

Form 990-PF

Return of Private Foundation

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

2014

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Do not enter social security numbers on this form as it may be made public. Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

For calendar year 2014, or tax year beginning 01-01-2014, and ending 12-31-2014

Name of foundation THE SUSAN THOMPSON BUFFETT FOUNDATION
A Employer identification number 47-6032365
B Telephone number (see instructions) (402) 943-1300
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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))

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), with a final section for Excess of revenue over expenses and disbursements (27-29).

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

| Part II Balance Sheets | | Beginning of year | | | End of year | | |
|------------------------------------|--|---|----------------|-----------------------|----------------|----------------|-----------------------|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash—non-interest-bearing | | | | | |
| | 2 | Savings and temporary cash investments | 4,121,333 | 3,133,717 | 3,133,717 | | |
| | 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 | 9,854 | 16,416 | 16,416 | | |
| | 10a | Investments—U S and state government obligations (attach schedule) | 380,815,144 | 381,122,579 | 381,122,579 | | |
| | b | Investments—corporate stock (attach schedule) | 2,344,938,862 | 2,726,101,481 | 2,726,101,481 | | |
| | 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 ▶ _____ 3,290,021 Less accumulated depreciation (attach schedule) ▶ 1,605,321 | 1,846,365 | 1,684,700 | 1,684,700 | | |
| 15 | Other assets (describe ▶ _____) | | | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 2,731,731,558 | 3,112,058,893 | 3,112,058,893 | | | |
| Liabilities | 17 | Accounts payable and accrued expenses | 29,645 | 17,490 | | | |
| | 18 | Grants payable | 448,272,579 | 566,308,447 | | | |
| | 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) | 448,302,224 | 566,325,937 | | | |
| 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 | 2,283,429,334 | 2,545,732,956 | | | |
| | 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 instructions) | 2,283,429,334 | 2,545,732,956 | | | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 2,731,731,558 | 3,112,058,893 | | | | |

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 | 2,283,429,334 |
| 2 | Enter amount from Part I, line 27a | 2 | -296,237,832 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ | 3 | 558,541,454 |
| 4 | Add lines 1, 2, and 3 | 4 | 2,545,732,956 |
| 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 | 2,545,732,956 |

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 | 261,000 SHS BERKSHIRE CLASS B STOCK | D | 2007-03-13 | 2014-12-31 |
| b | PUBLICLY TRADED SECURITIES - VARIOUS SALE DATES | P | 2012-01-01 | 2014-12-31 |
| 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 | 34,435,501 | | 15,207,583 | 19,227,918 |
| b | 9,264,388 | | 514,432 | 8,749,956 |
| 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 | | | 19,227,918 |
| b | | | 8,749,956 |
| 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 | 27,977,874 |
| 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 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)) |
|--|--|--|---|
| 2013 | 457,343,201 | 2,607,458,404 | 0.175398 |
| 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 |
| 2 | Total of line 1, column (d). | | 2 0.871529 |
| 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 0.174306 |
| 4 | Enter the net value of noncharitable-use assets for 2014 from Part X, line 5. | | 4 2,767,785,760 |
| 5 | Multiply line 4 by line 3. | | 5 482,441,665 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b). | | 6 285,956 |
| 7 | Add lines 5 and 6. | | 7 482,727,621 |
| 8 | Enter qualifying distributions from Part XII, line 4. | | 8 424,117,731 |

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)

| | | | |
|-----------|---|-----------|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 571,911 |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0 |
| 3 | Add lines 1 and 2. | 3 | 571,911 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0 |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 571,911 |
| 6 | Credits/Payments | | |
| a | 2014 estimated tax payments and 2013 overpayment credited to 2014 | 6a | 358,000 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments. Add lines 6a through 6d. | 7 | 358,000 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 213,911 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | |
| 11 | Enter the amount of line 10 to be Credited to 2015 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | No |
| c Did the foundation file Form 1120-POL for this year? | | No |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u> | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u> | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i> | | No |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> | | No |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | No |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> | | No |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | Yes | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i> | Yes | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NE _____ | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i> | Yes | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | No |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i> | | No |

Part VII-A Statements Regarding Activities (continued)

| | | | |
|-----------|--|-----------|-------------------------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 2014, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) 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 | | |
| 1b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. <input checked="" type="checkbox"/> | 1b | No |
| 1c | 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 2014? <input type="checkbox"/> | 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__ | | |
| 2b | 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). <input type="checkbox"/> | 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 | | |
| 3b | If "Yes," did it have excess business holdings in 2014 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 2014.</i>) <input type="checkbox"/> | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | No |
| 4b | 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 2014? | 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 4945(d)(4)(A)? (see instructions). Yes No

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

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

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

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 |
|---|---|------------------|---|---------------------------------------|
| AYKUT GOKGOL-KLINE 3555 FARNAM STREET STE 222 OMAHA, NE 68131 | DIR INT'L PROGRAMS 40 00 | 359,735 | 45,507 | 0 |
| TRACY WEITZ 3555 FARNAM STREET STE 222 OMAHA, NE 68131 | DIR U S PROGRAMS 40 00 | 291,087 | 61,893 | 0 |
| SANDRA GARCIA 3555 FARNAM STREET STE 222 OMAHA, NE 68131 | DIR RESEARCH & EVALU 40 00 | 226,268 | 59,542 | 0 |
| STEPHEN HEARTWELL 3555 FARNAM STREET STE 222 OMAHA, NE 68131 | DEP DIR U S PROGRAM 40 00 | 232,154 | 40,370 | 0 |
| JAMES WAGONER 3555 FARNAM STREET STE 222 OMAHA, NE 68131 | U S PROGRAM OFFICER 40 00 | 199,314 | 42,449 | 0 |
| Total number of other employees paid over \$50,000. | | | | 12 |

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 |
|--|----------------------|------------------|
| METHOD DEVELOPMENT 8750 FREDERICK STREET OMAHA, NE 68124 | SOFTWARE DEVELOPMENT | 477,261 |
| HARVARD UNIVERSITY 677 HUNTINGTON AVE BOSTON, MA 02215 | CONSULTING | 214,018 |
| PHILLBER RESEARCH ASSOCIATES 16 MAIN STREET ACCORD, NY 12404 | CONSULTING | 189,676 |
| IQBAL SHAH 665 HUNTINGTON AVENUE BOSTON, MA 02115 | CONSULTING | 107,972 |
| RUSSELL REYNOLDS ASSOCIATES PO BOX 6427 NEW YORK, NY 10249 | EMPLOYEE RECRUITMENT | 103,600 |

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) | 50,220 |
| 2 SCHOLARSHIPS - AWARDED \$29,288,786 IN SCHOLARSHIPS | 181,625 |
| 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 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 | 2,807,569,389 |
| b | Average of monthly cash balances. | 1b | 2,365,393 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 2,809,934,782 |
| 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 | 2,809,934,782 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 42,149,022 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 2,767,785,760 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 138,389,288 |

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 | 138,389,288 |
| 2a | Tax on investment income for 2014 from Part VI, line 5. | 2a | 571,911 |
| b | Income tax for 2014 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 571,911 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 137,817,377 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | 2,198,696 |
| 5 | Add lines 3 and 4. | 5 | 140,016,073 |
| 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 | 140,016,073 |

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 | 424,020,233 |
| 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 | 97,498 |
| 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 | 424,117,731 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions). | 5 | 0 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4. | 6 | 424,117,731 |

