

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation THE SUSAN THOMPSON BUFFETT FOUNDATION		A Employer identification number 47-6032365
Number and street (or P O box number if mail is not delivered to street address) 3555 FARNAM STREET STE 222	Room/suite	B Telephone number (see instructions) (402) 943-1300
City or town, state or province, country, and ZIP or foreign postal code OMAHA, NE 68131		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,731,731,558	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	204,231,344			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	575,025	575,025		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	17,248,977			
	b Gross sales price for all assets on line 6a 50,471,861				
	7 Capital gain net income (from Part IV, line 2)		23,608,195		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	2,077,840	0			
12 Total. Add lines 1 through 11	224,133,186	24,183,220			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	655,870	0	655,870	
	14 Other employee salaries and wages	2,438,231	0	2,438,231	
	15 Pension plans, employee benefits	780,741	0	780,741	
	16a Legal fees (attach schedule)	13,435	0	13,435	
	b Accounting fees (attach schedule)	25,535	0	25,535	
	c Other professional fees (attach schedule)	2,074,757	0	2,074,757	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	532,843	0	152,243	
	19 Depreciation (attach schedule) and depletion	257,285	0		
	20 Occupancy	315,173	0	315,173	
	21 Travel, conferences, and meetings	576,122	0	576,122	
	22 Printing and publications	57,307	0	57,307	
	23 Other expenses (attach schedule)	128,349	0	128,349	
	24 Total operating and administrative expenses. Add lines 13 through 23	7,855,648	0	7,217,763	
	25 Contributions, gifts, grants paid	673,777,153		450,319,788	
26 Total expenses and disbursements. Add lines 24 and 25	681,632,801	0	457,537,551		
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-457,499,615				
b Net investment income (if negative, enter -0-)		24,183,220			
c Adjusted net income (if negative, enter -0-)					

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						
	2 Savings and temporary cash investments	747,248	4,121,333	4,121,333			
	3 Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	4 Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	5 Grants receivable						
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)						
	7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____						
	8 Inventories for sale or use						
	9 Prepaid expenses and deferred charges	4,706	9,854	9,854			
	10a Investments—U S and state government obligations (attach schedule)	380,538,684	380,815,144	380,815,144			
	b Investments—corporate stock (attach schedule)	1,998,217,457	2,344,938,862	2,344,938,862			
	c Investments—corporate bonds (attach schedule)						
	11 Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	12 Investments—mortgage loans						
	13 Investments—other (attach schedule)						
	14 Land, buildings, and equipment basis ▶ _____ 3,192,523 Less accumulated depreciation (attach schedule) ▶ 1,346,158	2,056,170	1,846,365	1,846,365			
15 Other assets (describe ▶ _____)	2,506,000	0	0				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,384,070,265	2,731,731,558	2,731,731,558				
Liabilities	17 Accounts payable and accrued expenses	66,776	29,645				
	18 Grants payable	222,737,375	448,272,579				
	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 ▶ _____)						
23 Total liabilities (add lines 17 through 22)	222,804,151	448,302,224					
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	2,161,266,114	2,283,429,334				
	25 Temporarily restricted						
	26 Permanently restricted						
	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)	2,161,266,114	2,283,429,334					
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,384,070,265	2,731,731,558					

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	2,161,266,114
2	Enter amount from Part I, line 27a	2	-457,499,615
3	Other increases not included in line 2 (itemize) ▶ _____	3	579,662,835
4	Add lines 1, 2, and 3	4	2,283,429,334
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,283,429,334

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	461,000 SHS BERKSHIRE CLASS B STOCK	D	2007-03-13	2013-12-31
b	SECURITIES - VARIOUS DATES SOLD	P	2007-03-26	2013-12-31
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	50,469,282		26,860,903	23,608,379
b	2,579		2,763	-184
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			23,608,379
b			-184
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	23,608,195
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	

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))
2012	374,021,118	1,892,875,455	0.197594
2011	353,144,992	2,030,665,029	0.173906
2010	252,575,842	2,160,276,423	0.116918
2009	411,527,190	1,981,228,303	0.207713
2008	351,926,060	3,258,034,171	0.108018

2	Total of line 1, column (d).	2	0.804149
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	0.160830
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	2,607,458,404
5	Multiply line 4 by line 3.	5	419,357,535
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	241,832
7	Add lines 5 and 6.	7	419,599,367
8	Enter qualifying distributions from Part XII, line 4.	8	457,585,033

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

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

Table with 11 main rows and sub-rows (a-e) for credits and payments. Includes amounts like 241,832, 487,339, and 245,507.

Part VII-A Statements Regarding Activities

Table with 10 main rows (1a-10) and sub-rows (a-b) for questions regarding political activities, expenditures, and state reporting. Includes Yes/No columns.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ALLEN GREENBERG Telephone no (402) 943-1300 Located at 3555 FARNAM STREET SUITE 222 OMAHA NE ZIP +4 68131			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? 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 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 2013 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 2013.</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 2013?	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 instructions). Yes No

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TURKIZ GOKGOL 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIR INT'L PROGRAMS 40 00	341,982	45,112	0
JUDITH DESARNO 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIR DOMESTIC PROGRAM 40 00	316,013	50,643	0
DAVID KLINE 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIR OF MONITORING AN 40 00	228,415	41,616	0
STEPHEN HEARTWELL 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DEP DIR DOMESTIC PRO 40 00	220,983	46,858	0
SANDRA GARCIA 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DEPUTY DIRECTOR, RES 40 00	198,496	51,675	0
Total number of other employees paid over \$50,000.				10

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PHILLBER RESEARCH ASSOCIATES 16 MAIN STREET ACCORD, NY 12404	CONSULTING	494,838
GALLUP INC PO BOX 310284 DES MOINES, IA 50331	CONSULTING	350,552
IGBAL SHAH 1292 CHAMBESY SZ	CONSULTING	296,529
STAND AND DELIVER 95 SYCAMORE AVE MILL VALLEY, CA 94941	CONSULTING	226,549
HARVARD UNIVERSITY PO BOX 415649 BOSTON, MA 02241	CONSULTING	207,032

Total number of others receiving over \$50,000 for professional services. **3**

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 ALICE BUFFETT OUTSTANDING TEACHER AWARDS - 15 TEACHERS AWARDED \$10,000 (\$150,000 TOTAL)	55,942
2 SCHOLARSHIPS - AWARDED \$25,234,253 IN SCHOLARSHIPS	159,796
3	
4	

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

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

Total. Add lines 1 through 3 **0**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	2,646,132,999
b	Average of monthly cash balances.	1b	1,032,893
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	2,647,165,892
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	2,647,165,892
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	39,707,488
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,607,458,404
6	Minimum investment return. Enter 5% of line 5.	6	130,372,920

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

1	Minimum investment return from Part X, line 6.	1	130,372,920
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	241,832
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	241,832
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	130,131,088
4	Recoveries of amounts treated as qualifying distributions.	4	2,077,840
5	Add lines 3 and 4.	5	132,208,928
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	132,208,928

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	457,537,551
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	47,482
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	457,585,033
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	241,832
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	457,343,201

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				132,208,928
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	189,538,249			
b From 2009.	312,395,447			
c From 2010.	145,731,114			
d From 2011.	251,745,799			
e From 2012.	277,743,656			
f Total of lines 3a through e.	1,177,154,265			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>457,585,033</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				132,208,928
e Remaining amount distributed out of corpus	325,376,105			
5 Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,502,530,370			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	189,538,249			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,312,992,121			
10 Analysis of line 9				
a Excess from 2009.	312,395,447			
b Excess from 2010.	145,731,114			
c Excess from 2011.	251,745,799			
d Excess from 2012.	277,743,656			
e Excess from 2013.	325,376,105			

Part XIV Private Operating Foundations (see 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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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))

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

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

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

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

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

c Any submission deadlines

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


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 See Additional Data Table				
Total				▶ 3a 450,319,788

b <i>Approved for future payment</i> See Additional Data Table				
Total				▶ 3b 359,078,617

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
ALLEN GREENBERG  3555 FARNAM STREET STE 222 OMAHA, NE 68131	PRESIDENT 40 00	485,880	71,182	0
MELISSA HOW 3555 FARNAM STREET STE 222 OMAHA, NE 68131	SECRETARY/DIR GRANTS & FINANCE 40 00	169,990	61,256	0
PETER A BUFFETT 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0
GEOFFREY COWAN 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0
CAROL LOOMIS 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0
PATTI MATSON 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0
SUSAN A BUFFETT 3555 FARNAM STREET STE 222 OMAHA, NE 68131	BOARD CHAIR 1 00	0	0	0
ALLISON COWAN 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0

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>				
ACLU OF NEW MEXICO FOUNDATION PO BOX 566 ALBUQUERQUE, NM 87103	NONE	PC	PROJECT SUPPORT	151,161
ADVOCATES FOR YOUTH 2000 M STREET NW WASHINGTON, DC 20036	NONE	PC	PROJECT SUPPORT	1,253,610
ADVOCATES FOR YOUTH 2000 M STREET NW WASHINGTON, DC 20036	NONE	PC	PROJECT SUPPORT	601,820
AFRICAN POPULATION AND HEALTH RESEARCH CENTER MANGA CLOSE OFF KIRAWA ROAD P BOX, NAIROBI KE	NONE	PC	PROJECT SUPPORT	6,508
ALLIANCE FOR JUSTICE 121 DUPONT CIRCLE NW WASHINGTON, DC 20036	NONE	PC	PROJECT SUPPORT	549,753
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF VIRGINIA 701 E FRANKLIN ST RICHMOND, VA 23219	NONE	PC	PROJECT SUPPORT	125,586
AMERICAN CIVIL LIBERTIES UNION FOUNDATION 125 BROAD STREET NEW YORK, NY 10004	NONE	PC	PROJECT SUPPORT	1,500,578
AMERICAN COLLEGE OF NURSE MIDWIVES 8403 COLESVILLE RD SILVER SPRING, MD 20910	NONE	NC	PROJECT SUPPORT	526,672
AMERICAN COLLEGE OF OBSTETRICS AND GYNECOLOGY 409 12TH STREET SW WASHINGTON, DC 20024	NONE	PC	PROJECT SUPPORT	368,358
ASSOCIATION OF REPRODUCTIVE HEALTH PROFESSIONALS 1901 L STREET WASHINGTON, DC 20036	NONE	PC	PROJECT SUPPORT	80,000
BALLOT INITIATIVE STRATEGY CENTER FOUNDATION 1825 K STREET NW WASHINGTON, DC 20006	NONE	PC	PROJECT SUPPORT	50,000
BAYSTATE HEALTH INC 759 CHESTNUT ST SPRINGFIELD, MA 01199	NONE	PC	PROJECT SUPPORT	3,900
BETH ISRAEL DEACONESS MEDICAL CENTER 330 BROOKLINE AVE BOSTON, MA 02215	NONE	PC	PROJECT SUPPORT	125,072
BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM PO BOX 7726 AUSTIN, TX 787137726	NONE	PC	PROJECT SUPPORT	491,603
BOSTON MEDICAL CENTER CORPORATION 85 E CONCORD ST BOSTON, MA 02118	NONE	PC	PROJECT SUPPORT	301,269
Total			3a	450,319,788

