50,000 Interest earned - \$835 36 Expenditures April 2008 - March 31, 2009 - \$35,339 11 April 1, 2009 - March 31, 2010 - \$15,143 24 April 1, 2010 - March 31, 2011 Resources and materials for workshop participants - \$253 03 Staff salaries and consultant fees - \$100 00 Total Expenditures \$50,835 38 Remaining Balance \$0 Dates of reports received from Grantee 7/22/2009 7/17/2010 4/23/201 1 FY11 Update During the fiscal year ending March 31, 2011, the M C Mehta Environmental Foundation continued its mass awareness program to bring greater attention and understanding of environmental degradation in India Annenberg Foundation funds were used as part of an October 1 - 3, 2010 capacity building program for nongovernmental organizations to learn about environmental law, policy, framework, constitutional provisions, and important court decisions to help them understand their role in environmental protection efforts The 36 participants from various organizations covered 12 topics over the three days, receiving training from subject matter experts from the fields of science and law 40 - Mdecins du Monde 06-084 / MED007 Address 62 rue Marcadet, 75018 Paris, France FYE Date December 31 Foreign Organization Grant Date July 27, 2005 Total Grant Amount \$1,000,000 Dates and Amounts of Payments 09/16/2005 - \$200,000 10/27/2006 - \$200,000 10/26/2007 - \$200,000 01/09 /2009 - \$200,000 11/13/2009 - \$200,000 Purpose of Grant This grant supports Mdecins du Monde in its efforts to provide medical care for the most destitute populations faced with crisis or exclusion from society These services are performed, in France and throughout the world, by encouraging voluntary commitment from doctors, other healthcare providers, and professionals in other fields Financial Summary Revenue Grant Payments - \$1,000,000 Interest earned - \$5,840 51 MdM general fund - \$2 91 Expenditures Year 1 - \$4,281 30 Year 2 - \$195,719 Year 3 - \$204,962 59 Year 4 - \$200,684 58 Year 5 - \$200,003 99 Year 6 - January 1 - December 31, 2010 Expatriate personnel - \$70,602 83 Local personnel - \$68,096 56 Staff for street children centers - \$14,310 Medical services - \$11,350 56 Rehabilitation (psychological services) - \$6,035 88 Training - \$161 71 Transportation and logistics - \$1,990 6 9 Communications - \$3,396 83 Office costs - \$23,965 98 Monitoring and assessment - \$280 92 Total Expenditures \$1,005,843 42 Balance at December 31, 2010 \$0 Dates of reports received from Grantee 8/7/2005 (project proposal) 4/3/2006 9/7/2006 (project proposal) 3/29/20 07 7/12/2007 9/17/2007 (project proposal) 4/25/2008 12/10/2008 (project proposal) 5/6/2009 9/3/2009 (project proposal) 5/10/2010 3/15/2011 FY11 Update In 2010 Mdecins du Monde (MD M) worked to fine-tune the quality of its programming for street children in Kinshasa in the Democratic Republic of the Congo The organization is working in three districts of the city, targeting girls and young women living on the streets to reduce incidence of violence, and provide temporary protection, as well as reproductive healthcare and treatment, especially for those living with HIV/AIDS On average, MdM and its partner organization, Aide a l'Enfance Defavorisee, served an average of 90</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #36-42	FORM 990-PF, PART XV	<p>0 individuals per month among the clinics. In addition, the organization continued operation of an emergency night shelter that housed an average of 18 girls per night, keeping them off the streets. MdM provided training to all clinic and shelter staff, as well as a mobile street team that patrolled areas where street children often sleep, regarding health and reproductive health services. Youth were also trained to teach their peers about safe sex practices, and strategies to reduce sexual violence. Even with a successful increase in individuals accessing the services, 2010 proved to be a challenging year for the project, as the political situation in the DRC remained tenuous, and the 50th Anniversary of independence led the government to conduct numerous raids to remove children from the street in preparation for celebrations with foreign dignitaries. As the DRC remains a high-need area, with street children being a particularly vulnerable population, MdM will continue this project through 2013.</p> <p>41 - Mdecins du Monde 11-265 / MED007 Address 62 rue Marcadet, 750 18 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.</p> <p>Amount Expended by Grantee Report not yet received Dates of Reports Received from Grantee Report not yet received</p> <p>42 - Medical Emergency Relief International Charitable Trust 08-624 / MED009 Address c/o MERLIN, 12th Floor, 207 Old Street, London EC1V 9NR, United Kingdom FYE Date December 31 Foreign Organization Grant Date June 27, 2008 Total Grant Amount \$1,000,000 Dates and Amounts of Payments 08/08/2008 - \$375,000 05/15/2009 - \$625,000 Purpose of Grant Grant funds will be used over two years to support capacity building and malaria prevention activities in Darfur, Sudan, which will expand Merlin's relief activities that support individuals in the Sanyfundu, Gereida, and Adilla areas of the Darfur region. Merlin has been working in Darfur since 2004 in response to the conflict that has killed more than 300,000 people and displaced approximately 2.5 million people through armed militia attacks on civilians and village burnings. From its base in the southern Darfur of Nyala, Merlin currently operates a network of clinics serving eight settlements which have been inundated with people fleeing the conflict. Merlin's health care interventions have a special emphasis on mother and child health services, as well as providing primary health care services such as vaccinations, and treatment for diseases including diarrhea, malaria, and respiratory infections. Over the next two years Merlin will work to build the capacity of its local staff by employing Sudanese nationals to work closely with the expatriate team, and as security and staff capacity improves, Merlin will rely more on senior local staff to assist with operations in the eight Merlin-run clinics. In addition, Merlin will provide supplies to other existing health centers and provide training and supervision to ensure maximum quality of care, capacity building, and sustainability. Moreover, Merlin will expand its activities in the prevention of malaria through the distribution of insecticide-treated nets (ITNs) at no cost to individuals. While the nets generally cost around \$5, this is a prohibitive amount for displaced families living in Darfur, and when properly used, ITNs have proven to be one of the most effective strategies in preventing malaria. In ad</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #36-42	FORM 990-PF, PART XV	<p>dition to ITN distribution, Merlin will provide health education for communities on the usage of the nets and will establish community health committees at all clinic sites to increase community ownership of the clinics and to facilitate referral and outreach activities, and train its local staff to monitor outbreaks and work with partner agencies to coordinate responses. Financial Summary Revenue Grant Payments - \$1,000,000 Expenditures August 2008 - February 28, 2009 - \$259,072 March 1 - December 31, 2009 - \$507,886 January 1 - December 31, 2010 Local staff costs - \$34,148 Training costs - (\$10,139) (adjustment from previous report) Treated nets - \$335,261 Transportation costs - \$38,626 Field office costs - (\$28,377) (adjustment from previous report) Communications - \$65 Rehabilitation costs - \$15,576 Professional costs - \$10,968 Staff accommodation costs - \$12,515 Travel costs - \$1,742 Program administration from headquarters - \$81,729 Total Expenditures \$492,114 Balance at December 31, 2010 \$0 Dates of reports received from Grantee 05/01/2009 09/16/2009 04/06/2010 06/01/2011 FY11 Update During 2010, Merlin continued delivering primary health and nutrition services in the communities of Adilla, Gereida, Kalma, and Sanyafundu. From these units, the organization was able to distribute insecticide-treated nets to children under age 5, and pregnant women who visited the clinics. Health education and malaria prevention workshops were provided in conjunction with the net distribution, and outreach sessions were conducted in the community through Merlin's network of community health promoters. Merlin also worked on early detection, effective treatment, and preventative treatment of malaria. Through a joint effort with the World Health Organization, Merlin monitors and reports malaria cases on a weekly basis to track trends and prevent potential outbreaks. To continue this work, the organization trained local health staff to diagnose and manage malaria cases, conduct rapid diagnostic test procedures, and train patients on health promotion strategies to lower their malaria risk. During the remaining months of the grant period, Merlin will continue these efforts, as well as review its current strategies to maximize community involvement and increase community knowledge.