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 2013 | (c) 2013 | (d) 2014 |
|--|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2014 from Part XI, line 7 | | | | 140,016,073 |
| 2 Undistributed income, if any, as of the end of 2014 | | | | |
| a Enter amount for 2013 only. | | | 0 | |
| b Total for prior years 20__ , 20__ , 20__ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2014 | | | | |
| a From 2009. | 312,395,447 | | | |
| b From 2010. | 145,731,114 | | | |
| c From 2011. | 251,745,799 | | | |
| d From 2012. | 277,743,656 | | | |
| e From 2013. | 325,376,105 | | | |
| f Total of lines 3a through e. | 1,312,992,121 | | | |
| 4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>424,117,731</u> | | | | |
| a Applied to 2013, 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 2014 distributable amount. | | | | 140,016,073 |
| e Remaining amount distributed out of corpus | 284,101,658 | | | |
| 5 Excess distributions carryover applied to 2014 <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 | 1,597,093,779 | | | |
| 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 2013 Subtract line 4a from line 2a Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions). | 0 | | | |
| 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). | 312,395,447 | | | |
| 9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a | 1,284,698,332 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2010. | 145,731,114 | | | |
| b Excess from 2011. | 251,745,799 | | | |
| c Excess from 2012. | 277,743,656 | | | |
| d Excess from 2013. | 325,376,105 | | | |
| e Excess from 2014. | 284,101,658 | | | |

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 2014, 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) 2014 | (b) 2013 | (c) 2012 | (d) 2011 | |
| 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 or email address 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 | 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) | | | | |
| <p>a <i>Paid during the year</i> See Additional Data Table See Additional Data Table</p> | | | | |
| <p>Total ▶ 3a</p> | | | | <p>416,440,853</p> |

| | | | | |
|--|--|--|--|--------------------|
| <p>b <i>Approved for future payment</i> See Additional Data Table</p> | | | | |
| <p>Total ▶ 3b</p> | | | | <p>362,080,867</p> |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Fees and contracts from government agencies, Dividends and interest from securities, and Total.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

Table with 3 columns: Question, Yes, No. Rows include: 1. Did the organization directly or indirectly engage in any of the following...; a. Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash, (2) Other assets; b. Other transactions (1) Sales of assets, (2) Purchases of assets, (3) Rental of facilities, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services; c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

Schedule table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1a(1) shows 7,250,000 to PLANNED PARENTHOOD ACTION FUND for reproductive health advocacy.

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

Table for 2a(b) with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here

2015-05-14

Signature of officer or trustee

Date

Paid Preparer Use Only

Print/Type preparer's name: BARBARA J FAJEN; Preparer's Signature

Firm's name: SEIM JOHNSON LLP

Firm's address: 18081 BURT STREET SUITE 200 OMAHA, NE 680224722

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

Schedule of Contributors

OMB No 1545-0047

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

2014

Department of the Treasury
Internal Revenue Service

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

Name of the organization
THE 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, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990PF, 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 | \$ 213,919,908 | 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 | \$ 5,066,728 | 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 | 1,658,551 SHARES OF BERKSHIRE HATHAWAY CL B | \$ 213,919,908 | 2014-07-14 |
| 2 | 23 SHARES OF BERKSHIRE HATHAWAY CL A | \$ 5,066,728 | 2014-11-24 |
| _____ | _____ _____ _____ | \$ | _____ |
| _____ | _____ _____ _____ | \$ | _____ |
| _____ | _____ _____ _____ | \$ | _____ |
| _____ | _____ _____ _____ | \$ | _____ |

Name of organization
THE SUSAN THOMPSON BUFFETT FOUNDATION

Employer identification number
47-6032365

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

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

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

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

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


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

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

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

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

Form 990PF 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 | 526,100 | 63,870 | 0 |
| MELISSA HOW 3555 FARNAM STREET STE 222 OMAHA, NE 68131 | SECRETARY/DIR GRANTS & FIN 40 00 | 180,899 | 48,573 | 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 FOUNDATION OF TEXAS 1500 MCGOWAN STREET HOUSTON, TX 77004 | | PC | PROJECT SUPPORT | 256,065 |
| ACLU OF NEW MEXICO FOUNDATION PO BOX 566 ALBUQUERQUE, NM 87103 | | PC | PROJECT SUPPORT | 287,040 |
| ADVOCATES FOR YOUTH 2000 M STREET NW WASHINGTON, DC 20036 | | PC | PROJECT SUPPORT | 1,000,130 |
| ADVOCATES FOR YOUTH 2000 M STREET NW WASHINGTON, DC 20036 | | PC | PROJECT SUPPORT | 600,319 |
| ALLIANCE FOR JUSTICE 121 DUPONT CIRCLE NW WASHINGTON, DC 20036 | | PC | PROJECT SUPPORT | 551,508 |
| AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF VIRGINIA 701 E FRANKLIN STREET RICHMOND, VA 23219 | | PC | PROJECT SUPPORT | 41,667 |
| AMERICAN COLLEGE OF OBSTETRICS AND GYNECOLOGY 409 12TH STREET SW WASHINGTON, DC 20024 | | PC | PROJECT SUPPORT | 359,033 |
| ANGELA PAGE 3215 CUMING STREET OMAHA, NE 68131 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| BACKLINE 1611 TELEGRAPH AVE OAKLAND, CA 94612 | | PC | PROJECT SUPPORT | 501,322 |
| BAYSTATE MEDICAL CENTER 280 CHESTNUT STREET SPRINGFIELD, MA 01199 | | PC | PROJECT SUPPORT | 250,891 |
| BAYSTATE MEDICAL CENTER 759 CHESTNUT STREET SPRINGFIELD, MA 01199 | | PC | PROJECT SUPPORT | 212,762 |
| BLACK WOMEN FOR WELLNESS PO BOX 292516 LOS ANGELES, CA 90029 | | PC | PROJECT SUPPORT | 50,000 |
| BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM PO BOX 7726 AUSTIN, TX 78713 | | GOV | PROJECT SUPPORT | 2,024,449 |
| BOARD OF TRUSTEES OF THE NEBRASKA STATE COLLEGE SYSTEM 1327 H STREET LINCOLN, NE 68509 | | GOV | SCHOLARSHIPS | 24,480 |
| BOSTON MEDICAL CENTER ONE MEDICAL CENTER PLACE BOSTON, MA 02118 | | PC | PROJECT SUPPORT | 50,000 |
| Total | | | 3a | 416,440,853 |

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> | | | | |
| BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER, CO 80301 | | PC | PROJECT SUPPORT | 30,000 |
| BRAD ARMSTRONG 330 S 127TH STREET OMAHA, NE 68154 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| BRENDA LARSEN 5619 S 19TH STREET OMAHA, NE 68107 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| BRIGHAM AND WOMEN'S HOSPITAL 1620 TREMONT STREET BOSTON, MA 02120 | | PC | PROJECT SUPPORT | 356,726 |
| BUSH RELIEF FUND 8401 N IH 35 AUSTIN, TX 78753 | | PC | PROJECT SUPPORT | 301,989 |
| CAMBRIDGE HEALTH ALLIANCE FOUNDATION 1493 CAMBRIDGE STREET CAMBRIDGE, MA 021391047 | | SO I | PROJECT SUPPORT | 229,722 |
| CARE 151 ELLIS STREET NE ATLANTA, GA 30303 | | PC | PROJECT SUPPORT | 6,247,637 |
| CATHOLICS FOR CHOICE 1436 U ST NW WASHINGTON, DC 20009 | | PC | PROJECT SUPPORT | 1,001,723 |
| CATHOLICS FOR CHOICE 1436 U ST NW WASHINGTON, DC 20009 | | PC | PROJECT SUPPORT | 2,001,241 |
| CATOLICAS POR EL DERECHO A DECIDIR AYUNTAMIENTO NO 85 ENTRE MIGUEL ANGEL DE QUEVEDO Y DULCE OLIVA COL BARRIO SANTA MX | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 1,851,171 |
| CEDARS-SINAI MEDICAL CENTER 8700 BEVERLY BLVD LOS ANGELES, CA 90048 | | PC | PROJECT SUPPORT | 351,569 |
| CEMICAMP-CENTRO DE PESQUISAS EM SAUDE MATERNO INFANTIL DE CAMPINAS RUA VITAL BRASIL 200 CAMPINAS SP | | NC | PROJECT SUPPORT | 182,086 |
| CENTER FOR HEALTH AND GENDER EQUITY 1317 F STREET NW WASHINGTON, DC 20004 | | PC | PROJECT SUPPORT | 301,989 |
| CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005 | | PC | PROJECT SUPPORT | 2,506,431 |
| CENTRAL COMMUNITY COLLEGE FOUNDATION POB 4903 GRAND ISLAND, NE 68802 | | PC | SCHOLARSHIPS | 91,221 |
| Total | | | 3a | 416,440,853 |