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>				
BOSTON MEDICAL CENTER CORPORATION 85 E CONCORD ST BOSTON,MA 02118	NONE	PC	PROJECT SUPPORT	47,744
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER,CO 80301	NONE	PC	PROJECT SUPPORT	119,962
BRIGHAM AND WOMEN'S HOSPITAL 1620 TREMONT ST BOSTON,MA 02120	NONE	PC	PROJECT SUPPORT	81,300
BRIGHAM AND WOMEN'S HOSPITAL 75 FRANCIS STREET BOSTON,MA 02115	NONE	PC	PROJECT SUPPORT	344,594
CAMBRIDGE HEALTH ALLIANCE FOUNDATION 1493 CAMBRIDGE STREET CAMBRIDGE,MA 02139	NONE	SO I	PROJECT SUPPORT	269,277
CARE 151 ELLIS STREET NE ATLANTA,GA 30303	NONE	PC	PROJECT SUPPORT	6,719,690
CATHOLICS FOR CHOICE 1436 U ST NW WASHINGTON,DC 20009	NONE	PC	PROJECT SUPPORT	999,303
CATHOLICS FOR CHOICE 1436 U ST NW WASHINGTON,DC 20009	NONE	PC	PROJECT SUPPORT	1,002,197
CATOLICAS POR EL DERECHO A DECIDIR AYUNTAMIENTO NO 85 ENTRE MIGUEL ANGEL DE QUEVEDO Y DULCE OLIVA DELEGACION COYOAC MX	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	1,711,655
CEMICAMP-CENTRO DE PESQUISAS EM SAUDE MATERNO INFANTIL DE CAMPINAS RUA VITAL BRASIL 200 CAMPINAS BR	NONE	NC	PROJECT SUPPORT	222,914
CENTER FOR HEALTH AND GENDER EQUITY 1317 F STREET NW WASHINGTON,DC 20004	NONE	PC	PROJECT SUPPORT	249,799
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK,NY 10005	NONE	PC	PROJECT SUPPORT	3,752,057
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK,NY 10005	NONE	PC	PROJECT SUPPORT	2,504,552
CENTRAL COMMUNITY COLLEGE PO BOX 4903 GRAND ISLAND,NE 68802	NONE	PC	SCHOLARSHIPS	127,545
CENTRAL COMMUNITY COLLEGE PO BOX 4903 GRAND ISLAND,NE 68802	NONE	PC	SCHOLARSHIPS	77,771
Total				450,319,788

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>				
CHADRON STATE COLLEGE 1000 MAIN STREET CHADRON,NE 69337	NONE	PC	SCHOLARSHIPS	107,321
CHADRON STATE COLLEGE 1000 MAIN STREET CHADRON,NE 69337	NONE	PC	SCHOLARSHIPS	152,741
CINDY THIELFOLDT 3705 CHANDLER RD OMAHA,NE 68147	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
CITIZEN ENGAGEMENT LAB EDUCATION FUND 2150 ALLSTON WAY BERKELEY,CA 94704	NONE	PC	PROJECT SUPPORT	2,998,074
COLORADO DEPARTMENT OF PUBLIC HEALTH AND ENVIRONMENT 4300 CHERRY CREEK DR S DENVER,CO 802461530	NONE	PC	PROJECT SUPPORT	1,597,537
COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND REPRODUCTIVE RIGHTS PO BOX 40991 DENVER,CO 80204	NONE	PC	PROJECT SUPPORT	50,000
COLORADO YOUTH MATTER 1650 FRANKLIN STREET DENVER,CO 80218	NONE	PC	PROJECT SUPPORT	80,000
COMMUNICATIONS CONSORTIUM MEDIA CENTER 401 NINTH STREET NW WASHINGTON,DC 20004	NONE	PC	PROJECT SUPPORT	20,000
COMMUNICATIONS CONSORTIUM MEDIA CENTER 401 NINTH STREET NW WASHINGTON,DC 20004	NONE	PC	PROJECT SUPPORT	40,000
CONNIE TIPPERY 310 N 51ST STREET OMAHA,NE 68132	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
CONTRA COSTA REGIONAL HEALTH FOUNDATION 50 DOUGLAS DRIVE MARTINEZ,CA 94553	NONE	PC	PROJECT SUPPORT	74,987
CONWAY STRAGETIC 2432 20TH STREET NW WASHINGTON,DC 20009	NONE	NC	PROJECT SUPPORT	182,381
DARA ROSENBERG 14101 LARIMORE AVE OMAHA,NE 68164	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
DIANE SORENSEN 4711 NORTH 138TH STREET OMAHA,NE 68164	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON,DC 20006	NONE	PC	PROJECT SUPPORT	117,543
Total				450,319,788

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>				
DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON,DC 20006	NONE	PC	PROJECT SUPPORT	1,383,054
DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON,DC 20006	NONE	PC	PROJECT SUPPORT	3,324,365
DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON,DC 20006	NONE	PC	PROJECT SUPPORT	1,752,682
DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON,DC 20015	NONE	PC	PROJECT SUPPORT	13,282,464
DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON,DC 20015	NONE	PC	PROJECT SUPPORT	1,598,297
DONNA MCGONIGAL 6652 MAPLE STREET OMAHA,NE 68104	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
DUKE UNIVERSITY 2200 WEST MAIN ST DURHAM,NC 227054677	NONE	PC	PROJECT SUPPORT	132,448
DUKE UNIVERSITY POBOX 3084 DURHAM,NC 27710	NONE	PC	PROJECT SUPPORT	78,462
EMORY UNIVERSITY 1639 PIERCE DRIVE ATLANTA,GA 30322	NONE	PC	PROJECT SUPPORT	288,386
ENGENDER HEALTH 440 NINTH AVE NEW YORK,NY 10001	NONE	PC	PROJECT SUPPORT	2,283,970
ENGENDER HEALTH 440 NINTH AVENUE NEW YORK,NY 10001	NONE	PC	PROJECT SUPPORT	1,618,255
ENGENDER HEALTH 440 NINTH AVENUE NEW YORK,NY 10001	NONE	PC	PROJECT SUPPORT	4,824,754
EQUIDAD DE GENERO ABASOLO 201 COL DEL CARMEN CO MX	NONE	NC	PROJECT SUPPORT	1,920,000
FAMILY MEDICINE RESIDENCY OF IDAHO 777 NORTH RAYMOND ST BOISE,ID 83704	NONE	PC	PROJECT SUPPORT	75,564
FAMILY MEDICINE RESIDENCY OF IDAHO 777 NORTH RAYMOND ST BOISE,ID 83704	NONE	PC	PROJECT SUPPORT	78,221
Total				450,319,788

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>				
FAMILY PLANNING ASSOCIATION OF MAINE INC 43 GABRIEL DRIVE AUGUSTA, ME 04332	NONE	PC	PROJECT SUPPORT	265,069
FEDERAL DEMOCRATIC REPUBLIC OF ETHIOPIA MINISTRY OF HEALTH POSTAL CODE 1234 ADDISS ABABA ET	NONE	NC	PROJECT SUPPORT	1,260,838
FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD ARLINGTON, VA 22209	NONE	PC	PROJECT SUPPORT	201,275
FIGO CHARITABLE FOUNDATION FIGO HOUSE STE 3 WATERLOO CT 10 THEED STREET LONDON UK	NONE	PF	PROJECT SUPPORT	788,070
FIGO CHARITABLE FOUNDATION FIGO HOUSE STE 3 WATERLOO CT 10 THEED STREET LONDON UK	NONE	PF	PROJECT SUPPORT	195,793
FOCUS POINTS FAMILY RESOURCE CENTER 2501 EAST 48TH AVE DENVER, CO 80216	NONE	PC	PROJECT SUPPORT	90,000
FOUNDATION FOR EXXCELLENCE IN WOMEN'S HEALTH CARE 2915 VINE ST DALLAS, TX 75252	NONE	PC	PROJECT SUPPORT	245,298
FOUNDATION OF THE UNIVERSITY OF MEDICINE AND DENTISTRY IN NEW JERSEY 1 ROBERT WOOD JOHNSON PLACE NEW BRUNSWICK, NJ 08943	NONE	SO I	PROJECT SUPPORT	81,250
FUND FOR PUBLIC HEALTH IN NEW YORK INC 22 CORTLAND STREET NEW YORK, NY 10007	NONE	PC	PROJECT SUPPORT	45,862
FUND FOR PUBLIC HEALTH IN NEW YORK INC 22 CORTLANDT ST NEW YORK, NY 10007	NONE	PC	PROJECT SUPPORT	175,945
FUNDACION ESAR CARRERA 18 33A-27 BOGOTA CO	NONE	NC	PROJECT SUPPORT	10,070,902
FUNDERS NETWORK ON POPULATION REPRODUCTIVE HEALTH AND RIGHTS PO BOX 750 ROCKVILLE, MD 20848	NONE	PC	PROJECT SUPPORT	75,000
FUNDERS NETWORK ON POPULATION REPRODUCTIVE HEALTH AND RIGHTS PO BOX 750 ROCKVILLE, MD 20848	NONE	PC	PROJECT SUPPORT	112,000
GEORGE WASHINGTON UNIVERSITY 2121 I STREET WASHINGTON, DC 20052	NONE	PC	PROJECT SUPPORT	703,674
GLOBAL JUSTICE CENTER 275 7TH AVE NEW YORK, NY 10001	NONE	PC	PROJECT SUPPORT	209,527
Total				450,319,788