</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #43-48	FORM 990-PF, PART XV	<p>43 - Opera National de Lyon 10-092/OPE008 Address 1, Place de la Comedie, Lyon 69001, France FYE Date December 31 Foreign Organization Grant Date October 29, 2009 Total Grant Amount 10,000 EUROS (\$14,219) Dates and Amounts of Payments 02/02/2010 - 10,000 EUROS (\$14,219) Purpose of Grant Grant funds will be used to support the Lyon Opera Ballet Tour to the United States, to be held March 9 through March 14, 2010 As part of its 20th visit to the United States, the dance company will travel to the Joyce Theater in New York to perform the American premiere of a commissioned work by the acclaimed choreographer Ralph Lemon, as well as "Beach Birds," by Merce Cunningham, "Duo," by William Forsythe, and "Grosse Fugue" Financial Summary Revenue Grant payment - 10,000 EUROS Expenditures International freight and travel - 10,000 EUROS Remaining Balance 0 EUROS Dates of Reports Received from Grantee 10/07/2010 FY11 Update The Lyon Opera Ballet Tour to the United States was deemed a success, as each of the seven performances at the Joyce Theater was sold out The organization noted that the continuing weakness in the economy made this tour more difficult to organize, which was why the tour focused on New York as the center of American dance, rather than traveling to additional cities as originally planned The Opera National de Lyon does plan future tours of the United States</p> <p>44 - Pacific Orca Society 10-068/PAC004 Address P O Box 510, Alert Bay, British Columbia V0N 1A0, Canada FYE Date November 30 Foreign Organization Grant Date September 30, 2009 Total Grant Amount \$25,000 Dates and Amounts of Payments 11/05/2009 - \$25,000 Purpose of Grant Grant funds will be used to 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 CAD) Expenditures Flooring - \$3,087.49 Labor - \$1,010 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 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 FY11 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</p> <p>45 - Rescue Foundation 10-155 / RES008 Address Plot No 39, behind Our Lady of Remedy School, Fathimadevi Road, Poisuur, Kandivali (W) Mumbai, Maharashtra 400067, India FYE Date March 31 Foreign Organization Grant Date January 26, 2010 Total Grant Amount \$100,000 Dates and Amounts of Payments 03/04/2010 - \$100,000 Purpose of Grant To provide general operating support to further the charitable mission of the Rescue Foundation in its efforts to rescue, rehabilitate, and empower trafficked women and children and help them reenter society Each year, the Rescue Foundation serves hundreds of underprivileged girls from Nepal, Bangladesh, and throughout India, who have been sold to brothels and forced into prostitution against their will in Mumbai, India and its surrounding communities The organization conducts investigations regarding verification of missing and trafficked girls, and collabo</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #43-48	FORM 990-PF, PART XV	<p>rates with local police to rescue those individuals. Once rescued, the organization provides protection and housing for fifty girls at its licensed home in Mumbai and another 150 at its second location at Boisar, 85 kilometers from Mumbai. Girls typically remain at the Rescue Foundation facilities for a period of several months, where they undergo a process of rehabilitation and repatriation. In addition to rescue services, the Rescue Foundation offers a wide range of supportive services including complete health care and HIV/AIDS treatment, legal assistance, basic education, vocational training courses, computer literacy, drawing, cooking, and yoga to help the girls become self-sufficient after leaving the protective home. Finally, the organization offers counseling to help each girl cope with the psychological effects of forced prostitution, and works to reunite girls with their families or arrange marriages to help them reenter society.</p> <p>Financial Summary Revenue Grant Payment - \$100,000 Expenditures Clothing for victims - \$2,063.03 Toiletries - \$3,111.54 Medical services and medication - \$4,689.40 Food - \$9,772.68 Reading/educational materials - \$0.42 Meeting expenses - \$1,540.45 Maintenance and utilities - \$11,800.81 Staff salaries - \$22,685.95 Training - \$5,865.54 Investigation expenses - \$5,463.32 Video and photography (to document trafficking) - \$1,225.07 Communications (phone, fax, internet, postage) - \$4,572.99 Stationary expenses - \$2,580.29 Travel - \$3,790.70 Legal expenses (to enable victims to travel to testify) - \$3,777.66 Celebration expense - \$239.96 Miscellaneous meeting expense - \$6,330.23 Equipment/house goods - \$3,070.72 Repatriation - \$7,431.92 Total Expenditures \$100,012.68 Remaining Balance \$0</p> <p>Dates of Reports Received from Grantee 7/22/2010 4/11/2011 FY11 Update During the fiscal year ending March 31, 2011, the Rescue Foundation conducted 110 investigations of possible child prostitution. From those investigations, the organization conducted 30 raids of the brothels, where they rescued 313 girls. Other girls were referred by the police or other government agencies, for a total of 529 girls who were able to receive services. Of those 529, 394 were repatriated to either their families, or to a partner nongovernmental organization in other parts of India or Bangladesh where many of the child prostitutes are the victim of the sex trade. Once in the secure custody of the Rescue Foundation, the girls received healthcare, education, counseling, and legal services. The organization now maintains three protective homes: one in Mumbai, Pune, and the Boisar complex, located outside of Mumbai in a more rural area.</p> <p>46 - Santa Catalina Island Conservancy 07-237 / SAN009 Address FYE Date Private Operating Foundation Grant Date November 10, 2006 Total Grant Amount \$550,151 Dates and Amounts of Payments 12/22/2006 - \$550,151 Purpose of Grant Grant funds will be used to support the "Isla Earth" radio series and the continued development of a Master Plan as part of the Moving the Vision Forward: Creating a Legacy of Leadership for the 21st Century campaign, which represents the next phase in the realization of the Santa Catalina Island Conservancy's vision. A key pillar of the Conservancy's communication strategy, "Isla Earth," the radio spot series used for outreach purposes, will expand to additional stations and add a newsletter and podcasts to its website. This expansion of outreach will work to engage more communities in deepening their understanding of sustainable behaviors around local and global environmental issues, as well as raise the visibility of the Conservancy and its work.</p> <p>Financial Summary Revenue Grant Payment - \$550,151 Interest earned - \$22,704 Expenditures FY06 Expenditures - \$0 FY07 Expenditures - "Isla Earth" - \$305,769 FY07 Expenditures - "Master Plan" - \$1,337.2 FY08 Expenditures - "Isla Earth" - \$20,182 FY08 Expenditures - Master Plan - \$91,131 FY09 Expenditures - Master Plan - \$47,186 FY10 Expenditures - Master Plan Dues and subscriptions - \$640 Salary and benefits for Capital Projects Manager - \$32,232.74 Equipment - \$5,141.80 Meeting expense - \$292.01 Postage - \$15 Organizational consultant expenses - \$38,727.32 Recruiting expense - \$14.95 Supplies and operating expenses - \$2,399.26 Telephone - \$325 Travel - \$3,056.96 Vehicle expense - \$617.50 Overhead allocation - \$11,752.52 Total Expenditures \$572,855 Balance at December 31, 2010 \$0</p> <p>Dates of reports received from Grantee 3/15/2007 3/27/2008 4/2/2009 7/21/2009 12/15/2010 FY11 Update During the 2010 fiscal year, the Santa Catalina Island Conservancy moved forward with the implementation of the Master Plan. This included utilizing the expertise and work of the Advisory Cabinet to guide the project, and completing the briefing document "Imagine Catalina: A Vision for the Future" for use in Master Plan bids for the planning contract from selected firms. The organization recruited an Annual Giving Director, who</p>