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 ST CHADRON, NE 69337 | | GOV | SCHOLARSHIPS | 152,430 |
| CHADRON STATE COLLEGE 1000 MAIN ST CHADRON, NE 69337 | | GOV | SCHOLARSHIPS | 193,729 |
| CHERYL CONNORS 4410 N 36TH STREET OMAHA, NE 68111 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| CHILDREN'S HOSPITAL COLORADO FOUNDATION 13123 E 16TH AVE AURORA, CO 80045 | | PC | PROJECT SUPPORT | 185,223 |
| CHILDREN'S HOSPITAL COLORADO FOUNDATION 13123 E 16TH AVE AURORA, CO 80045 | | PC | PROJECT SUPPORT | 224,632 |
| CITIZEN ENGAGEMENT LAB EDUCATION FUND 2150 ALLSTON WAY BERKELEY, CA 94704 | | PC | PROJECT SUPPORT | 1,501,955 |
| CLEVELAND CLINIC 2321 NORTH PARK CLEVELAND HEIGHTS, OH 44106 | | PC | PROJECT SUPPORT | 350,179 |
| COLORADO CONSUMER HEALTH INITIATIVE 1580 LOGAN STREET DENVER, CO 80203 | | PC | PROJECT SUPPORT | 50,000 |
| COLORADO DEPARTMENT OF PUBLIC HEALTH AND ENVIRONMENT 4300 CHERRY CREEK DR S DENVER, CO 802461530 | | GOV | PROJECT SUPPORT | 2,201,889 |
| COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND REPRODUCTIVE RIGHTS PO BOX 40991 DENVER, CO 80204 | | PC | PROJECT SUPPORT | 20,000 |
| COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND REPRODUCTIVE RIGHTS PO BOX 40991 DENVER, CO 80204 | | PC | PROJECT SUPPORT | 100,000 |
| COLORADO ORGANIZATION FOR LATINA OPPORTUNITY AND REPRODUCTIVE RIGHTS PO BOX 40991 DENVER, CO 80204 | | PC | PROJECT SUPPORT | 50,000 |
| COLORADO YOUTH MATTER 1650 FRANKLIN ST DENVER, CO 80218 | | PC | PROJECT SUPPORT | 85,000 |
| COMMUNICATIONS CONSORTIUM MEDIA CENTER 401 NINTH STREET NW WASHINGTON, DC 20004 | | PC | PROJECT SUPPORT | 301,213 |
| COMMUNITY HEALTH NETWORK 7330 SHADELAND STATION INDIANAPOLIS, IN 46256 | | PC | PROJECT SUPPORT | 57,610 |
| Total | | | | 416,440,853 |

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> | | | | |
| CONTRA COSTA REGIONAL HEALTH FOUNDATION 50 DOUGLAS DRIVE MARTINEZ, CA 94553 | | PC | PROJECT SUPPORT | 74,987 |
| CONWAY STRAGETIC 1200 18TH STREET NW WASHINGTON, DC 20036 | | NC | PROJECT SUPPORT | 24,610 |
| CONWAY STRAGETIC 1200 18TH STREET NW WASHINGTON, DC 20036 | | NC | PROJECT SUPPORT | 203,991 |
| CONWAY STRAGETIC 2432 20TH STREET NW WASHINGTON, DC 20009 | | NC | PROJECT SUPPORT | 182,126 |
| DARCI COOLIDGE 14506 OHIO STREET OMAHA, NE 68116 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| DENVER HEALTH FOUNDATION 990 BANNOCK STREET DENVER, CO 80204 | | PC | PROJECT SUPPORT | 1,600,388 |
| DKT INTERNATIONAL 1701 K STREET NW WASHINGTON, DC 20006 | | PC | PROJECT SUPPORT | 1,201,081 |
| DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON, DC 20006 | | PC | PROJECT SUPPORT | 3,395,233 |
| DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON, DC 20015 | | PC | PROJECT SUPPORT | 13,581,711 |
| DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON, DC 20015 | | PC | PROJECT SUPPORT | 1,593,104 |
| DOCTORS WITHOUT BORDERS USA 333 SEVENTH AVE NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 999,495 |
| ELEPHANT CIRCLE 3218 VALLEJO STREET DENVER, CO 80211 | | PC | PROJECT SUPPORT | 15,000 |
| EMORY UNIVERSITY 101 WOODRUFF CIRCLE ATLANTA, GA 30322 | | PC | PROJECT SUPPORT | 345,236 |
| ENGENDER HEALTH 440 NINTH AVE NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 333,106 |
| ENGENDER HEALTH 440 NINTH AVENUE NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 2,976,700 |
| Total | | | ▶ 3a | 416,440,853 |

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> | | | | |
| ENGENDER HEALTH 440 NINTH AVENUE NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 1,092,894 |
| EQUIDAD DE GENERO ABASOLO201 COL DEL CARMEN COYOAC MX | | NC | PROJECT SUPPORT | 1,764,838 |
| FAMILY MEDICINE RESIDENCY OF IDAHO 777 N RAYMOND ST BOISE, ID 83704 | | PC | PROJECT SUPPORT | 78,136 |
| FAMILY PLANNING ASSOCIATION OF MAINE INC 43 GABRIEL DRIVE AUGUSTA 04332 MX | | PC | PROJECT SUPPORT | 218,072 |
| FEDERAL DEMOCRATIC REPUBLIC OF ETHIOPIA POSTAL CODE 1234 ADDIS ABABA ET | | GOV | PROJECT SUPPORT | 1,875,929 |
| FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD ARLINGTON, VA 22209 | | PC | PROJECT SUPPORT | 301,326 |
| FIGO CHARITABLE FOUNDATION 3 WATERLOO COURT LONDON UK | | PF | PROJECT SUPPORT | 790,369 |
| FIGO CHARITABLE FOUNDATION 3 WATERLOO COURT LONDON UK | | PF | PROJECT SUPPORT | 897,354 |
| FOCUS POINTS FAMILY RESOURCE CENTER 2501 EAST 48TH AVE DENVER, CO 80216 | | PC | PROJECT SUPPORT | 76,297 |
| FORWARD TOGETHER 1440 BROADWAY OAKLAND, CA 94612 | | PC | PROJECT SUPPORT | 250,812 |
| FORWARD TOGETHER 1440 BROADWAY OAKLAND, CA 94612 | | PC | PROJECT SUPPORT | 353,506 |
| FSG INC 123 MISSION STREET SAN FRANCISCO, CA 94105 | | PC | PROJECT SUPPORT | 242,750 |
| FSG INC 123 MISSION STREET SAN FRANCISCO, CA 94105 | | PC | PROJECT SUPPORT | 447,565 |
| FUND FOR PUBLIC HEALTH IN NEW YORK INC 22 CORTLANDT ST NEW YORK, NY 10007 | | PC | PROJECT SUPPORT | 174,853 |
| FUNDACION ESAR CARRERA 18 33A-27 BOGOTA CO | | NC | PROJECT SUPPORT | 3,201,091 |
| Total | | | 3a | 416,440,853 |