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>				
GLOBAL JUSTICE CENTER 275 7TH AVE NEW YORK, NY 10001	NONE	PC	PROJECT SUPPORT	150,000
GOOD WORKS GROUP 1430 FRONT STREET LOUISVILLE, CO 80027	NONE	NC	PROJECT SUPPORT	527,241
GOOD WORKS GROUP 1430 FRONT STREET LOUISVILLE, CO 80027	NONE	NC	PROJECT SUPPORT	264,418
GROUP HEALTH COOPERATIVE FAMILY MEDICINE RESIDENCY 125 16TH AVE E SEATTLE, WA 98112	NONE	PC	PROJECT SUPPORT	37,502
GROUP HEALTH COOPERATIVE FAMILY MEDICINE RESIDENCY 125 16TH AVE E SEATTLE, WA 98112	NONE	PC	PROJECT SUPPORT	41,641
GRUPO DE INFORMACION EN REPRODUCCION APARTADO POSTAL 21-547 ADMON 21 COYOACAN MX	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	300,000
GRUPO DE INFORMACION EN REPRODUCCION APARTADO POSTAL 21-547 ADMON 21 COYOACAN MX	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	44,000
GRUPO DE INFORMACION EN REPRODUCCION VIENA 160 DEL CARMEN COYOACAN MX	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	1,093,075
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	PC	PROJECT SUPPORT	123,283
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	PC	PROJECT SUPPORT	1,200,294
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	PC	PROJECT SUPPORT	284,321
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	PC	PROJECT SUPPORT	172,983
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	PC	PROJECT SUPPORT	2,008,142
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	PC	PROJECT SUPPORT	1,999,448
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	PC	PROJECT SUPPORT	1,628,059
Total				450,319,788

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>				
GYNUITY 15 EAST 26TH STREET NEW YORK, NY 10010	NONE	NC	PROJECT SUPPORT	1,328,762
GYNUITY 15 EAST 26TH STREET NEW YORK, NY 10010	NONE	NC	PROJECT SUPPORT	1,273,509
GYNUITY 15 EAST 26TH STREET NEW YORK, NY 10010	NONE	NC	PROJECT SUPPORT	541,985
HARTFORD HOSPITAL 111 PARK STREET HARTFORD, CT 06109	NONE	PC	PROJECT SUPPORT	344,510
HEATHER BRYAN 5050 SOUTH 51ST STREET OMAHA, NE 68117	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
HEKTOEN INSTITUTE FOR MEDICAL RESEARCH 2240 WEST OGDEN AVE CHICAGO, IL 606124220	NONE	PC	PROJECT SUPPORT	125,372
HEKTOEN INSTITUTE FOR MEDICAL RESEARCH 2240 WEST OGDEN AVE CHICAGO, IL 606124220	NONE	PC	PROJECT SUPPORT	71,948
INSTITUTO DE LEDERAZGO SIMONE DE BEAUVOIR AC (ILSB) RTABASCO NO 68 DEPOT 3 COLROMA DEL CUAHHEMOC MX	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	53,000
INTERNATIONAL PLANNED PARENTHOOD FEDERATION- WESTERN HEMISPHERE REGION 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10037	NONE	PC	PROJECT SUPPORT	3,994,823
INTERNATIONAL PLANNED PARENTHOOD FEDERATION- WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036	NONE	SO I	PROJECT SUPPORT	318,083
INTERNATIONAL PLANNED PARENTHOOD FEDERATION- WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036	NONE	SO I	PROJECT SUPPORT	899,786
INTERNATIONAL PLANNED PARENTHOOD FEDERATION- WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036	NONE	SO I	PROJECT SUPPORT	2,155,381
INTERNATIONAL PLANNED PARENTHOOD FEDERATION- WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036	NONE	SO I	PROJECT SUPPORT	2,275,026
INTERNATIONAL PLANNED PARENTHOOD FEDERATION- WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036	NONE	SO I	PROJECT SUPPORT	751,049
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND ST NEW YORK, NY 10168	NONE	PC	PROJECT SUPPORT	5,062,718
Total			3a	450,319,788

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>				
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	PC	PROJECT SUPPORT	3,003,043
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	PC	PROJECT SUPPORT	2,444,504
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	PC	PROJECT SUPPORT	662,272
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	PC	PROJECT SUPPORT	811,200
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	PC	PROJECT SUPPORT	673,860
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	PC	PROJECT SUPPORT	11,531,202
IPAS 300 MARKET STREET CHAPEL HILL, NC 67002	NONE	PC	PROJECT SUPPORT	2,107,795
JOHNS HOPKINS UNIVERSITY 733 N BROADWAY BALTIMORE, MD 21205	NONE	PC	PROJECT SUPPORT	289,628
LAFRANCE ASSOCIATES LLC 170 CAPP STREET SAN FRANCISCO, CA 94110	NONE	NC	PROJECT SUPPORT	105,000
LINDA VERNON 2021 SAINT MARYS AVE OMAHA, NE 68102	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
LINDA WOOD 7400 NORTH 60TH STREET OMAHA, NE 68152	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
LORI MAESTAS 3215 CUMING STREET OMAHA, NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
MAGEE-WOMENS RESEARCH INSTITUTE AND FOUNDATION 3339 WARD ST PITTSBURGH, PA 15213	NONE	PC	PROJECT SUPPORT	252,377
MARY LINCOLN 6901 BURT STREET OMAHA, NE 68132	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
MAZZONI CENTER 21 SOUNT 12TH STREET PHILADELPHIA, PA 19107	NONE	PC	PROJECT SUPPORT	236,301
Total			3a	450,319,788

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>				
MEDICAL EMERGENCY RELIEF INTERNATIONAL 207 OLD STREET LONDON UK	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	3,063,561
MEDICAL STUDENTS FOR CHOICE PO BOX 40188 PHILADELPHIA,PA 19106	NONE	PC	PROJECT SUPPORT	450,765
MEDICINES360 275 BATTERY STREET SAN FRANCISCO,CA 94111	NONE	PC	PROJECT SUPPORT	15,109,052
MEDSTAR WASHINGTON HOSPITAL CENTER 110 IRVING STREET NW WASHINGTON,DC 20010	NONE	PC	PROJECT SUPPORT	397,572
MEDSTAR WASHINGTON HOSPITAL CENTER 110 IRVING STREET NW WASHINGTON,DC 20010	NONE	PC	PROJECT SUPPORT	354,694
MEMORIAL HOSPITAL OF RHODE ISLAND 111 BREWSTER ST PAWTUCKET,RI 02860	NONE	PC	PROJECT SUPPORT	74,164
METROPOLITAN COMMUNITY COLLEGE PO BOX 3777 OMAHA,NE 68130	NONE	PC	SCHOLARSHIPS	197,392
METROPOLITAN COMMUNITY COLLEGE PO BOX 3777 OMAHA,NE 68130	NONE	PC	SCHOLARSHIPS	71,530
MID PLAINS COMMUNITY COLLEGE 601 W STATE FARM ROAD NORTH PLATTE,NE 69101	NONE	PC	SCHOLARSHIPS	18,098
MONTEFIORE MEDICAL CENTER 3544 JEROME AVE BRONX,NY 10467	NONE	PC	PROJECT SUPPORT	850,699
MONTEFIORE MEDICAL CENTER 3544 JEROME AVE BRONX,NY 10467	NONE	PC	PROJECT SUPPORT	832,415
MONTEFIORE MEDICAL CENTER 3544 JEROME AVE BRONX,NY 10467	NONE	PC	PROJECT SUPPORT	50,000
MONTEFIORE MEDICAL CENTER 3544 JEROME AVE BRONX,NY 10467	NONE	PC	PROJECT SUPPORT	65,642
MONTEFIORE MEDICAL CENTER 3544 JEROME AVE BRONX,NY 10467	NONE	PC	PROJECT SUPPORT	79,800
MONTEFIORE MEDICAL CENTER 3544 JEROME AVE BRONX,NY 10467	NONE	PC	PROJECT SUPPORT	353,023
Total			3a	450,319,788

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>				
MOUNT SINAI MEDICAL CENTER 1176 5TH AVE NEW YORK, NY 10029	NONE	PC	PROJECT SUPPORT	83,600
MOUNT SINAI MEDICAL CENTER 1176 5TH AVENUE NEW YORK, NY 10029	NONE	PC	PROJECT SUPPORT	47,400
MSI-US PO BOX 35528 WASHINGTON, DC 20033	NONE	SO I	PROJECT SUPPORT	3,442,891
MSI-US PO BOX 35528 WASHINGTON, DC 20033	NONE	SO I	PROJECT SUPPORT	4,558,644
MSI-US PO BOX 35528 WASHINGTON, DC 20033	NONE	SO I	PROJECT SUPPORT	-62,236
MSI-US PO BOX 35528 WASHINGTON, DC 20033	NONE	SO I	PROJECT SUPPORT	4,999,543
MSI-US PO BOX 35528 WASHINGTON, DC 20033	NONE	SO I	PROJECT SUPPORT	1,305,470
MSI-US PO BOX 35528 WASHINGTON, DC 20033	NONE	SO I	PROJECT SUPPORT	7,968,970
MSI-US PO BOX 35528 WASHINGTON, DC 20033	NONE	SO I	PROJECT SUPPORT	15,127,841
MSI-US PO BOX 35528 WASHINGTON, DC 20033	NONE	SO I	PROJECT SUPPORT	319,359
NAF HOTLINE FUND 1660 L STREET NW WASHINGTON, DC 20036	NONE	SO I	PROJECT SUPPORT	3,606,804
NAF HOTLINE FUND 1660 L STREET NW WASHINGTON, DC 20036	NONE	SO I	PROJECT SUPPORT	26,558,934
NANCY RAMPEY-BINIAMOW 2606 HAMILTON STREET OMAHA, NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
NARAL PRO-CHOICE VIRGINIA FOUNDATION BOX 1204 ALEXANDRIA, VA 22313	NONE	PC	PROJECT SUPPORT	756,236
NATIONAL ABORTION FEDERATION 1660 L ST NW WASHINGTON, DC 20036	NONE	PC	PROJECT SUPPORT	1,251,990
Total			3a	450,319,788