Identifier	Return Reference	Explanation
EXPENDITURES SUBJECT TO GRANT RESPONSIBILITY #43-48	FORM 990-PF, PART XV	<p>managed preparations for fundraising to make the Master Plan a reality, and also engaged a management consultant to analyze the organizational requirements needed to fully implement the Master Plan activities. The organization also hired a Capital Projects Manager, who conducted interviews with individuals and organizations familiar with developing environmentally-sensitive sites. This individual oversaw the competitive bid process to identify the architecture firm best suited to meet the needs of the project. The team selected will begin planning conversations in early 2011.</p> <p>47 - Societe des Amis du Musee d'art Moderne de la Ville de Paris 11-380 / SOC003 Address 9, rue Gaston de Saint-Paul, Paris, 75116, France FYE Date December 31 Foreign Organization Grant Date June 20, 2011 Total Grant Amount 50,000 EUROS (\$71,501) Dates and Amounts of Payments 09/09/2011 - 50,000 EUROS (\$71,501) Purpose of Grant Grant funds will be used to further the organization's mission to contribute to the development of the Musee d'art Moderne de la Ville de Paris, to enrich its collections, and more generally to contribute to the development, influence, and scholarship of modern art by the acquisition of works on behalf of the museum collections, support of artistic events organized by the museum, the publication and sale of books, pamphlets, catalogues, lithographs, and souvenirs, and organizing conferences and meetings in the field of modern and contemporary art. The Foundation understands that the organization organizes a range of activities including guided tours of special exhibitions, lectures, trips to museums and cultural institutions outside of Paris, and meetings with artists and curators. These activities expand the range of the museum collections by enabling audiences to engage more deeply with the works of art. Amount Expended by Grantee Report not yet received. Dates of Reports Received from Grantee Report not yet received.</p> <p>48 - 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. Amount Expended by Grantee Report not yet received. Dates of Reports Received from Grantee Report not yet received.</p>