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> | | | | |
| FUNDERS NETWORK ON POPULATION REPRODUCTIVE HEALTH AND RIGHTS PO BOX 750 ROCKVILLE,MD 20848 | | PC | PROJECT SUPPORT | 75,000 |
| GEORGE WASHINGTON UNIVERSITY 2121 I STREET NW WASHINGTON,DC 20052 | | PC | PROJECT SUPPORT | 41,202 |
| GILL FOUNDATION 2215 MARKET STREET DENVER,CO 80205 | | PF | PROJECT SUPPORT | 95,000 |
| GLIDE MEMORIAL UNITED METHODIST CHURCH 330 ELLIS STREET SAN FRANCISCO,CA 94102 | | PC | PROJECT SUPPORT | 250,000 |
| GLOBAL JUSTICE CENTER 11 HANOVER SQUARE 6TH FLOOR NEW YORK,NY 10005 | | PC | PROJECT SUPPORT | 250,880 |
| GLOBAL JUSTICE CENTER 275 7TH AVE NEW YORK,NY 10001 | | PC | PROJECT SUPPORT | 255,220 |
| GOOD WORKS GROUP 1430 FRONT STREET LOUISVILLE,CO 80027 | | NC | PROJECT SUPPORT | 375,045 |
| GOOD WORKS GROUP 1430 FRONT STREET LOUISVILLE,CO 80027 | | NC | PROJECT SUPPORT | 378,802 |
| GREENSTAR SOCIAL MARKETING PAKISTAN (GUARANTEE) LIMITED 4TH 5TH FLOOR BAHRIA COMPLEX KARACHI PK | | NC | PROJECT SUPPORT | 3,561,752 |
| GROUP HEALTH COOPERATIVE FAMILY MEDICINE 125 16TH AVE E SEATTLE,WA 98112 | | PC | PROJECT SUPPORT | 42,819 |
| GRUPO DE INFORMACION EN REPRODUCCION APARTADO POSTAL 21-547 ADMON 21 COYOACAN MX | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 16,000 |
| GRUPO DE INFORMACION EN REPRODUCCION VIENA 160 DEL CARMEN, COYOA MX | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 1,837,876 |
| GUTTMACHER INSTITUTE 125 MAIDEN LANE 7TH FLOOR NEW YORK,NY 10038 | | PC | PROJECT SUPPORT | 1,207,233 |
| GUTTMACHER INSTITUTE 125 MAIDEN LANE 7TH FLOOR NEW YORK,NY 10038 | | PC | PROJECT SUPPORT | 180,627 |
| GUTTMACHER INSTITUTE 125 MAIDEN LANE 7TH FLOOR NEW YORK,NY 10038 | | PC | PROJECT SUPPORT | 123,418 |
| Total | | | | 416,440,853 |

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 | | NC | PROJECT SUPPORT | 300,628 |
| GYNUITY 15 EAST 26TH STREET NEW YORK, NY 10010 | | NC | PROJECT SUPPORT | 88,862 |
| GYNUITY 15 EAST 26TH STREET NEW YORK, NY 10010 | | NC | PROJECT SUPPORT | 340,417 |
| GYNUITY 15 EAST 26TH STREET NEW YORK, NY 10010 | | NC | PROJECT SUPPORT | 1,330,914 |
| HARVARD PO BOX 415649 BOSTON, MA 02241 | | PC | PROJECT SUPPORT | 400,788 |
| HEKTOEN INSTITUTE FOR MEDICAL RESEARCH 2240 WEST OGDEN AVE CHICAGO, IL 606124220 | | PC | PROJECT SUPPORT | 48,243 |
| INSTITUTO DE LEDERAZGO SIMONE DE BEAUVOIR AC (ILSB) RTABASCO NO 68 DEPOT 3 COL ROMA, DEL CUA 06700 MX | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 90,000 |
| INTERNATIONAL PLANNED PARENTHOOD FEDERATION- WESTERN HEMISPHERE REGION 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10037 | | PC | PROJECT SUPPORT | 3,951,418 |
| INTERNATIONAL PLANNED PARENTHOOD FEDERATION- WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036 | | SO I | PROJECT SUPPORT | 265,967 |
| INTERNATIONAL PLANNED PARENTHOOD-WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036 | | SO I | PROJECT SUPPORT | 1,025,625 |
| INTERNATIONAL PLANNED PARENTHOOD-WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036 | | SO I | PROJECT SUPPORT | 1,734,008 |
| INTERNATIONAL PLANNED PARENTHOOD-WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036 | | SO I | PROJECT SUPPORT | 1,942,440 |
| INTERNATIONAL PLANNED PARENTHOOD-WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036 | | SO I | PROJECT SUPPORT | 750,148 |
| INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND ST NEW YORK, NY 10168 | | PC | PROJECT SUPPORT | 5,207,771 |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 27516 | | PC | PROJECT SUPPORT | 1,486,894 |
| Total | | | 3a | 416,440,853 |

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> | | | | |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 27516 | | PC | PROJECT SUPPORT | 3,003,919 |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 27516 | | PC | PROJECT SUPPORT | 3,551,873 |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 27516 | | PC | PROJECT SUPPORT | 785,687 |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 27516 | | PC | PROJECT SUPPORT | 1,435,396 |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 27516 | | PC | PROJECT SUPPORT | 5,396,296 |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 27516 | | PC | PROJECT SUPPORT | 3,806,235 |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 27516 | | PC | PROJECT SUPPORT | 646,932 |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 27516 | | PC | PROJECT SUPPORT | 2,413,307 |
| IPAS 300 MARKET STREET CHAPEL HILL, NC 67002 | | PC | PROJECT SUPPORT | 4,143,880 |
| JANE COLLING 124 N 20TH STREET OMAHA, NE 68102 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| JAY BEYER 5141 F STREET OMAHA, NE 68117 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| JENNIFER KAWECKI 12200 BURKE BLVD OMAHA, NE 68154 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| JOHNS HOPKINS UNIVERSITY 1615 THAMES STREET BALTIMORE, MD 212313492 | | PC | PROJECT SUPPORT | 1,163,289 |
| JOHNS HOPKINS UNIVERSITY 4940 EASTERN AVE BALTIMORE, MD 21224 | | PC | PROJECT SUPPORT | 244,778 |
| JOHNS HOPKINS UNIVERSITY 600 N WOLFE STREET BALTIMORE, MD 21287 | | PC | PROJECT SUPPORT | 17,088 |
| Total | | | | 416,440,853 |