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>				
NATIONAL ABORTION FEDERATION 1660 L STREET NW WASHINGTON,DC 20036	NONE	PC	PROJECT SUPPORT	399,936
NATIONAL COMMITTEE FOR MATERNAL AND NEONATAL HEALTH 36-C STREET 14 OFF KHAYABAN-E-SHAMS EER KARACHI PK	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	642,679
NATIONAL FAMILY PLANNING AND REPRODUCTIVE HEALTH ASSOCIATION 1627 K STREET NW WASHINGTON,DC 20006	NONE	PC	PROJECT SUPPORT	501,217
NATIONAL FAMILY PLANNING AND REPRODUCTIVE HEALTH ASSOCIATION 1627 K STREET NW WASHINGTON,DC 20006	NONE	PC	PROJECT SUPPORT	2,003,940
NATIONAL FAMILY PLANNING AND REPRODUCTIVE HEALTH ASSOCIATION 1627 K STREET WASHINGTON,DC 20006	NONE	PC	PROJECT SUPPORT	4,797,969
NATIONAL HEALTH LAW PROGRAM 3701 WILSHIRE BLVD LOS ANGELES,CA 90010	NONE	PC	PROJECT SUPPORT	1,247,934
NATIONAL HEALTH LAW PROGRAM 3701 WILSHIRE BLVD LOS ANGELES,CA 90010	NONE	PC	PROJECT SUPPORT	1,001,688
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BLVD LOS ANGELES,CA 90010	NONE	PC	PROJECT SUPPORT	500,932
NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH 470 PARK AVE SOUTH NEW YORK,NY 10016	NONE	PC	PROJECT SUPPORT	1,849,232
NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH 470 PARK AVE SOUTH NEW YORK,NY 10016	NONE	PC	PROJECT SUPPORT	300,121
NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH 470 PARK AVENUE SOUTH NEW YORK,NY 10009	NONE	PC	PROJECT SUPPORT	250,204
NATIONAL LATINA INSTITUTE FOR REPRODUCTIVE HEALTH 50 BROAD STREET NEW YORK,NY 10004	NONE	PC	PROJECT SUPPORT	504,712
NATIONAL LATINA INSTITUTE FOR REPRODUCTIVE HEALTH 50 BROAD STREET NEW YORK,NY 10004	NONE	PC	PROJECT SUPPORT	501,627
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON,MA 02117	NONE	PC	PROJECT SUPPORT	1,201,420
NATIONAL PARTNERSHIP FOR WOMEN AND FAMILIES 1875 CONNECTICUT AVE NW WASHINGTON,DC 20009	NONE	PC	PROJECT SUPPORT	641,342
Total				450,319,788

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>				
NATIONAL PARTNERSHIP FOR WOMEN AND FAMILIES 1875 CONNECTICUT AVE NW WASHINGTON,DC 20009	NONE	PC	PROJECT SUPPORT	366,471
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE WASHINGTON,DC 20036	NONE	PC	PROJECT SUPPORT	3,713,431
NATIVIDAD MEDICAL FOUNDATION 1441 CONSTITUTION BLVD SALINAS,CA 93906	NONE	PC	PROJECT SUPPORT	28,600
NEBRASKA COLLEGE OF TECHNICAL AGRICULTURE PO BOX 880411 LINCOLN,NE 68588	NONE	PC	SCHOLARSHIPS	16,500
NEBRASKA COLLEGE OF TECHNICAL AGRICULTURE PO BOX 880411 LINCOLN,NE 68588	NONE	PC	SCHOLARSHIPS	15,277
NET FOUNDATION FOR TELEVISION 1800 NORTH 33RD ST LINCOLN,NE 68503	NONE	PC	PROJECT SUPPORT	1,000
NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036	NONE	PC	PROJECT SUPPORT	400,727
NEW YORK UNIVERSITY 550 1ST AVENUE NEW YORK,NY 10016	NONE	PC	PROJECT SUPPORT	220,979
NORTHEAST COMMUNITY COLLEGE PO BOX 469 NORFOLK,NE 68702	NONE	PC	SCHOLARSHIPS	102,723
NORTHEAST COMMUNITY COLLEGE PO BOX 469 NORFOLK,NE 68702	NONE	PC	SCHOLARSHIPS	113,798
NORTHWESTERN UNIVERSITY 680 N LAKE SHORE DRIVE CHICAGO,IL 60611	NONE	PC	PROJECT SUPPORT	250,469
NUCLEAR THREAT INITIATIVE 1747 PENNSYLVANIA AVENUE NW WASHINGTON,DC 20006	NONE	PC	PROJECT SUPPORT	7,002,467
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON PARK RD PORTLAND,OR 97239	NONE	PC	PROJECT SUPPORT	264,182
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON PARK RD PORTLAND,OR 97239	NONE	PC	PROJECT SUPPORT	75,082
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON PARK RD PORTLAND,OR 97239	NONE	PC	PROJECT SUPPORT	38,679
Total				450,319,788

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>				
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON PARK RD PORTLAND, OR 97239	NONE	PC	PROJECT SUPPORT	38,783
PATRICK DERR 7400 NORTH 60TH STREET OMAHA, NE 68152	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
PERU STATE COLLEGE PO BOX 10 PERU, NE 68421	NONE	PC	SCHOLARSHIPS	104,483
PERU STATE COLLEGE PO BOX 10 PERU, NE 68421	NONE	PC	SCHOLARSHIPS	111,682
PHYSICIANS FOR REPRODUCTIVE HEALTH 55 WEST 39TH ST NEW YORK, NY 10018	NONE	PC	PROJECT SUPPORT	981,847
PHYSICIANS FOR REPRODUCTIVE HEALTH 55 WEST 39TH ST NEW YORK, NY 10018	NONE	PC	PROJECT SUPPORT	1,465,324
PHYSICIANS FOR REPRODUCTIVE HEALTH 55 WEST 39TH ST NEW YORK, NY 10018	NONE	PC	PROJECT SUPPORT	266,936
PLANNED PARENTHOOD ACTION FUND 434 W 33RD STREET NEW YORK, NY 10001	NONE	NC	PROJECT SUPPORT	7,267,000
PLANNED PARENTHOOD ARIZONA 5651 NORTH 7TH STREET PHOENIX, AZ 85014	NONE	PC	PROJECT SUPPORT	25,000
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	PC	PROJECT SUPPORT	2,404,505
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	PC	PROJECT SUPPORT	14,548,120
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	PC	PROJECT SUPPORT	20,132,494
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	PC	PROJECT SUPPORT	1,654,706
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	PC	PROJECT SUPPORT	3,032,811
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	PC	PROJECT SUPPORT	6,890,324
Total				450,319,788

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>				
PLANNED PARENTHOOD MAR MONTE 1605 THE ALAMEDA SAN JOSE, CA 95126	NONE	PC	PROJECT SUPPORT	25,000
PLANNED PARENTHOOD MAR MONTE 1605 THE ALAMEDA SAN JOSE, CA 95126	NONE	PC	PROJECT SUPPORT	25,000
PLANNED PARENTHOOD OF CENTRAL AND GREATER NORTHERN NEW JERSEY 196 SPEEDWELL AVE MORRISTOWN, NJ 07960	NONE	PC	PROJECT SUPPORT	50,000
PLANNED PARENTHOOD OF HAWAII 1350 S KING STREET HONOLULU, HI 96814	NONE	PC	PROJECT SUPPORT	178,185
PLANNED PARENTHOOD OF METROPOLITAN NEW JERSEY 151 WASHINGTON ST NEWARK, NJ 07102	NONE	PC	PROJECT SUPPORT	50,000
PLANNED PARENTHOOD OF MINNESOTA NORTH DAKOTA AND SOUTH DAKOTA 671 VANDALIA ST ST PAUL, MN 55114	NONE	PC	PROJECT SUPPORT	519,313
PLANNED PARENTHOOD OF NORTH FLORIDA 3850 BEACH BLVD JACKSONVILLE, FL 32207	NONE	PC	PROJECT SUPPORT	25,000
PLANNED PARENTHOOD OF ORANGE AND SAN BERNADINO COUNTIES 700 S TUSTIN STREET ORANGE, CA 92866	NONE	PC	PROJECT SUPPORT	25,000
PLANNED PARENTHOOD OF SOUTHEASTERN VIRGINIA 515 NEWTOWN ROAD VIRGINIA BEACH, VA 23455	NONE	PC	PROJECT SUPPORT	42,760
PLANNED PARENTHOOD OF SOUTHERN NEW JERSEY 317 S BROADWAY CAMDEN, NJ 08103	NONE	PC	PROJECT SUPPORT	25,000
PLANNED PARENTHOOD OF THE GREAT NORTHWEST 2001 E MADISON ST SEATTLE, WA 98122	NONE	PC	PROJECT SUPPORT	374,200
PLANNED PARENTHOOD OF THE HEARTLAND 1171 SEVENTH ST DES MOINES, IA 50314	NONE	PC	PROJECT SUPPORT	440,271
PLANNED PARENTHOOD OF THE HEARTLAND 1171 SEVENTH ST DES MOINES, IA 50314	NONE	PC	PROJECT SUPPORT	344,011
PLANNED PARENTHOOD OF THE HEARTLAND 1171 SEVENTH ST DES MOINES, IA 50314	NONE	PC	PROJECT SUPPORT	2,000,649
PLANNED PARENTHOOD OF THE HEARTLAND 1171 SEVENTH ST DES MOINES, IA 50314	NONE	PC	PROJECT SUPPORT	1,000,000
Total				450,319,788