TY 2010 Investments Corporate Bonds Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

TY 2010 Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ACHMEA HYPOTHEEKBANK NV MEDIUM	738,000	738,000
AGILENT 2.5%	299,000	299,000
ALTRIA GROUP INC 4.75%	311,000	311,000
AMER MOVIL SAB DE	664,000	664,000
AMERICREDIT	213,709	213,709
AMERN EXPRESS CO	448,000	448,000
AMERN EXPRESS CR CORP	1,114,000	1,114,000
ANADARKO PETE CORP	541,000	541,000
ANHEUSER BUSCH	883,000	883,000
ANHEUSER BUSCH	387,000	387,000
ANHEUSER BUSCH 6.875%	329,000	329,000
ANHEUSER BUSCH GTD NT	236,000	236,000
ARRAN RES MTGS	1,084,000	1,084,000
ASCIANO FIN LTD GTD SR NT 144A	164,238	164,238
ASCIANO FINANCE 3.125%	246,136	246,136
BACM INC COML MTG	1,195,037	1,195,037
BANC AMER COML MTG INC 2001-3	93,898	93,898
BANC AMER COML MTG INC 2002-2	594,684	594,684
BANC AMER COML MTG INC 2002-PB	1,575,582	1,575,582
BANK AMER CORP	1,035,000	1,035,000
BANK AMER CORP 4.5%	1,215,000	1,215,000
BANK AMER CORP 6.5%	622,000	622,000
BANK OF AMER CORP 5%	716,000	716,000
BARRICK NORTH AMER FIN LLC 4.4	546,000	546,000
BEAR STEARNS COML MTG SECS	1,973,697	1,973,697
BEAR STEARNS COML MTG SECS II	2,242,000	2,242,000
BEAR STEARNS COS INC	591,000	591,000
BMW VEH LEASE TR .578%	1,655,865	1,655,865
BP CAP MKTS P L C 3.125%	1,522,000	1,522,000
BP CAP MKTS P L C GTD NT	878,000	878,000

TY 2010 Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BSTN PPTYS LTD 4.125%	245,000	245,000
CAP 1 FINL CORP 4.8	1,260,000	1,260,000
CAREFUSION CORP	396,000	396,000
CDP FINL INC	1,153,000	1,153,000
CENOVUS ENERGY INC	199,000	199,000
CHUBB CORP	231,458	231,458
CISCO SYS INC SR NT FLTG	681,907	681,907
CITIGROUP INC 3.953%	1,300,109	1,300,109
CITIGROUP INC 4.587%	327,000	327,000
CITIGROUP INC 4.75%	823,000	823,000
COMCAST CORP NEW 5.15%	360,000	360,000
COMCAST CORP NEW 5.9%	144,000	144,000
COMCAST CORP NEW NT 5.3%	475,000	475,000
COMMERCIAL MTG 6.64%	30,807	30,807
CONSTELLATION	611,921	611,921
CONSTELLATION 5.15%	474,000	474,000
COOPERATIEVE 5.25%	262,654	262,654
COVIDIEN INTL FINANCE SA	463,559	463,559
COX COMMUNICATIONS	222,906	222,906
COX COMMUNICATIONS INC .375%	302,000	302,000
CR SUISSE AG	789,000	789,000
CVS CAREMARK CORP	625,000	625,000
DAIMLERCHRYSLER N AMER HLDG CO	560,000	560,000
DEXIA CR LOC ACTING THRU ITS N	1,112,000	1,112,000
DIRECTV HLDGS LLC 3.5%	826,000	826,000
DIRECTV HLDGS LLC 5.875%	399,000	399,000
DISCOVERY	399,833	399,833
DOMINION RES INC	527,000	527,000
DOW CHEM CO 2.5%	533,000	533,000
DOW CHEM CO 4.25%	261,000	261,000