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> | | | | |
| JOYCE HURLESS 3215 CUMING STREET OMAHA, NE 68131 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| KAROLYN ROBY 3420 N 78TH STREET OMAHA, NE 68134 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| KEYSTONE PROGRESS EDUCATION FUND 2973 JEFFERSON STREET HARRISBURG, PA 17110 | | PC | PROJECT SUPPORT | 250,754 |
| MAGEE-WOMENS RESEARCH INSTITUTE AND FOUNDATION 3339 WARD ST PITTSBURGH, PA 15213 | | PC | PROJECT SUPPORT | 256,477 |
| MAZZONI CENTER 21 SOUTH 12TH STREET PHILADELPHIA, PA 19107 | | PC | PROJECT SUPPORT | 188,682 |
| MEDICAL COLLEGE OF VIRGINIA FOUNDATION PO BOX 980034 RICHMOND, VA 23298 | | PC | PROJECT SUPPORT | 351,568 |
| MEDICAL EMERGENCY RELIEF INTERNATIONAL 207 OLD STREET LONDON EC1V9NR UK | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 183,859 |
| MEDICAL STUDENTS FOR CHOICE PO BOX 40188 PHILADELPHIA, PA 19106 | | PC | PROJECT SUPPORT | 450,212 |
| MEDSTAR WASHINGTON HOSPITAL CENTER 110 IRVING STREET NW WASHINGTON, DC 20010 | | PC | PROJECT SUPPORT | 319,546 |
| MELISSA KANDIDO 1616 S 120TH STREET OMAHA, NE 68144 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| MELISSA PETERSON 4519 S 24TH STREET OMAHA, NE 68107 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| MEMORIAL HOSPITAL OF RHODE ISLAND 111 BREWSTER STREET PAWTUCKET, RI 02860 | | PC | PROJECT SUPPORT | 70,423 |
| MEMPHIS CENTER FOR REPRODUCTIVE HEALTH 1726 POPLAR AVENUE MEMPHIS, TN 38104 | | PC | PROJECT SUPPORT | 326,733 |
| METROPOLITAN COMMUNITY COLLEGE PO BOX 3777 OMAHA, NE 68130 | | GOV | SCHOLARSHIPS | 193,800 |
| METROPOLITAN COMMUNITY COLLEGE PO BOX 3777 OMAHA, NE 68130 | | GOV | SCHOLARSHIPS | 85,565 |
| Total | | | 3a | 416,440,853 |

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> | | | | |
| MID-PLAINS COMMUNITY COLLEGE 601 W STATE FARM ROAD NORTH PLATTE,NE 69101 | | GOV | SCHOLARSHIPS | 47,284 |
| MID-PLAINS COMMUNITY COLLEGE 601 W STATE FARM ROAD NORTH PLATTE,NE 69101 | | GOV | SCHOLARSHIPS | 16,606 |
| MONTEFIORE MEDICAL CENTER 126 FIFTH AVE NEW YORK,NY 10011 | | PC | PROJECT SUPPORT | 838,206 |
| MONTEFIORE MEDICAL CENTER 126 FIFTH AVE NEW YORK,NY 10011 | | PC | PROJECT SUPPORT | 146,261 |
| MONTEFIORE MEDICAL CENTER 126 FIFTH AVE NEW YORK,NY 10011 | | PC | PROJECT SUPPORT | 236,232 |
| MONTEFIORE MEDICAL CENTER 126 FIFTH AVE NEW YORK,NY 10011 | | PC | PROJECT SUPPORT | 1,380,229 |
| MOREHOUSE SCHOOL OF MEDICINE 720 WESTVIEW DRIVE ATLANTA,GA 30313 | | PC | PROJECT SUPPORT | 112,207 |
| MOUNT SINAI MEDICAL CENTER 1176 5TH AVE NEW YORK,NY 10029 | | PC | PROJECT SUPPORT | 207,980 |
| MSI-US 1300 19TH STREET NW WASHINGTON,DC 20036 | | SO I | PROJECT SUPPORT | 3,045,840 |
| MSI-US 1300 19TH STREET NW WASHINGTON,DC 20036 | | SO I | PROJECT SUPPORT | 17,285,473 |
| MSI-US PO BOX 35528 WASHINGTON,DC 20033 | | SO I | PROJECT SUPPORT | 2,479,523 |
| MSI-US PO BOX 35528 WASHINGTON,DC 20033 | | SO I | PROJECT SUPPORT | 3,638,362 |
| MSI-US PO BOX 35528 WASHINGTON,DC 20033 | | SO I | PROJECT SUPPORT | 545,606 |
| MSI-US PO BOX 35528 WASHINGTON,DC 20033 | | SO I | PROJECT SUPPORT | 994,133 |
| NAF HOTLINE FUND 1660 L ST NW WASHINGTON,DC 20036 | | SO I | PROJECT SUPPORT | 2,248,137 |
| Total | | | | 416,440,853 |

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> | | | | |
| NAF HOTLINE FUND 1660 L STREET NW WASHINGTON,DC 20036 | | SO I | PROJECT SUPPORT | 23,231,649 |
| NARAL PRO-CHOICE AMERICA FOUNDATION 1156 15TH STREET NW WASHINGTON,DC 20005 | | PC | PROJECT SUPPORT | 751,636 |
| NARAL PRO-CHOICE COLORADO FOUNDATION 1905 SHERMAN DENVER,CO 80203 | | PC | PROJECT SUPPORT | 100,853 |
| NARAL PRO-CHOICE OHIO FOUNDATION 12000 SHAKER BOULEVARD CLEVELAND,OH 44120 | | PC | PROJECT SUPPORT | 250,812 |
| NARAL PRO-CHOICE SOUTH DAKOTA FOUNDATION 401 EAST 8TH STREET SIOUX FALLS,SD 57103 | | PC | PROJECT SUPPORT | 30,000 |
| NARAL PRO-CHOICE TEXAS FOUNDATION 902 E 5TH STREET AUSTIN,TX 78702 | | PC | PROJECT SUPPORT | 299,513 |
| NARAL PRO-CHOICE VIRGINIA FOUNDATION POB 1204 ALEXANDRIA,VA 22313 | | PC | PROJECT SUPPORT | 68,333 |
| NARAL PRO-CHOICE VIRGINIA FOUNDATION POB 1204 ALEXANDRIA,VA 22313 | | PC | PROJECT SUPPORT | 311,846 |
| NATIONAL ABORTION FEDERATION 1660 L ST NW WASHINGTON,DC 20036 | | PC | PROJECT SUPPORT | 500,399 |
| NATIONAL BLACK WOMEN'S HEALTH PROJECT INC 1726 M STREET NW WASHINGTON,DC 20036 | | PC | PROJECT SUPPORT | 50,000 |
| NATIONAL COMMITTEE FOR MATERNAL AND NEONATAL HEALTH 36-C STREET 14 OFF KHAYABAN-E-SHAMS EER KARACHI 75500 PK | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 768,758 |
| NATIONAL FAMILY PLANNING AND REPRODUCTIVE HEALTH ASSOCIATION 1627 K STREET NW WASHINGTON,DC 20006 | | PC | PROJECT SUPPORT | 501,370 |
| NATIONAL HEALTH LAW PROGRAM 3701 WILSHIRE BLVD LOS ANGELES,CA 90010 | | PC | PROJECT SUPPORT | 1,251,021 |
| NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH 470 PARK AVE SOUTH NEW YORK,NY 10016 | | PC | PROJECT SUPPORT | 1,606,460 |
| NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH 470 PARK AVE SOUTH NEW YORK,NY 10016 | | PC | PROJECT SUPPORT | 600,319 |
| Total | | | | 416,440,853 |