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>				
PLANNED PARENTHOOD OF THE NORTH COUNTRY NY 66 BRINKERHOFF STREET PLATTSBURGH, NY 12901	NONE	PC	PROJECT SUPPORT	76,000
PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E 38TH DENVER, CO 80207	NONE	PC	PROJECT SUPPORT	301,338
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN 425 CHERRY SE GRAND RAPIDS, MI 49503	NONE	PC	PROJECT SUPPORT	25,000
PLANNED PARENTHOOD OF WESTERN PENNSYLVANIA 933 LIBERTY AVE PITTSBURGH, PA 15222	NONE	PC	PROJECT SUPPORT	244,311
PLANNED PARENTHOOD SHASTA PACIFIC 2185 PACHEO STREET CONCORD, CA 94520	NONE	PC	PROJECT SUPPORT	50,000
PLANNED PARENTHOOD TRUST OF SOUTH TEXAS 104 BABCOCK ROAD SAN ANTONIO, TX 78201	NONE	PC	PROJECT SUPPORT	374,804
POPULATION COUNCIL ONE DAG HAMERSKOLD PLAZA NEW YORK, NY 10017	NONE	PC	PROJECT SUPPORT	1,506,000
POPULATION COUNCIL ONE DAG HAMERSKOLD PLAZA NEW YORK, NY 10017	NONE	PC	PROJECT SUPPORT	1,849,910
POPULATION COUNCIL ONE DAG HAMERSKOLD PLAZA NEW YORK, NY 10017	NONE	PC	PROJECT SUPPORT	1,246,795
POPULATION COUNCIL ONE DAG HAMERSKOLD PLAZA NEW YORK, NY 10017	NONE	PC	PROJECT SUPPORT	539,179
POPULATION SERVICES INTERNATIONAL 1120 19TH ST NW WASHINGTON, DC 20036	NONE	PC	PROJECT SUPPORT	45,954,954
POPULATION SERVICES INTERNATIONAL 1120 19TH ST NW WASHINGTON, DC 20036	NONE	PC	PROJECT SUPPORT	244,977
PROGRESSNOW EDUCATION FUND 1600 UNIVERSITY AVENUE W ST PAUL, MN 55104	NONE	PC	PROJECT SUPPORT	131,051
PROVIDE INC 47 THORNDIKE STREET CAMBRIDGE, MA 02141	NONE	PC	PROJECT SUPPORT	1,001,877
PUBLIC HEALTH SOLUTIONS 40 WORTH STREET NEW YORK, NY 10013	NONE	PC	PROJECT SUPPORT	724,579
Total			3a	450,319,788

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>				
REBECCA HERSKOVITZ 3030 SPAULDING STREET OMAHA, NE 68111	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT IRVINE 101 THE CITY DRIVE SOUTH ORANGE, CA 92868	NONE	PC	PROJECT SUPPORT	241,227
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143	NONE	PC	PROJECT SUPPORT	83,451
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94118	NONE	PC	PROJECT SUPPORT	50,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143	NONE	PC	PROJECT SUPPORT	652,956
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143	NONE	PC	PROJECT SUPPORT	586,089
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO, CA 94143	NONE	PC	PROJECT SUPPORT	3,990,048
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO, CA 94143	NONE	PC	PROJECT SUPPORT	2,994,190
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO, CA 94143	NONE	PC	PROJECT SUPPORT	353,166
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO, CA 94143	NONE	PC	PROJECT SUPPORT	495,166
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO, CA 94143	NONE	PC	PROJECT SUPPORT	576,648
REGENTS OF THE UNIVERSITY OF COLORADO 12631 E 17TH AVE AURORA, CO 80045	NONE	PC	PROJECT SUPPORT	428,129
REGENTS OF THE UNIVERSITY OF COLORADO 12631 E 17TH AVE AURORA, CO 80045	NONE	PC	PROJECT SUPPORT	351,667
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE STREET ANN ARBOR, MI 48109	NONE	PC	PROJECT SUPPORT	308,300
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE STREET ANN ARBOR, MI 48109	NONE	PC	PROJECT SUPPORT	751,882
Total				450,319,788

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 MICHIGAN 3003 S STATE STREET ANN ARBOR, MI 48109	NONE	PC	PROJECT SUPPORT	83,460
REGENTS OF THE UNIVERSITY OF NEBRASKA-KEARNEY 2504 9TH AVE KEARNEY, NE 68849	NONE	PC	SCHOLARSHIPS	1,283,884
REGENTS OF THE UNIVERSITY OF NEBRASKA-KEARNEY 2504 9TH AVE KEARNEY, NE 68849	NONE	PC	SCHOLARSHIPS	1,657,964
REGENTS OF THE UNIVERSITY OF NEBRASKA-LINCOLN 17 ADMINISTRATION BUILDING LINCOLN, NE 68588	NONE	PC	SCHOLARSHIPS	4,139,765
REGENTS OF THE UNIVERSITY OF NEBRASKA-LINCOLN 17 ADMINISTRATION BUILDING LINCOLN, NE 68588	NONE	PC	SCHOLARSHIPS	4,612,807
REGENTS OF THE UNIVERSITY OF NEBRASKA-OMAHA EPPLEY ADMINISTRATION BUILDING OMAHA, NE 68182	NONE	PC	SCHOLARSHIPS	3,515,863
REGENTS OF THE UNIVERSITY OF NEBRASKA-OMAHA EPPLEY ADMINISTRATION BUILDING OMAHA, NE 68182	NONE	PC	SCHOLARSHIPS	3,850,355
RELIGIOUS COALITION FOR REPRODUCTIVE CHOICE EDUCATIONAL FUND 1413 K STREET NW WASHINGTON, DC 20005	NONE	PC	PROJECT SUPPORT	973,444
RELIGIOUS COALITION FOR REPRODUCTIVE CHOICE EDUCATIONAL FUND 1413 K STREET NW WASHINGTON, DC 20005	NONE	PC	PROJECT SUPPORT	250,488
REPRODUCTIVE HEALTH MATTERS 444 HIGHGATE STUDIOS 53-79 HIGHGATE ROAD LONDON UK	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	764,363
RH REALITY CHECK 10125 COLESVILLE ROAD SILVER SPRING, MD 20910	NONE	PC	PROJECT SUPPORT	999,845
RUTGERS NEW JERSEY MEDICAL SCHOOL 183 SOUTH ORANGE AVE NEWARK, NJ 07103	NONE	PC	PROJECT SUPPORT	47,965
SALEM BAPTIST CHURCH 3131 LAKE STREET OMAHA, NE 68111	NONE	PC	PROJECT SUPPORT	5,000
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	NONE	PC	PROJECT SUPPORT	288,126
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	NONE	PC	PROJECT SUPPORT	4,954,698
Total				450,319,788

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>				
SOCIETY OF FAMILY PLANNING RESEARCH FUND 255 SOUTH 17TH STREET PHILADELPHIA,PA 19103	NONE	NC	PROJECT SUPPORT	4,319,552
SONOMA COUNTY ACADEMIC FOUNDATION FOR EXCELLENCE IN MEDICINE 3569 ROUND BARN CIRCLE SANTA ROSA,CA 00954	NONE	PC	PROJECT SUPPORT	73,233
SOUTHEAST COMMUNITY COLLEGE 8800 O STREET LINCOLN,NE 68520	NONE	PC	SCHOLARSHIPS	305,945
SOUTHWEST OPEN SCHOOL PO BOX DD CORTEZ,CO 81321	NONE	PC	PROJECT SUPPORT	13,500
STANFORD UNIVERSITY 300 PASTEUR R H333 STANFORD,CA 94305	NONE	PC	PROJECT SUPPORT	34,505
STANFORD UNIVERSITY 300 PASTEUR R H333 STANFORD,CA 94305	NONE	PC	PROJECT SUPPORT	329,069
SUGAR PALM FOUNDATION USA 12384 ANTILLE DRIVE BOCA RATON,FL 33428	NONE	POF	PROJECT SUPPORT	1,850,252
TANYA ARCHIE 5120 MAPLE STREET OMAHA,NE 68104	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
TEAMMATES 6801 O STREET LINCOLN,NE 68510	NONE	PC	PROJECT SUPPORT	10,000
TERI LISKO 3420 NORTH 78TH STREET OMAHA,NE 68134	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS 809 S MARSHFIELD AVE CHICAGO,IL 60612	NONE	PC	PROJECT SUPPORT	181,141
THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS 809 S MARSHFIELD AVE CHICAGO,IL 60612	NONE	PC	PROJECT SUPPORT	322,272
THE GLOVER PARK GROUP LLC 1025 F STREET NW WASHINGTON,DC 20001	NONE	NC	PROJECT SUPPORT	4,213,722
THE HENRY J KAISER FAMILY FOUNDATION 2400 SAND HILL ROAD MENLO PARK,CA 94702	NONE	POF	PROJECT SUPPORT	1,587,208
THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED PREGNANCY 1776 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	NONE	PC	PROJECT SUPPORT	550,845
Total				450,319,788

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>				
THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED PREGNANCY 1776 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	NONE	PC	PROJECT SUPPORT	201,750
THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED PREGNANCY 1776 MASSACHUSETTS AVE NW WASHINGTON,DC 20036	NONE	PC	PROJECT SUPPORT	852,825
THE ONE CAMPAIGN 1400 EYE STREET NW WASHINGTON,DC 20005	NONE	PC	PROJECT SUPPORT	1,002,369
THE REGENTS OF THE UNIVERSITY OF COLORADO 12631 E 17 AVE AURORA,CO 80045	NONE	PC	PROJECT SUPPORT	295,538
THE REGENTS OF THE UNIVERSITY OF NEBRASKA 134 VARNER HALL LINCOLN,NE 68583	NONE	PC	SCHOLARSHIPS	3,146,720
THE REGENTS OF THE UNIVERSITY OF NEW MEXICO 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE,NM 87131	NONE	PC	PROJECT SUPPORT	339,347
THE REGENTS OF THE UNIVERSITY OF NEW MEXICO 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE,NM 87131	NONE	PC	PROJECT SUPPORT	47,639
THE TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3400 SPRUCE STREET PHILADELPHIA,PA 19104	NONE	PC	PROJECT SUPPORT	338,849
THE UNIVERSITY OF CHICAGO 5841 S MARYLAND AVE CHICAGO,IL 60637	NONE	PC	PROJECT SUPPORT	343,527
TRUSTEES OF COLUMBIA UNIVERSITY 622 W 168TH STREET NEW YORK,NY 10032	NONE	PC	PROJECT SUPPORT	430,014
TRUSTEES OF COLUMBIA UNIVERSITY 622 W 168TH STREET NEW YORK,NY 10032	NONE	PC	PROJECT SUPPORT	337,218
TRUSTEES OF COLUMBIA UNIVERSITY 622 W 168TH STREET NEW YORK,NY 10032	NONE	PC	PROJECT SUPPORT	82,232
TRUSTEES OF DARTMOUTH COLLEGE 11 ROPE FERRY ROAD HANOVER,NH 037551404	NONE	PC	PROJECT SUPPORT	349,411
TRUSTEES OF INDIANA UNIVERSITY 980 INDIANA AVENUE INDIANAPOLIS,IN 46202	NONE	PC	PROJECT SUPPORT	399,127
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3400 SPRUCE STREET PHILADELPHIA,PA 19104	NONE	PC	PROJECT SUPPORT	100,000
Total				450,319,788