TY 2010 Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DUKE ENERGY CORP	335,000	335,000
DUKE ENERGY CORP	932,000	932,000
EDP FIN B V AMSTERDAM NT 144A	177,000	177,000
EKSPORTFINANS A S	630,000	630,000
EKSPORTFINANS ASA	1,639,000	1,639,000
ENSCO PLC FORMERLY 4.7%	694,000	694,000
ENTERPRISE PRODS 3.2%	195,000	195,000
ENTERPRISE PRODS OPER DTD	690,000	690,000
FEDERAL HOME LN MTG CORP POOL	3,149,000	3,149,000
FEDERAL HOME LN MTG CORP POOL	2,467,000	2,467,000
FEDERAL HOME LN MTG CORP POOL	1,278,426	1,278,426
FEDERAL NATL MTG ASSN GTD MTG	1,003,118	1,003,118
FEDERAL NATL MTG ASSN GTD MTG	2,552,150	2,552,150
FHLB BD	123,000	123,000
FHLMC POOL	470,472	470,472
FHLMC PREASSIGN 00025	440,000	440,000
FIN FOR DANISH IND A/S EUR GTD	443,000	443,000
FNMA	3,509,000	3,509,000
FNMA	2,629,000	2,629,000
FNMA 30 YEAR PASS-THROUGHS 30	7,392,000	7,392,000
FNMA 30 YEARS SINGLE FAMILY MT	7,497,000	7,497,000
FNMA NT	440,000	440,000
FNMA POOL #725027	4,560,065	4,560,065
FNMA POOL #745418 5.5%	2,093,000	2,093,000
FNMA POOL #888129 5.5%	2,059,644	2,059,644
FNMA POOL #889579 6%	2,033,879	2,033,879
FNMA POOL #995265 5.5%	524,183	524,183
FNMA POOL #AC6294	204,596	204,596
FNMA POOL #AC8512	4,217,640	4,217,640
FNMA POOL #AE0704 4%	2,793,000	2,793,000

TY 2010 Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA PREASSIGN 00298	292,000	292,000
FNMA PREASSIGN 2.375%	6,430,000	6,430,000
FNMA SINGLE FAMILY MORTGAGE 4%	1,795,000	1,795,000
FNMA SINGLE FAMILY MORTGAGE 4%	15,424,000	15,424,000
FNMA SINGLE FAMILY MORTGAGE 4.	1,105,000	1,105,000
FNMA SINGLE FAMILY MORTGAGE 4.	15,948,000	15,948,000
FNMA SINGLE FAMILY MORTGAGE 5%	13,864,000	13,864,000
FNMA SINGLE FAMILY MTG 5%	160,921	160,921
FORD CR AUTO OWNER NT CL A-3 .	1,706,943	1,706,943
FPL GROUP CAP INC	241,000	241,000
FRANCE TELECOM SA NT	183,000	183,000
GLITNIR BANKI HF BOND IN DEFAU	998,567	998,567
GNMA I 30 YR SINGLE FAMILY P	2,280,000	2,280,000
GNMA I SINGLE FAMILY MORTGAGE	1,933,000	1,933,000
GOLDMAN SACHS	1,300,000	1,300,000
GOLDMAN SACHS	336,000	336,000
GOLDMAN SACHS FLTG RT 1.27%	1,217,000	1,217,000
GS MTG SECS TR 2007 GG10 MTG P	2,802,096	2,802,096
HEWLETT PACKARD CO GLOBAL NT F	1,181,000	1,181,000
HSBC HOLDINGS PLC 5.1%	369,000	369,000
HYUNDAI CAP SVCS 4.375%	313,000	313,000
INTL PAPER CO	298,000	298,000
IMPERIAL BK 1.45%	423,000	423,000
J P MORGAN CHASE COML MTG SECS	1,413,743	1,413,743
J P MORGAN CHASE COML MTG SECS	150,655	150,655
JPMORGAN CHASE & 3.15%	477,906	477,906
JPMORGAN CHASE & 3.7%	484,000	484,000
JPMORGAN CHASE & CO	572,000	572,000
KINDER MORGAN	154,000	154,000
KRAFT FOODS INC 4.125%	567,000	567,000

TY 2010 Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
KRAFT FOODS INC 6.5%	778,000	778,000
LB-UBS COML MTG	1,546,000	1,546,000
LEASEPLAN CORP N V NETH GOVT C	717,000	717,000
LIBERTY MUT GROUP INC 5%	383,000	383,000
LINCOLN NATL CORP 4.85%	225,000	225,000
LINCOLN NATL CORP 6.2%	631,000	631,000
MANULIFE FINL CORP 4.9%	549,000	549,000
MET LIFE GLOBAL FDG	185,735	185,735
MET LIFE GLOBAL FDG	690,000	690,000
MET LIFE GLOBAL FDG	1,253,000	1,253,000
METLIFE INC 2.375%	761,000	761,000
METLIFE INC 7.717%	656,000	656,000
MIDAMERICAN ENERGY	765,000	765,000
MORGAN STANLEY	630,000	630,000
MORGAN STANLEY	548,000	548,000
MORGAN STANLEY FLTG RT	2,557,000	2,557,000
MORGAN STANLEY NOTES	1,157,000	1,157,000
NAT RES LTD 5.15%	482,000	482,000
NAT RES LTD 5.7%	325,000	325,000
NEWS AMER INC 5.65%	380,000	380,000
NEWS AMER INC 6.2%	178,722	178,722
NISSAN AUTO .87%	2,200,000	2,200,000
NOVARTIS CAP CORP	339,000	339,000
NY LIFE GBL FDG M T N 5.25%	535,000	535,000
ONTARIO PROV CDA NT	706,000	706,000
PETROBRAS INTL FIN 3.875%	1,304,000	1,304,000
PETROBRAS INTL FIN 5.75%	1,346,000	1,346,000
PFIZER INC NT	11,698	11,698
PHILIP MORRIS INTL 4.875%	108,000	108,000
PHILLIP MORRIS INTL INC NT 6.8	327,000	327,000