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 LATINA INSTITUTE FOR REPRODUCTIVE HEALTH 50 BROAD STREET NEW YORK, NY 10004 | | PC | PROJECT SUPPORT | 1,002,923 |
| NATIONAL LATINA INSTITUTE FOR REPRODUCTIVE HEALTH 50 BROAD STREET NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 100,129 |
| NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON, MA 02117 | | PC | PROJECT SUPPORT | 1,449,622 |
| NATIONAL PARTNERSHIP FOR WOMEN AND FAMILIES 1875 CONNECTICUT AVE NW WASHINGTON, DC 20009 | | PC | PROJECT SUPPORT | 692,187 |
| NATIONAL PARTNERSHIP FOR WOMEN AND FAMILIES 1875 CONNECTICUT AVE NW WASHINGTON, DC 20009 | | PC | PROJECT SUPPORT | 349,529 |
| NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE WASHINGTON, DC 20036 | | PC | PROJECT SUPPORT | 3,451,996 |
| NATIVIDAD MEDICAL FOUNDATION 1441 CONSTITUTION BLVD SALINAS, CA 93912 | | PC | PROJECT SUPPORT | 39,800 |
| NEBRASKA COLLEGE OF TECHNICAL AGRICULTURE POB 880401 LINCOLN, NE 68588 | | GOV | SCHOLARSHIPS | 19,936 |
| NEBRASKA COLLEGE OF TECHNICAL AGRICULTURE POB 880401 LINCOLN, NE 68588 | | GOV | SCHOLARSHIPS | 135,833 |
| NEO PHILANTHROPY 45 W 36TH ST NEW YORK, NY 10018 | | PC | PROJECT SUPPORT | 603,983 |
| NET FOUNDATION FOR TELEVISION 1800 N 33RD STREET LINCOLN, NE 68503 | | PC | PROJECT SUPPORT | 1,000 |
| NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20036 | | PC | PROJECT SUPPORT | 702,442 |
| NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20036 | | PC | PROJECT SUPPORT | 237,185 |
| NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON, DC 20036 | | PC | PROJECT SUPPORT | 1,499,828 |
| NEW VOICES PITTSBURGH 5907 PENN AVENUE PITTSBURGH, PA 15206 | | PC | PROJECT SUPPORT | 50,000 |
| Total | | | 3a | 416,440,853 |

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> | | | | |
| NEW VOICES PITTSBURGH 5907 PENN AVENUE PITTSBURGH,PA 15206 | | PC | PROJECT SUPPORT | 226,214 |
| NEW YORK UNIVERSITY 550 FIRST AVENUE NEW YORK,NY 10016 | | PC | PROJECT SUPPORT | 292,800 |
| NORTH DAKOTA WOMEN IN NEED ABORTION ACCESS FUND 512 FIRST AVENUE NORTH FARGO,ND 58102 | | PC | PROJECT SUPPORT | 50,000 |
| NORTH DAKOTA WOMEN'S NETWORK 1120 COLLEGE DR BISMARCK,ND 58503 | | PC | PROJECT SUPPORT | 100,000 |
| NORTHEAST COMMUNITY COLLEGE POB 469 NORFOLK,NE 68702 | | GOV | SCHOLARSHIPS | 118,870 |
| NORTHEAST COMMUNITY COLLEGE POB 469 NORFOLK,NE 68702 | | GOV | SCHOLARSHIPS | 168,511 |
| NORTHWESTERN UNIVERSITY 633 NORTH ST CLAIR CHICAGO,IL 60611 | | PC | PROJECT SUPPORT | 50,000 |
| NORTHWESTERN UNIVERSITY 750 N LAKE SHORE DRIVE CHICAGO,IL 60611 | | PC | PROJECT SUPPORT | 372,567 |
| NOVA HEALTH SYSTEMS 215 W OLMOS DRIVE SAN ANTONIO,TX 78212 | | PC | PROJECT SUPPORT | 150,302 |
| NUCLEAR THREAT INITIATIVE 1747 PENNSYLVANIA AVENUE NW WASHINGTON,DC 20006 | | PC | PROJECT SUPPORT | 6,998,765 |
| OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON PARK RD PORTLAND,OR 97239 | | PC | PROJECT SUPPORT | 425,478 |
| OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON PARK RD PORTLAND,OR 97239 | | PC | PROJECT SUPPORT | 45,979 |
| OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON PARK RD PORTLAND,OR 97239 | | PC | PROJECT SUPPORT | 44,893 |
| PERU STATE COLLEGE PO BOX 10 PERU,NE 68421 | | GOV | SCHOLARSHIPS | 114,501 |
| PERU STATE COLLEGE PO BOX 10 PERU,NE 68421 | | GOV | SCHOLARSHIPS | 162,758 |
| Total | | | | 416,440,853 |

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> | | | | |
| PHYSICIANS FOR REPRODUCTIVE HEALTH 55 WEST 39TH ST NEW YORK, NY 10018 | | PC | PROJECT SUPPORT | 1,008,379 |
| PHYSICIANS FOR REPRODUCTIVE HEALTH 55 WEST 39TH ST NEW YORK, NY 10018 | | PC | PROJECT SUPPORT | 1,460,215 |
| PHYSICIANS FOR REPRODUCTIVE HEALTH 55 WEST 39TH ST NEW YORK, NY 10018 | | PC | PROJECT SUPPORT | 356,380 |
| PINE STREET PARTNERS 604 PINE STREET PHILADELPHIA, PA 19106 | | NC | PROJECT SUPPORT | 81,000 |
| PLANNED PARENTHOOD OF METROPOLITAN NEW JERSEY 151 WASHINGTON STREET NEWARK, NJ 07102 | | PC | PROJECT SUPPORT | 25,000 |
| PLANNED PARENTHOOD ACTION FUND 434 W 33RD NEW YORK, NY 10001 | | NC | PROJECT SUPPORT | 7,250,000 |
| PLANNED PARENTHOOD ASSOCIATION OF UTAH 654 SOUTH 900 EAST SALT LAKE CITY, UT 84102 | | PC | PROJECT SUPPORT | 176,126 |
| PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 24,038,191 |
| PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 2,032,418 |
| PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 1,496,950 |
| PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 58,257 |
| PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 12,994,691 |
| PLANNED PARENTHOOD HEALTH SYSTEMS INC 100 SOUTH BOYLAN AVE RALEIGH, NC 27603 | | PC | PROJECT SUPPORT | 375,217 |
| PLANNED PARENTHOOD HEALTH SYSTEMS INC 1765 DOBBINS DRIVE CHAPEL HILL, NC 27514 | | PC | PROJECT SUPPORT | 220,038 |
| PLANNED PARENTHOOD ILLINOIS 18 S MICHIGAN AVE CHICAGO, IL 60603 | | PC | PROJECT SUPPORT | 20,000 |
| Total | | | | 416,440,853 |