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>				
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3400 SPRUCE STREET PHILADELPHIA, PA 19104	NONE	PC	PROJECT SUPPORT	50,000
TUFTS MEDICAL CENTER PARENT INC 800 WASHINGTON STREET BOSTON, MA 02111	NONE	PC	PROJECT SUPPORT	244,279
TUFTS MEDICAL CENTER PARENT INC 800 WASHINGTON STREET BOSTON, MA 02111	NONE	PC	PROJECT SUPPORT	50,000
UNIVERSITY CLINICAL EDUCATION AND RESEARCH ASSOCIATES 1319 PUNAHOU ST HONOLULU, HI 96826	NONE	PC	PROJECT SUPPORT	330,625
UNIVERSITY OBGYN ASSOCIATES 736 IRVING AVE SYRACUSE, NY 13210	NONE	PC	PROJECT SUPPORT	50,000
UNIVERSITY OF CALIFORNIA DAVIS 4860 Y STREET SACRAMENTO, CA 95817	NONE	PC	PROJECT SUPPORT	49,854
UNIVERSITY OF CALIFORNIA IRVINE 101 THE CITY DRIVE SOUTH ORANGE, CA 92868	NONE	PC	PROJECT SUPPORT	47,079
UNIVERSITY OF LOUISVILLE FOUNDATION 2323 S BROOK STREET LOUISVILLE, KY 40292	NONE	PC	PROJECT SUPPORT	260,610
UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION 620 W LEXINGTON STREET BALTIMORE, MD 21201	NONE	PC	PROJECT SUPPORT	25,136
UNIVERSITY OF NEBRASKA MEDICAL CENTER 600 S 42 STREET OMAHA, NE 68198	NONE	PC	SCHOLARSHIPS	154,962
UNIVERSITY OF NEBRASKA MEDICAL CENTER 600 S 42 STREET OMAHA, NE 68198	NONE	PC	SCHOLARSHIPS	174,250
UNIVERSITY OF NEVADA SCHOOL OF MEDICINE 2040 W CHARLESTON BLVD LAS VEGAS, NV 89102	NONE	PC	PROJECT SUPPORT	125,582
UNIVERSITY OF NEW MEXICO 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE, NM 87131	NONE	PC	PROJECT SUPPORT	33,734
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE CHAPEL HILL, NC 27599	NONE	PC	PROJECT SUPPORT	125,181
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE CHAPEL HILL, NC 27599	NONE	PC	PROJECT SUPPORT	234,558
Total			3a	450,319,788

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>				
UNIVERSITY OF SOUTHERN CALIFORNIA 1640 MARENGO STREET LOS ANGELES,CA 90033	NONE	PC	PROJECT SUPPORT	308,509
UNIVERSITY OF UTAH 75 SOUTH 2000 EAST SALT LAKE CITY,UT 84112	NONE	PC	PROJECT SUPPORT	296,327
UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE NE SEATTLE,WA 98195	NONE	PC	PROJECT SUPPORT	67,009
UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE NE SEATTLE,WA 98195	NONE	PC	PROJECT SUPPORT	5,400
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON,WI 53726	NONE	PC	PROJECT SUPPORT	81,809
UNIVERSITY CLINICAL EDUCATION AND RESEARCH ASSOCIATES 1319 PUNAHOU ST HONOLULU,HI 96824	NONE	PC	PROJECT SUPPORT	47,400
VALLEY-WIDE HEALTH SYSTEMS INC 128 MARKET STREET ALAMOSA,CO 81101	NONE	PC	PROJECT SUPPORT	225,373
VENTURE STRATEGIES INNOVATIONS 19200 VON KARMAN AVE IRVINE,CA 92612	NONE	POF	PROJECT SUPPORT	3,577,621
WASHINGTON UNIVERSITY 4533 CLAYTON AVE ST LOUIS,MO 63110	NONE	PC	PROJECT SUPPORT	256,817
WASHINGTON UNIVERSITY 4533 CLAYTON AVE ST LOUIS,MO 63110	NONE	PC	PROJECT SUPPORT	1,166,170
WASHINGTON UNIVERSITY 4533 CLAYTON AVE ST LOUIS,MO 63110	NONE	PC	PROJECT SUPPORT	365,063
WASHINGTON UNIVERSITY 4533 CLAYTON AVE ST LOUIS,MO 63110	NONE	PC	PROJECT SUPPORT	33,493
WAYNE STATE FOUNDATION 1111 MAIN STREET WAYNE,NE 68787	NONE	PC	SCHOLARSHIPS	500,013
WAYNE STATE FOUNDATION 1111 MAIN STREET WAYNE,NE 68787	NONE	PC	SCHOLARSHIPS	617,958
WESTERN NEBRASKA COMMUNITY COLLEGE 1601 E 27TH STREET SCOTTSBLUFF,NE 69361	NONE	PC	SCHOLARSHIPS	5,087
Total			3a	450,319,788

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>				
WESTERN NEBRASKA COMMUNITY COLLEGE 1601 E 27TH STREET SCOTTSBLUFF,NE 69361	NONE	PC	SCHOLARSHIPS	51,818
WILLOWS FOUNDATION SETUSTU SOKAK PEMBE NO 9/2 ISTANBUL TU	NONE	POF	PROJECT SUPPORT	2,927,917
WILLOWS FOUNDATION SETUSTU SOKAK PEMBE NO 9/2 ISTANBUL TU	NONE	POF	PROJECT SUPPORT	539,255
WILLOWS FOUNDATION SETUSTU SOKAK PEMBE NO 9/2 ISTANBUL TU	NONE	POF	PROJECT SUPPORT	420,344
WOMANCARE GLOBAL INTERNATIONAL 160 CHESTERFIELD DRIVE CARDIFF BY THE SEA,CA 92007	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	1,823,279
WOMEN DELIVER INC 584 BROADWAY NEW YORK,NY 10012	NONE	PC	PROJECT SUPPORT	99,768
WOMEN'S HEALTH AND FAMILY PLANNING ASSOCIATION OF TEXAS 1301 OMAR STREET HOUSTON,TX 77008	NONE	PC	PROJECT SUPPORT	50,000
WOMEN'S HEALTH AND REPRODUCTIVE RIGHTS FOUNDATION OF THAILAND 2 SOI SOONVIJAI NEW PETCHBURI ROAD BANGKOK TH	NONE	NC	PROJECT SUPPORT	1,433,305
WOMEN'S LAW PROJECT 125 SOUTH 9TH STREET PHILADELPHIA,PA 19107	NONE	PC	PROJECT SUPPORT	130,240
WORLD HEALTH ORGANIZATION 20 AVENUE APPIA GENEVA SZ	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	627,153
WORLD HEALTH ORGANIZATION 20 AVENUE APPIA GENEVA SZ	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	177,528
WORLD HEALTH ORGANIZATION 20 AVENUE APPIA GENEVA SZ	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	517,369
WORLD HEALTH ORGANIZATION 20 AVENUE APPIA GENEVA SZ	NONE	EQUIVALENCY DETERMIN	PROJECT SUPPORT	835,692
WORLD HEALTH PARTNERS 653 5TH AVE SAN FRANCISCO,CA 94118	NONE	PC	PROJECT SUPPORT	1,937,590
YALE UNIVERSITY 47 COLLEGE STREET NEW HAVEN,CT 06510	NONE	PC	PROJECT SUPPORT	50,000
Total				450,319,788

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>				
YESHIVA UNIVERSITY ALBERT EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVE BRONX, NY 10461	NONE	PC	PROJECT SUPPORT	345,705
Total	3a			450,319,788

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

Schedule of Contributors

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

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

2013

Name of the organization
THE SUSAN THOMPSON BUFFETT FOUNDATION

Employer identification number
47-6032365

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, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
THE SUSAN THOMPSON BUFFETT FOUNDATION

Employer identification number
47-6032365

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WARREN E BUFFETT 1440 KIEWIT PLAZA OMAHA, NE 68131	\$ 200,789,403	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	J WILLIAM SCOTT 909 SOUTH 114TH STREET OMAHA, NE 68154	\$ 3,435,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
 THE SUSAN THOMPSON BUFFETT FOUNDATION

Employer identification number
 47-6032365

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,745,843 SHARES OF BERKSHIRE HATHAWAY CL B	\$ 200,789,403	2013-07-08
2	20 SHARES OF BERKSHIRE HATHAWAY CL A	\$ 3,435,000	2013-09-18

Name of organization
THE SUSAN THOMPSON BUFFETT FOUNDATION

Employer identification number
47-6032365

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

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

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

(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
_____ _____ _____	_____ _____ _____

TY 2013 Accounting Fees Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	25,535	0		25,535

TY 2013 Compensation Explanation

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Person Name	Explanation
MELISSA HOW	MELISSA HOW SERVES AS BOARD OF DIRECTORS' SECRETARY. HER DUTIES FOR THIS POSITION TAKE AN AVERAGE OF ONE HOUR PER WEEK. MS. HOW IS ALSO A FULL-TIME EMPLOYEE OF THE FOUNDATION. HER POSITION IS DIRECTOR OF GRANTS AND FINANCE. HER COMPENSATION AND EMPLOYEE BENEFIT PLAN CONTRIBUTIONS REFLECTED IN PART VIII ARE PAID FOR HER SERVICES AND RESPONSIBILITIES AS A FOUNDATION EMPLOYEE, RATHER THAN FOR HER SERVICES AS BOARD SECRETARY.