TY 2010 Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
POTASH CORP SASK 3.25%	422,240	422,240
PRICOA GLOBAL FDG I 144A	666,000	666,000
PROGRESS ENERGY SR NT	517,000	517,000
PRUDENTIAL FINL INC MEDIUM TER	145,000	145,000
PVTPL FAIRFAX FINL HLDGS LTD S	466,000	466,000
PVTPL FUEL TR 2011-1 FUEL NT 1	1,006,000	1,006,000
PVTPL HSBC BK PLC SR NT 144A 3	550,000	550,000
PVTPL HSBC BK PLC SR NT 144A 3	600,288	600,288
QWEST CORP 6.5%	379,750	379,750
RIO TINTO FIN USA	298,000	298,000
ROCHE HLDGS INC	266,000	266,000
ROGERS	1,067,000	1,067,000
SALMN BROS MTG SECS VII INC 20	445,637	445,637
SANOFI-AVENTIS 2.625%	458,194	458,194
SANTANDER CNSMR ACQUIRED	1,404,538	1,404,538
SANTANDER DR AUTO 1.36%	486,000	486,000
SANTANDER DR AUTO 1.37%	713,000	713,000
SIGMA ALDRICH CORP 3.375%	373,850	373,850
SLM STUDENT LN TR 2006-5 NT FL	292,574	292,574
SLM STUDENT LN TR 2008-4 STUDE	2,527,000	2,527,000
SLM STUDENT LN TR 2008-5 SERIE	1,939,000	1,939,000
SLM STUDENT LN TR 2008-5 STUD	1,802,912	1,802,912
SVENSKA HANDELSBANKEN AB	546,000	546,000
TEACHERS INS &	284,472	284,472
TELEFONICA	271,000	271,000
TELEFONICA	446,616	446,616
TEXAS INSTRS INC 2.375%	521,000	521,000
TIAA GLOBAL MKTS INC 5.125%	865,000	865,000
TIME WARNER CABLE	369,000	369,000
TIME WARNER INC NEW NT 4.75%	785,000	785,000

TY 2010 Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
UBS AG STAMFORD 2.25%	1,478,000	1,478,000
VALERO ENERGY CORP	515,000	515,000
VENTAS RLTY LTD 4.75%	219,635	219,635
VODAFONE GROUP PLC	892,000	892,000
WACHOVIA BK 6.287%	933,115	933,115
WELLS FARGO & CO STEP CPN 3.67	361,000	361,000
WILLIAMS PARTNERS L P SR NT 14	180,000	180,000
WORLD OMNI AUTO	451,000	451,000
JP MORGAN CHASE SECS CORP	325,671	325,671

**TY 2010 Investments Corporate
Stock Schedule****Name:** The Annenberg Foundation**EIN:** 23-6257083

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABERDEEN FDS EMERGING MKTS INS	37,286,687	37,286,687
ACTIVISION BLIZZARD INC	950,098	950,098
ADR VIVENDI SA SPONSORED ADR	1,072,875	1,072,875
AMARIN CORP	463,937	463,937
AMGEN INC COM	1,195,416	1,195,416
ARCH COAL INC COM	890,471	890,471
BANK OF AMERICA CORP	2,082,400	2,082,400
BOEING CO	1,460,931	1,460,931
BUNGE LTD	1,120,438	1,120,438
CABOT OIL & GAS CORP COM	1,217,452	1,217,452
CALPINE CORP	792,064	792,064
CAMERON INTL CORP COM STK	1,274,399	1,274,399
CELGENE CORP	623,166	623,166
COBALT INTL ENERGY INC	528,094	528,094
COMCAST CORP NEW CL A SPL CL A	1,732,154	1,732,154
CONSOL ENERGY INC	1,182,864	1,182,864
CSX CORP COM	875,066	875,066
CVS CAREMARK CORP	1,111,316	1,111,316
DELL INC COM STK	1,177,635	1,177,635
DELTA AIR LINES INC DEL COM NE	713,545	713,545
DFA INTL SMALL CO PORTFOLIO FD	20,259,950	20,259,950
DOVER CORP COM	653,321	653,321
EMC CORP	1,123,792	1,123,792
EXPEDIA INC DEL	735,041	735,041
FLEXTRONICS INTL LTD	447,326	447,326
GAMESTOP CORP NEW CL A	1,395,108	1,395,108
GILEAD SCIENCES INC	1,182,007	1,182,007
GOLDCORP INC NEW COM	1,411,318	1,411,318
GOLDMAN SACHS GROUP INC COM	1,265,553	1,265,553
GOOGLE INC	695,766	695,766