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 KEYSTONE 5920 HAMILTON BLVD ALLENTOWN, PA 18106 | | PC | PROJECT SUPPORT | 482,816 |
| PLANNED PARENTHOOD KEYSTONE 5920 HAMILTON BLVD ALLENTOWN, PA 18106 | | PC | PROJECT SUPPORT | 25,000 |
| PLANNED PARENTHOOD LEAGUE OF MASSACHUSETTS 1055 COMMONWEALTH AVE BOSTON, MA 02215 | | PC | PROJECT SUPPORT | 199,706 |
| PLANNED PARENTHOOD MAR MONTE 1605 THE ALAMEDA SAN JOSE, CA 95126 | | PC | PROJECT SUPPORT | 25,000 |
| PLANNED PARENTHOOD MAR MONTE 1605 THE ALAMEDA SAN JOSE, CA 95126 | | PC | PROJECT SUPPORT | 300,917 |
| PLANNED PARENTHOOD MAR MONTE 1691 THE ALAMEDA SAN JOSE, CA 95126 | | PC | PROJECT SUPPORT | 25,000 |
| PLANNED PARENTHOOD MINNESOTA NORTH DAKOTA SOUTH DAKOTA 671 VANDALIA ST ST PAUL, MN 55114 | | PC | PROJECT SUPPORT | 1,215,775 |
| PLANNED PARENTHOOD MOHAWK HUDSON 1040 STATE STREET SCHENECTADY, NY 12307 | | PC | PROJECT SUPPORT | 46,700 |
| PLANNED PARENTHOOD OF CENTRAL AND GREATER NORTHERN NEW JERSEY 96 SPEEDWELL AVE MORRISTOWN, NJ 07960 | | PC | PROJECT SUPPORT | 50,000 |
| PLANNED PARENTHOOD OF CENTRAL AND GREATER NORTHERN NEW JERSEY 196 SPEEDWELL AVE MORRISTOWN, NJ 07960 | | PC | PROJECT SUPPORT | 53,900 |
| PLANNED PARENTHOOD OF CENTRAL NORTH CAROLINA 1765 DOBBINS DRIVE CHAPEL HILL, NC 27514 | | PC | PROJECT SUPPORT | 377,565 |
| PLANNED PARENTHOOD OF GREATER OHIO 206 EAST STATE STREET COLUMBUS, OH 03215 | | PC | PROJECT SUPPORT | 250,661 |
| PLANNED PARENTHOOD OF GREATER ORLANDO 726 STAMPA AVE ORLANDO, FL 32805 | | PC | PROJECT SUPPORT | 375,681 |
| PLANNED PARENTHOOD OF GREATER ORLANDO 726 STAMPA AVE ORLANDO, FL 32805 | | PC | PROJECT SUPPORT | 373,656 |
| PLANNED PARENTHOOD OF GREATER TEXAS 7424 GREENVILLE AVE DALLAS, TX 75231 | | PC | PROJECT SUPPORT | 374,931 |
| Total | | | | 416,440,853 |

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 HIDALGO COUNTY TEXAS 916 E HACKBERRY AVE MCALLEN, TX 78501 | | PC | PROJECT SUPPORT | 25,000 |
| PLANNED PARENTHOOD OF ILLINOIS 18 SOUTH MICHIGAN AVE CHICAGO, IL 60603 | | PC | PROJECT SUPPORT | 25,000 |
| PLANNED PARENTHOOD OF INDIANA AND KENTUCKY PO BOX 397 INDIANAPOLIS, IN 46225 | | PC | PROJECT SUPPORT | 376,009 |
| PLANNED PARENTHOOD OF MID AND SOUTH MICHIGAN 950 VICTORS WAY ANN ARBOR, MI 48018 | | PC | PROJECT SUPPORT | 727,414 |
| PLANNED PARENTHOOD OF NORTHERN CALIFORNIA 2185 PACHEO STREET CONCORD, CA 94520 | | PC | PROJECT SUPPORT | 210,314 |
| PLANNED PARENTHOOD OF NORTHERN CALIFORNIA 2185 PACHEO STREET CONCORD, CA 94520 | | PC | PROJECT SUPPORT | 200,734 |
| PLANNED PARENTHOOD OF NORTHERN NEW ENGLAND 128 LAKESIDE AVE BURLINGTON, VT 05401 | | PC | PROJECT SUPPORT | 25,000 |
| PLANNED PARENTHOOD OF ORANGE AND SAN BERNARDINO COUNTIES 700 S TUSTIN STREET ORANGE, CA 92866 | | PC | PROJECT SUPPORT | 250,812 |
| PLANNED PARENTHOOD OF SOUTH FLORIDA AND THE TREASURE COAST 2300 N FLORIDA MANGO RD WEST PALM BEACH, FL 33409 | | PC | PROJECT SUPPORT | 50,000 |
| PLANNED PARENTHOOD OF SOUTHEASTERN PENNSYLVANIA 1144 LOCUST ST PHILADELPHIA, PA 19107 | | PC | PROJECT SUPPORT | 514,627 |
| PLANNED PARENTHOOD OF SOUTHERN NEW JERSEY 317 S BROADWAY CAMDEN, NJ 08103 | | PC | PROJECT SUPPORT | 25,000 |
| PLANNED PARENTHOOD OF SOUTHWEST AND CENTRAL FLORIDA 736 CENTRAL AVE SARASOTA, FL 34236 | | PC | PROJECT SUPPORT | 99,998 |
| PLANNED PARENTHOOD OF THE GREAT NORTHWEST 2001 EAST MADISON SEATTLE, WA 98122 | | PC | PROJECT SUPPORT | 800,626 |
| PLANNED PARENTHOOD OF THE HEARTLAND 1171 7TH STREET DES MOINES, IA 50314 | | PC | PROJECT SUPPORT | 241,051 |
| PLANNED PARENTHOOD OF THE HEARTLAND 1171 7TH STREET DES MOINES, IA 50314 | | PC | PROJECT SUPPORT | 713,874 |
| Total | | | | 416,440,853 |

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 HEARTLAND 1171 7TH STREET DES MOINES,IA 50314 | | PC | PROJECT SUPPORT | 165,658 |
| PLANNED PARENTHOOD OF THE HEARTLAND 1171 7TH STREET DES MOINES,IA 50322 | | PC | PROJECT SUPPORT | 2,340,347 |
| PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E 38TH AVENUE DENVER,CO 80207 | | PC | PROJECT SUPPORT | 899,656 |
| PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E 38TH AVENUE DENVER,CO 80207 | | PC | PROJECT SUPPORT | 25,000 |
| PLANNED PARENTHOOD OF THE ROCKY MOUNTAINS 7155 E 38TH AVENUE DENVER,CO 80207 | | PC | PROJECT SUPPORT | 295,958 |
| PLANNED PARENTHOOD SOUTHEAST INC 75 PIEDMONT AVE ATLANTA,GA 30303 | | PC | PROJECT SUPPORT | 240,919 |
| PLANNED PARENTHOOD OF PA 1514 NORTH 2ND STREET HARRISBURG,PA 17102 | | PC | PROJECT SUPPORT | 250,572 |
| POPULATION COUNCIL 1 DAG HAMMARSKJOLD NEW YORK,NY 10017 | | PC | PROJECT SUPPORT | 536,408 |
| POPULATION COUNCIL ONE DAG HAMERSKOLD PLAZA NEW YORK,NY 10017 | | PC | PROJECT SUPPORT | 820,257 |
| POPULATION COUNCIL ONE DAG HAMERSKOLD PLAZA NEW YORK,NY 10017 | | PC | PROJECT SUPPORT | 830,295 |
| POPULATION SERVICES INTERNATIONAL 1120 19TH ST NW WASHINGTON,DC 20036 | | PC | PROJECT SUPPORT | 44,531,401 |
| POPULATION SERVICES INTERNATIONAL 1120 19TH ST NW WASHINGTON,DC 20036 | | PC | PROJECT SUPPORT | 408,703 |
| POPULATION SERVICES INTERNATIONAL 1120 19TH STREET NW WASHINGTON,DC 20036 | | PC | PROJECT SUPPORT | 530,941 |
| PRESIDIO COUNTY HEALTH SERVICES 106 E TEXAS STREET MARFA,TX 79843 | | PC | PROJECT SUPPORT | 21,370 |
| PROGRESS TEXAS INSTITUTE DBA TEXAS RESEARCH INSTITUTE 500 SAN MARCOS ST AUSTIN,TX 78702 | | PC | PROJECT SUPPORT | 282,985 |
| Total | | | | 416,440,853 |