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

TY 2013 Depreciation Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2012-07-01	199,143	119,780	SL	5 000000000000	27,980	0		
LEASEHOLD IMPROVEMENTS	2012-07-01	2,175,477	708,947	SL	15 000000000000	146,755	0		
SOFTWARE	2012-07-01	48,258	47,533	SL	3 000000000000	3,061	0		
OFFICE FURNITURE & EQUIPMENT	2012-07-01	769,645	469,898	SL	7 000000000000	79,489	0		

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

TY 2013 Expenditure Responsibility Statement

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
GYNUITY HEALTH PROJECTS	15 EAST 26TH STREET NEW YORK, NY 10010	2008-01-11	6,819,945	GRANT #723 REPRODUCTIVE HEALTH STUDY FOR WOMEN IN US AND CANADA ORIGINAL GRANT WAS FOR \$856,198 GRANT WAS AMENDED TO \$6,819,945 IN 2010	6,036,754	NONE	12/30/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GYNUITY HEALTH PROJECTS	15 EAST 26TH STREET NEW YORK, NY 10010	2011-03-01	6,458,553	GRANT #779 01 EXPANDING REPRODUCTIVE HEALTH ACCESS	2,994,374		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
AMERICAN COLLEGE OF NURSEMIDWIVES	8403 COLESVILLE ROAD SILVER SPRING, MD 20910	2011-06-01	3,032,582	GRANT #898 01 STRENGTHENING MIDWIFERY EDUCATION IN GHANA ORIGINAL GRANT WAS FOR \$2,999,385 GRANT WAS AMENDED TO \$3,032,582 IN 2013	3,032,582	NONE	11/18/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
ESAR	CARRERA 18 NO 33 A-19 BOGOTA CO	2011-06-01	10,629,458	GRANT #820 02 IMPROVING REPRODUCTIVE HEALTH OF WOMEN IN LATIN AMERICA ORIGINAL GRANT WAS FOR \$10,700,000 GRANT WAS AMENDED TO \$10,629,458 IN 2013	10,629,458	NONE	01/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GYNUITY HEALTH PROJECTS	15 EAST 26TH STREET NEW YORK, NY 10010	2011-07-01	1,081,093	GRANT #762 01 EXPLORING LOW SENSITIVITY PREGNANCY TESTS AND THEIR IMPACT ORIGINAL GRANT WAS FOR \$806,654 GRANT WAS AMENDED TO \$1,081,093 IN 2013	559,111	NONE	DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2011-05-01	2,322,760	GRANT #3633 FELLOWSHIP RESEARCH FUND	2,322,760	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2011-12-01	1,205,301	GRANT #3688 REPRODUCTIVE HEALTH TECHNOLOGY	711,184	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SUGAR PLUM FOUNDATION	PO BOX 711 PHEMOM PEN CB	2011-04-01	2,489,172	GRANT #3638 KAMPOT PROJECT FOR WOMEN'S HEALTH ORIGINAL GRANT WAS FOR \$2,791,335 GRANT WAS AMENDED TO \$2,489,172 IN 2013	2,489,172	NONE	11/06/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
VENTURE STRATEGIES INNOVATIONS	19200 VON KARMAN AVE IRVINE, CA 92612	2011-01-01	12,432,558	GRANT #1787 IMPROVING REPRODUCTIVE HEALTH ACCESS ORIGINAL GRANT WAS FOR \$12,430,902 GRANT WAS AMENDED TO \$12,432,558 IN 2013	12,432,558	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
EQUIDAD DE GENERO	ABASOLO 201 DEL CARMEN COYOAC MX	2011-12-12	3,747,000	GRANT #361 03 SUPPORT OF REPRODUCTIVE HEALTH ACTIVITIES IN MEXICO	3,663,438	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
WILLOWS FOUNDATION	SETUSTU SOKAK 9/1 N2 ISTANBUL TU	2012-01-06	1,992,636	GRANT #549 03 INTERNATIONAL EXPANSION AND IMPROVEMENT FAMILY PLAN &AB/SERVICE DELIVERY	1,796,798	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GOOD WORKS GROUP	1430 FRONT STREET LOUISVILLE, CO 80027	2012-02-01	401,150	GRANT #752 04 REDUCING UNINTENDED PREGNANCY	401,150	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2012-10-25	301,308	GRANT #3633 01 FELLOWSHIP RESEARCH FUND	301,308	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GOOD WORKS GROUP	1430 FRONT STREET LOUISVILLE, CO 80027	2012-07-27	897,972	GRANT #1039 02 REDUCING UNINTENDED PREGNANCY ORIGINAL GRANT WAS FOR \$737,010 GRANT WAS AMENDED TO \$897,972 IN 2013	897,972	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2012-03-01	1,877,141	GRANT #3705 FELLOWSHIP RESEARCH FUND	1,865,501	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
WILLOWS FOUNDATION	SETUSTU SOKAK 9/1 N2 ISTANBUL TU	2012-05-15	897,101	GRANT #3709 REPRODUCTIVE HEALTH PROJECT ORIGINAL GRANT AMOUNT WAS \$884,519 GRANT WAS AMENDED TO \$897,101 IN 2013	543,909	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
CEMICAMP-CENTRO DE PESQUISAS EM SAUDE MATERNO INFANTIL DE CAMPINAS	RUA VITAL BRASIL 200 CAMPINAS SP BR	2012-05-18	299,970	GRANT #3711 REPRODUCTIVE HEALTH PROJECT	299,970	NONE	05/20/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GLOVER PARK GROUP	1025 F ST NW WASHINGTON, DC 20004	2012-08-22	1,535,859	GRANT #3728 REPRODUCTIVE HEALTH ADVOCACY	1,535,859	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
PLANNED PARENTHOOD ACTION FUND	434 W 33RD ST NEW YORK, NY 10001	2012-11-07	13,417,000	GRANT #3746 REPRODUCTIVE HEALTH ADVOCACY ORIGINAL GRANT WAS FOR \$12,150,000 GRANT WAS AMENDED TO \$13,417,000 IN 2013	8,178,653		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GREENSTAR SOCIAL MARKETING PAKISTAN (GUARANTEE) LIMITED	4TH 5TH FLOOR BAHRIA COMPLEX-III MT KHAN ROAD KARACHI PK	2013-12-23	20,018,408	GRANT #679 03 INTERNATIONAL EXPANSION & IMPROVEMENT REPRODUCTIVE HEALTH\SERVICE DELIVERY	0		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
WILLOWS FOUNDATION	SETUSTU SOKAK 9/1 N2 ISTANBUL TU	2013-12-18	3,049,726	GRANT #549 04 INTERNATIONAL EXPANSION & IMPROVEMENT REPRODUCTIVE HEALTH\SERVICE DELIVERY	0		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GLOVER PARK GROUP	1025 F ST NW WASHINGTON, DC 20004	2013-12-10	4,213,722	GRANT #3858 REPRODUCTION HEALTH ADVOCACY	0		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
LAFRANCE ASSOCIATES LLC DBA LFC GROUP	170 CAPP STREET SUITE C SAN FRANCISCO, CA 94110	2013-08-05	105,000	GRANT #3820 REPRODUCTIVE HEALTH ADVOCACY	0		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
THE HENRY J KAISER FAMILY FOUNDATION	2400 SAND HILL ROAD MENLO PARK, CA 94702	2013-07-02	6,021,713	GRANT #3805 REPRODUCTIVE HEALTH PROJECT	0		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SUGAR PLUM FOUNDATION	PO BOX 711 PHEMOM PEN CB	2013-06-26	5,375,962	GRANT #3638 01 INTERNATIONAL EXPANSION & IMPROVEMENT REPRODUCTIVE HEALTH\SERVICE DELIVERY	0		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GOOD WORKS GROUP	1430 FRONT STREET LOUISVILLE, CO 80027	2013-02-14	507,116	GRANT #752 05 REDUCING UNINTENDED PREGNANCY	507,116	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
VENTURE STRATEGIES INNOVATIONS	19200 VON KARMAN AVE IRVINE, CA 92612	2013-02-11	6,197,379	GRANT #1787 01 INTERNATIONAL EXPANSION & IMPROVEMENT REPRODUCTIVE HEALTH\SERVICE DELIVERY	3,360,299	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
WILLOWS FOUNDATION	SETUSTU SOKAK 9/1 N2 ISTANBUL TU	2013-02-04	3,460,758	GRANT #278 07 INTERNATIONAL EXPANSION & IMPROVEMENT REPRODUCTIVE HEALTH\SERVICE DELIVERY	2,559,832	NONE	11/30/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2013-01-16	4,319,552	GRANT #3767 FELLOWSHIP RESEARCH FUND	3,080,392	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GYNUITY	15 EAST 26TH STREET NEW YORK, NY 10010	2013-01-07	1,627,225	GRANT #3756 REPRODUCTIVE HEALTH PROJECT	353,264	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
ESAR	CARRERA 18 NO 33 A-19 BOGOTA CO	2013-01-02	18,400,000	GRANT #820 03 INTERNATIONAL EXPANSION & IMPROVEMENT REPRODUCTIVE HEALTH\SERVICE DELIVERY	5,601,976	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
CEMICAMP-CENTRO DE PESQUISAS EM SAUDE MATERNO INFANTIL DE CAMPINAS	RUA VITAL BRASIL 200 CAMPINAS SP BR	2013-01-01	405,000	GRANT #3753 REPRODUCTIVE HEALTH PROJECT	149,885	NONE	12/31/13		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
CONWAY STRATEGIC	1200 18TH STREET WASHINGTON, DC 20036	2013-04-01	364,050	GRANT #3780 REPRODUCTIVE HEALTH PROJECT	0		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
WOMEN'S HEALTH AND REPRODUCTIVE RIGHTS FOUNDATION OF THAILAND	2 SOI SOONVJAI NEW PETCHBURI ROAD HUAYKWANG TH	2013-03-01	2,197,459	GRANT #3779 REPRODUCTIVE HEALTH PROJECT	0		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED

TY 2013 Investments Corporate Stock Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCO BRANDS CORP	632	632
AETNA INC. NEW	27,430	27,430
ALLEGHANY CP	61,013	61,013
ALLSTATE CP	9,984	9,984
ALTRIA GROUP INC	92,330	92,330
AMAZON.COM INC	39,739	39,739
AMER EXPRESS INC	55,453	55,453
AMER FIN GRP HLD	17,226	17,226
AMER INTL GROUP I	6,017	6,017
AMERIPRISE FINANC	14,017	14,017
AOL INC.	2,035	2,035
ARCHER DANIELS MD	17,943	17,943
ARGONAUT GROUP IN	887	887
ASSOCIATED EST RL	1,613	1,613
BEAM INC. COMMON	27,120	27,120
BERKLEY W R CP	7,073	7,073
BERKSHIRE HATH HL	2,319,185,594	2,319,185,594
BERKSHIRE HATH HL CL A	5,870,700	5,870,700
BERKSHIRE HATHAWA	9,000,957	9,000,957
BK OF AMERICA CP	7,584	7,584
BOEING CO	27,280	27,280
BOMBARDIER INC CL	920	920
BP PLC	4,857	4,857
BRANDYWINE REALTY	1,947	1,947
C S X CP	8,607	8,607
CABELAS INC	6,712	6,712
CAE INC	2,698	2,698
CAMDEN PROPERTY	5,751	5,751
CAMPBELL SOUP CO	69,248	69,248
CANADIAN NATL RAI	5,709	5,709