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HCA HLDGS INC	852,885	852,885
HOLOGIC INC	997,528	997,528
IAC / INTERACTIVECORP COM PAR	922,874	922,874
IMPAX LABORATORIES INC	769,100	769,100
INGERSOLL-RAND PLC COM STK	1,062,094	1,062,094
INTEL CORP COM	1,420,482	1,420,482
ITT CORP INC	1,279,076	1,279,076
JETBLUE AWYS CORP COM	611,854	611,854
JPMORGAN CHASE & CO COM	1,100,140	1,100,140
JUNIPER NETWORKS INC	802,809	802,809
KOSMOS ENERGY LTD	409,524	409,524
KRAFT FOODS INC CL A	1,511,543	1,511,543
LAZARD LTD CL A	749,309	749,309
LEAR CORP COM NEW COM NEW	1,374,436	1,374,436
LIBERTY GLOBAL INC COM SER C C	765,184	765,184
MARSH & MCLENNAN CO'S INC COM	1,378,879	1,378,879
MARVELL TECH GROUP COM USD0.00	649,379	649,379
MASTERCARD INC	1,129,422	1,129,422
METLIFE INC	1,160,274	1,160,274
MONSANTO CO	1,296,362	1,296,362
MOODYS CORP COM	961,089	961,089
MOTOROLA MOBILITY HLDGS INC	744,445	744,445
NEWS CORP CL A COM	962,615	962,615
OCCIDENTAL PETROLEUM CORP	1,120,199	1,120,199
PFIZER INC COM STK \$.11 1/9 PA	1,912,525	1,912,525
PINNACLE ENTMT INC COM	1,746,623	1,746,623
QUEST DIAGNOSTICS INC	1,126,091	1,126,091
REPUBLIC SVCS INC COM	1,010,430	1,010,430
RSC HLDGS INC COM	1,122,841	1,122,841
RYLAND GROUP INC COM	957,616	957,616

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SAIC INC COM STK USD0.0001	165,273	165,273
SCHLUMBERGER LTD COM COM	1,794,787	1,794,787
SCHWAB CHARLES CORP COM NEW	1,284,564	1,284,564
SOUTHWESTERN ENERGY CO COM	1,080,319	1,080,319
STAPLES INC	483,670	483,670
SYMANTEC CORP COM	1,023,389	1,023,389
SYMETRA FINL CORP COM	962,098	962,098
TELEDYNE TECHNOLOGIES INC COM	644,255	644,255
THERMO FISHER CORP	710,994	710,994
TOYOTA MTR CORP	1,045,910	1,045,910
TRAVELERS COS INC COM STK	972,085	972,085
TYSON FOODS INC	632,238	632,238
VALIDUS HOLDING LTD COM STK US	803,400	803,400
VIACOM INC NEW CL B	1,513,170	1,513,170
WAL-MART STORES INC COM	1,091,655	1,091,655
WATSON PHARMACEUTICALS INC COM	833,764	833,764
WELLS FARGO & CO	1,193,560	1,193,560
XILINX INC	1,549,902	1,549,902
YUM BRANDS INC COM	556,101	556,101
1ST HORIZON NATL CORP COM	2,690	2,690
3000 INDEX CTF (CMU3) FD	67,042,673	67,042,673
CY OF LONDON EMERGING FREE MKT	38,502,075	38,502,075
SANDERSON INTL VALUE FD	78,795,923	78,795,923
MFO GMO TR FGN FD CL III	86,433,616	86,433,616
SSGA MSCI EAFE INDEX NL CTF	61,471,964	61,471,964

**TY 2010 Investments Government
Obligations Schedule**

Name: The Annenberg Foundation

EIN: 23-6257083

**US Government Securities - End of
Year Book Value:** 88,037,504

**US Government Securities - End of
Year Fair Market Value:** 88,037,504

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2010 Investments - Other Schedule**Name:** The Annenberg Foundation**EIN:** 23-6257083

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ADAGE CAPITAL PARTNERS	FMV	93,005,436	93,005,436
BAUPOST VALUE PARTNERS IV,LP	FMV	37,247,756	37,247,756
LONE CASCADE	FMV	50,134,638	50,134,638
BROOKSIDE CAYMAN LTD	FMV	25,335,129	25,335,129
CONVEXITY CAP OFFSHORE-CLASS J	FMV	46,460,780	46,460,780
CF SUMMIT ROCK DIVERSIFIED STR	FMV	71,273,713	71,273,713
CF SUMMIT ROCK HEDGED EQUITY O	FMV	85,280,926	85,280,926
CF SUMMIT ROCK SELECT EQUITY O	FMV	52,578,215	52,578,215
CF SUMMIT ROCK STRATEGIC FIXED	FMV	19,816,743	19,816,743
CF BLACKSTONE PARTNERS OFF SHO	FMV	125,996,981	125,996,981
CF BLACKSTONE MARKET OPPORTUNI	FMV	16,554,134	16,554,134
CF WEATHERLOW OFFSHORE I LTD C	FMV	5,777,528	5,777,528
ETON PARK OVERSEAS LTD	FMV	28,232,120	28,232,120
GENERAL ATLANTIC PARTNERS	FMV	4,304,399	4,304,399
ESL LIMITED FD	FMV	41,658,650	41,658,650
BLACKSTONE RESOURCES SELECT	FMV	28,664,276	28,664,276
SUMMIT ROCK NAT RES (OFFSHORE)	FMV	25,909,030	25,909,030
WEATHERLOW OFFSHORE FD I LTD	FMV	5,019,440	5,019,440
ELLIOTT INTL LTD	FMV	37,278,522	37,278,522
JNV OVERSEAS LTD CL G SER 1 FD	FMV	41,529,789	41,529,789
SRA PRIVATE EQUITY	FMV	10,000,000	10,000,000