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CANADIAN PAC RAIL	15,152	15,152
CARMAX INC	11,743	11,743
CBS CORP CL A	2,544	2,544
CBS CORP CL B	2,545	2,545
CHAMPION ENTERPRI	1	1
CHEVRON CORP	12,480	12,480
CHUBB CP THE	115,836	115,836
CIRCUIT CITY STRS	1	1
CITADEL BROADCAST	3,082	3,082
CITIGROUP INC	14,180	14,180
COCA COLA BOT CON	14,772	14,772
COCA COLA CO THE	198,456	198,456
COCA COLA ENTRPR	13,269	13,269
COCA COLA FEMSA S	36,192	36,192
COLONIAL PROPERTY	0	0
COMMONWEALTH REIT	585	585
COMPANIA CERV UNI	6,020	6,020
CONOCOPHILLIPS	8,913	8,913
CONS TOMOKA LAND	3,676	3,676
CONSECO INC NEW	1,763	1,763
COSTCO WHOLESALE	324,646	324,646
COTT CP	1,628	1,628
COUSINS PROP INC	1,054	1,054
COVANTA HOLDING C	1,795	1,795
CRIMSON WINE	3,107	3,107
CURTISS WRIGHT CP	1,493	1,493
D.E. MASTER BLEND	0	0
DAILY JOURNAL CP	19,185	19,185
DEVELOPERS RLTY	1,741	1,741
DISCOVER FIN SVCS	59,893	59,893

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMINION RES NEW	12,962	12,962
DOVER CP	77,280	77,280
EDISON INTL	4,638	4,638
ENERGIZER HLDGS I	324	324
ENTERTAINMT PPTY	4,918	4,918
EXELON CORPORATIO	5,512	5,512
EXXON MOBIL CP	10,082	10,082
FANNIE MAE	3,600	3,600
FEDERAL NATL MTG	0	0
FEDEX CORP	28,706	28,706
FIFTH & PACIFIC C	6,424	6,424
FIRST IND RLTY IN	1,755	1,755
FIRSTENERGY CP	2,176	2,176
FIVE STAR QUAL CA	6	6
FORTUNE BRANDS HO	18,312	18,312
FRANKLIN COVEY CO	1,987	1,987
FRIEDMAN INDS INC	841	841
FURNITURE BRNDS I	1	1
G A T X CP	21,088	21,088
GABELLI EQUITY TR	1,426	1,426
GABELLI GLOBAL	223	223
GABELLI H&W TR	94	94
GABELLI HEALTH	16	16
GABELLI UTILITY T	115	115
GANNETT CO INC	5,892	5,892
GEN DYNAMICS CP	5,248,906	5,248,906
GEN ELECTRIC CO	33,504	33,504
GILDAN ACTIVEWEAR	21,368	21,368
GLIMCHER RAEITY T	933	933
H R BLOCK INC	11,632	11,632

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HANESBRANDS INC.	844	844
HAVERTY FURN COS	6,238	6,238
HIGHWOODS PRPTY I	3,650	3,650
HILLSHIRE BRANDS	671	671
HOMEFED CORP NEW	3,411	3,411
HORACE MANN EDUCA	6,320	6,320
HOSPITALITY PROP	2,723	2,723
ICTC GROUP, INC	533	533
INTERNET PATENTS	50	50
INTL BUSINESS MAC	74,892	74,892
INTL FLAVORS FRAG	25,741	25,741
INTL PAPER	3,425	3,425
ISTAR FINL INC	1,528	1,528
JOHNSON AND JOHNS	9,149	9,149
JP MORGAN CHASE C	10,194	10,194
KANSAS CITY SOUTH	12,336	12,336
KEMPER CORPORATIO	4,104	4,104
KOREA ELECTRIC PW	1,659	1,659
KRAFT FOODS GROUP	29,845	29,845
LEUCADIA NATL CP	102,222	102,222
LEVEL 3 COMM INC	3,301	3,301
LGL GROUP INC.	580	580
LIBERTY PROPERTIE	3,393	3,393
LICT CORPORATION	4,800	4,800
LOEWS CP	198,564	198,564
LORILLARD, INC	519,117	519,117
LYNCH INTERACTIVE	0	0
M G I C INVEST CP	842	842
M&T BANK CORP	116,730	116,730
MACK-CALI REALTY	2,186	2,186

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MANPOWER INC	8,607	8,607
MCCLATCHY CO HLD	17	17
MCDONALDS CP	261,215	261,215
MCKESSON CORP	32,286	32,286
MEDIA GENERAL CL	2,283	2,283
MERCURY GENERAL C	19,792	19,792
MICROSOFT CP	7,469	7,469
MOHAWK INDS INC	14,872	14,872
MONDELEZ INTERNAT	58,581	58,581
MOODY'S CORP	15,728	15,728
MORGAN GROUP HLD	37	37
MORGAN STANLEY	66,985	66,985
MUELLER IND INC	6,280	6,280
N Y TIMES CL A	7,675	7,675
NATIONAL RETAIL P	3,037	3,037
NEWS CORPORATION	3,175	3,175
NEWS CORPORATION CL A	3,573	3,573
NEXTERA ENERGY, I	17,148	17,148
NORFOLK SO CP	9,263	9,263
NUCOR CP	21,332	21,332
ORCHARD SUPPLY HA	0	0
ORCHARD SUPPLY HA	0	0
OVERSTOCK.COM INC	3,097	3,097
PARKWAY PROP INC.	1,957	1,957
PENN REAL ESTATE	672	672
PEP BOYS MAN MOE	1,219	1,219
PEPSICO INC	168,429	168,429
PERNOD RICARD ORD	686	686
PFIZER INC	100,815	100,815
PHILIP MORRIS INT	209,232	209,232

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PHILLIPS 66 COMMO	4,623	4,623
PINNACLE WEST CAP	5,290	5,290
PIPER JAFFRAY COS	118	118
PMC COMMERCIAL SB	316	316
PRICESMART INC	2,859	2,859
PROCTER GAMBLE	63,547	63,547
PROGRESSIVE CP	48,078	48,078
PROLOGIS SBI	853	853
RAYTHEON CO (NEW)	9,065	9,065
REYNOLDS AMERICAN	3,206	3,206
ROCKY MT CHOCOLAT	1,256	1,256
SEALED AIR CP NEW	6,764	6,764
SEARS CANADA INC	1,105	1,105
SEARS HOLDINGS CO	9,672	9,672
SIMON PPTY GRP IN	16,374	16,374
SKYLINE CP	519	519
STANDARD PACIFIC	1,812	1,812
SUN TIMES MEDIA G	0	0
SUNTRUST BANKS	7,360	7,360
SYMS CP	346	346
TANGER FACTORY OU	12,880	12,880
TEXTRON INC	7,357	7,357
THE HERSHEY COMPA	233,904	233,904
THE NEW D&B CORP	6,127	6,127
THE TRAVELERS CO	94,632	94,632
THOMSON REUTERS C	6,328	6,328
TIFFANY AND CO	111,480	111,480
TIM HORTONS INC.	7,911	7,911
TIME WARNER CABLE	16,541	16,541
TIME WARNER INC	34,168	34,168

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TITANIUM METALS C	0	0
TORCHMARK CP	427,209	427,209
TRAVELCENTERS OF	98	98
TWENTY-FIRST CENT	24,784	24,784
TWENTY-FIRST CENT CL	27,640	27,640
UNION PACIFIC	33,520	33,520
UNION PACIFIC	33,520	33,520
UNITED DOMIN RLTY	2,522	2,522
US AIRWAYS GROUP,	2,255	2,255
US BANCORP	15,293	15,293
VALHI INC	5,561	5,561
VIACOM INC CL A	3,502	3,502
VIACOM INC.	3,492	3,492
VORNADO REALTY TR	18,361	18,361
WAL MART STORES	62,984	62,984
WALT DISNEY-DISNE	91,608	91,608
WASHINGTON POST CO	6,633	6,633
WASHINGTON FEDERA	3,729	3,729
WELLS FARGO & CO	161,713	161,713
WENDYS INTL INC	3,693	3,693
WHITE MTN INS LTD	60,250	60,250
WILLIAMS COS	3,865	3,865
WPX ENERGY, INC.	671	671
YUM BRANDS INC	54,223	54,223
ZALE CP	3,186	3,186

**TY 2013 Investments Government
Obligations Schedule**

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

**US Government Securities - End of
Year Book Value:** 380,815,144

**US Government Securities - End of
Year Fair Market Value:** 380,815,144

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2013 Land, Etc. Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FIXED ASSETS	3,192,523	1,346,158	1,846,365	1,846,365

TY 2013 Legal Fees Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	13,435	0		13,435

TY 2013 Other Assets Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENT	2,506,000	0	0

TY 2013 Other Expenses Schedule**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION**EIN:** 47-6032365

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	19,624	0		19,624
DUES AND MEMBERSHIPS	34,163	0		34,163
BANK CHARGES	3,324	0		3,324
INSURANCE	12,370	0		12,370
TELEPHONE EXPENSE	30,448	0		30,448
POSTAGE	7,903	0		7,903
MINOR EQUIPMENT	20,517	0		20,517

TY 2013 Other Income Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GRANTS RETURNED	2,077,840		2,077,840

TY 2013 Other Increases Schedule**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION**EIN:** 47-6032365

Description	Amount
UNREALIZED GAINS INCL APPREC OF STOCK TRANSFERRED AS GRANT PAYMENTS	579,662,835

TY 2013 Other Professional Fees Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
IT / COMPUTER SUPPORT	217,408	0		217,408
SCHOLARSHIP EVALUATION	595,034	0		595,034
CONSULTING - OTHER	1,262,315	0		1,262,315

TY 2013 Taxes Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	152,243	0		152,243
EXCISE TAXES	380,600	0		0