TY 2010 Land, Etc. Schedule**Name:** The Annenberg Foundation**EIN:** 23-6257083

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
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TY 2010 Legal Fees Schedule**Name:** The Annenberg Foundation**EIN:** 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SHEPARD MULLIN RICHTER & HMPTN	736,338	45,191		428,160
DILWORTH PAXSON LLP	280,608		4,825	320,620
REID & CO	49,665			49,665
CHRISTIAN & BOUKNIGHT LLC	23,620		23,620	21,780
PROSKAUER ROSE LLP	16,688			24,183
KIRK J RETZ, APC	16,320			16,320
BAKER & MCKENZIE SCP	15,393			12,984
HOLLAND & KNIGHT LLP	15,281			15,393
KATTEN MUCHIN ROSENMAN LLP	5,037			10,371
LANDWELL & ASSOCIATES	0			9,807
RASKIN PETER RUBIN SIMON LLP	330			330

TY 2010 Other Assets Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DEPOSIT FAPE	5,200,000	2,500,000	2,500,000
ACCRUED INTEREST RECEIVABLE	1,550,107	1,831,873	1,831,873
ACCRUED DIVIDENDS RECEIVABLE	1,127,160	1,212,284	1,212,284
EXCISE TAX RECEIVABLE	439,578	1,735,296	1,735,296
OTHER RECEIVABLES	266,290	286,150	286,150

TY 2010 Other Expenses Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TEMPORARY SERVICES	869,193			920,407
INSURANCE	314,873	87		314,786
MISCELLANEOUS PROGRAM EXPS				
METABOLIC STUDIO SUPPLIES	249,962			115,655
COMPUTER RELATED	407,609		10,151	392,512
SALES EXPENSE	255,469		251,931	3,488
OFFICE EXPENSE	245,800	712	7,446	257,246
POSTAGE & FREIGHT	79,279	799	6,332	75,461
DUES & SUBSCRIPTIONS	40,199		942	39,257
EMPLOYEE RELATED EXPENSES	77,274	193	462	34,980
EQUIPMENT & EQUIPMENT MAINT	60,155		1,928	46,181
STATIONARY, SUPPLIES	71,984		12,943	58,747
MISCELLANEOUS-SP EV ATTENDING	6,365			0
LOSS ON DISPOSAL OF ASSETS	21,761			21,761

TY 2010 Other Income Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EVENT INCOME - metabolic studio LLC	50		
INC-OTHER THAN CAP G/L SCHEDULES K-1		-2,092,506	

TY 2010 Other Increases Schedule**Name:** The Annenberg Foundation**EIN:** 23-6257083

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	223,594,735

TY 2010 Other Liabilities Schedule**Name:** The Annenberg Foundation**EIN:** 23-6257083

Description	Beginning of Year - Book Value	End of Year - Book Value
ROYALTIES/CONTRACTS PAYABLE	1,421,416	715,499
TENANT IMPROVEMENT ALLOWANCE	1,347,714	1,181,627
OTHER LIABILITIES	457,168	361,060
ACCRUED WAGES/BENEFITS	387,917	713,800
OTHER WITHHOLDING	12,750	36,082
DEFERRED EXCISE TAX LIABILITY	0	3,970,153

TY 2010 Other Professional Fees Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	14,761,487	14,760,824		
PROGRAM CONSULTING				
ANNENBERG LEARNER	3,068,236			3,068,236
ANNENBERG SP FOR PHOTOGRAPHY	4,621,190			4,652,410
COMPANION ANIMAL CENTER	393,281			371,473
EXPLORE	1,531,101			1,471,333
METABOLIC STUDIO	1,332,620			1,347,954
ADVERTISING AND MARKETING	269,989			267,325
COMPUTER SUPPORT	32,459			32,459
ALCHEMY AND PROGRAM	1,004,283			1,027,121
MISCELLANEOUS CONSULTING FEES	402,689			376,654

TY 2010 Sales Of Inventory Schedule**Name:** The Annenberg Foundation**EIN:** 23-6257083

Category	Gross Sales	Cost of Goods Sold	Net (Gross Sales Minus Cost of Goods Sold)
ANNENBERG LEARNER	1,856,136	558,933	1,297,203
ANNENBERG SPACE FOR PHOTOGRAPHY	27,209	14,535	12,674
METABOLIC STUDIO LLC	203	11,593	-11,390
EXPLORE ANNENBERG LLC	16,207		16,207

TY 2010 Taxes Schedule

Name: The Annenberg Foundation

EIN: 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAXES	2,670,326			
PERSONAL PROPERTY TAXES	53,354			
OTHER TAXES	1,032		839	193