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> | | | | |
| PROGRESSNOW EDUCATION FUND 1600 UNIVERSITY AVE W ST PAUL, MN 55104 | | PC | PROJECT SUPPORT | 43,600 |
| PROGRESSNOW EDUCATION FUND 1600 UNIVERSITY AVE W ST PAUL, MN 55104 | | PC | PROJECT SUPPORT | 146,907 |
| PROGRESSNOW NEW MEXICO 625 SIVER AVE SW ALBUQUERQUE, NM 87102 | | NC | PROJECT SUPPORT | 358,432 |
| PROVIDE INC 47 THORNDIKE STREET CAMBRIDGE, MA 02141 | | PC | PROJECT SUPPORT | 992,436 |
| PROVIDE INC 47 THORNDIKE STREET CAMBRIDGE, MA 02141 | | PC | PROJECT SUPPORT | 1,998,548 |
| PSI 1120 19TH ST NW WASHINGTON, DC 20036 | | PC | PROJECT SUPPORT | 7,570 |
| PUBLIC HEALTH SOLUTIONS 40 WORTH STREET NEW YORK, NY 10001 | | PC | PROJECT SUPPORT | 887,213 |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA AT IRVINE 101 THE CITY DRIVE ORANGE, CA 92868 | | GOV | PROJECT SUPPORT | 50,540 |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA DAVIS 1850 RESEARCH PARK DRIVE DAVIS, CA 95618 | | GOV | PROJECT SUPPORT | 49,501 |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 92093 | | GOV | PROJECT SUPPORT | 254,890 |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143 | | GOV | PROJECT SUPPORT | 480,881 |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94118 | | GOV | PROJECT SUPPORT | 50,000 |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143 | | GOV | PROJECT SUPPORT | 840,415 |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA DAVIS 1850 RESEARCH PARK DRIVE DAVIS, CA 95618 | | GOV | PROJECT SUPPORT | 195,186 |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA DAVIS ONE SHIELDS AVENUE DAVIS, CA 95616 | | GOV | PROJECT SUPPORT | 250,145 |
| Total | | | | 416,440,853 |

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|----------------------------------|-------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 1330 BROADWAY OAKLAND, CA 94612 | | GOV | PROJECT SUPPORT | 657,007 |
| REGENTS OF THE UNIVERSITY OF COLORADO 12631 E 17TH AVE AURORA, CO 80045 | | GOV | PROJECT SUPPORT | 75,538 |
| REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE STREET ANN ARBOR, MI 48109 | | GOV | PROJECT SUPPORT | 335,271 |
| REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE STREET ANN ARBOR, MI 48109 | | GOV | PROJECT SUPPORT | 346,111 |
| REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE STREET ANN ARBOR, MI 48109 | | GOV | PROJECT SUPPORT | 37,375 |
| REGENTS OF THE UNIVERSITY OF NEBRASKA MEDICAL CENTER 600 S 42 STREET OMAHA, NE 68198 | | GOV | SCHOLARSHIPS | 130,552 |
| REGENTS OF THE UNIVERSITY OF NEBRASKA POB 880401 LINCOLN, NE 68588 | | GOV | SCHOLARSHIPS | 3,249,979 |
| REGENTS OF THE UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE LOS ANGELES, CA 90095 | | GOV | PROJECT SUPPORT | 282,961 |
| RELIGIOUS COALITION FOR REPRODUCTIVE CHOICE EDUCATIONAL FUND 1413 K STREET NW WASHINGTON, DC 20005 | | PC | PROJECT SUPPORT | 753,604 |
| REPRODUCTIVE HEALTH TECHNOLOGIES PROJECT 1020 19TH STREET NW WASHINGTON, DC 20036 | | PC | PROJECT SUPPORT | 350,701 |
| RH REALITY CHECK 10125 COLESVILLE ROAD SILVER SPRING, MD 20910 | | PC | PROJECT SUPPORT | 325,722 |
| RH REALITY CHECK 10125 COLESVILLE ROAD SILVER SPRING, MD 20910 | | PC | PROJECT SUPPORT | 2,299,644 |
| RUSH UNIVERSITY 1653 W HARRISON STREET CHICAGO, IL 60612 | | PC | PROJECT SUPPORT | 183,241 |
| RUSH UNIVERSITY 720 PAVILLION CHICAGO, IL 60612 | | PC | PROJECT SUPPORT | 46,740 |
| RUTGERS UNIVERSITY 1 ROBERT WOOD JOHNSON PLACE NEW BRUNSWICK, NJ 08901 | | PC | PROJECT SUPPORT | 66,233 |
| Total | | | 3a | 416,440,853 |

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> | | | | |
| RUTGERS UNIVERSITY 1 ROBERT WOOD JOHNSON PLACE NEW BRUNSWICK, NJ 08901 | | PC | PROJECT SUPPORT | 73,444 |
| RUTGERS UNIVERSITY 183 SOUTH ORANGE AVE NEWARK, NJ 07103 | | PC | PROJECT SUPPORT | 47,965 |
| SALEM BAPTIST CHURCH 3950 HIMEBAUGH AVE OMAHA, NE 68111 | | PC | PROJECT SUPPORT | 5,000 |
| SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880 | | PC | PROJECT SUPPORT | 6,113,295 |
| SHARI MCWILLIAMS 6652 MAPLE STREET OMAHA, NE 68104 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| SISTERLOVE INC PO BOX 10558 ATLANTA, GA 30310 | | PC | PROJECT SUPPORT | 50,000 |
| SISTERSONG 1237 RALPH DAVID ABERNATHY BLVD SW ATLANTA, GA 30310 | | PC | PROJECT SUPPORT | 100,000 |
| SISTERSONG 1237 RALPH DAVID ABERNATHY BLVD SW ATLANTA, GA 30310 | | PC | PROJECT SUPPORT | 50,000 |
| SOCIETY OF FAMILY PLANNING RESEARCH FUND 225 SOUTH 17TH ST PHILADELPHIA, PA 19103 | | NC | PROJECT SUPPORT | 3,740,610 |
| SONOMA COUNTY ACADEMIC FOUNDATION FOR EXCELLENCE IN MEDICINE 3569 ROUND BARN CIRCLE SANTA ROSA, CA 95403 | | PC | PROJECT SUPPORT | 73,539 |
| SOUTHEAST COMMUNITY COLLEGE 8800 O STREET LINCOLN, NE 68520 | | PC | SCHOLARSHIPS | 191,607 |
| SOUTHEAST COMMUNITY COLLEGE 8800 O STREET LINCOLN, NE 68520 | | PC | SCHOLARSHIPS | 77,058 |
| SOUTHWEST OPEN SCHOOL PO BOX DD CORTEZ, CO 81321 | | PC | PROJECT SUPPORT | 9,975 |
| SPARK REPRODUCTIVE JUSTICE NOW 250 GEORGIA AVENUE ATLANTA, GA 30312 | | PC | PROJECT SUPPORT | 50,000 |
| ST PAUL'S HOSPITAL 1190 HORNBY STREET VANCOUVER CA | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 50,000 |
| Total | | | 3a | 416,440,853 |

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> | | | | |
| STANFORD UNIVERSITY 300 PASTEUR R H333 STANFORD,CA 94305 | | PC | PROJECT SUPPORT | 34,505 |
| STANFORD UNIVERSITY 3172 PORTER DRIV E PALO ALTO,CA 94304 | | PC | PROJECT SUPPORT | 337,727 |
| STEPHANIE CARLSON-PRUCH 5101 S 17TH STREET OMAHA,NE 68107 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| SUGAR PALM FOUNDATION USA 12384 ANTILLE DRIVE BOCA RATON,FL 33428 | | POF | PROJECT SUPPORT | 536,445 |
| TEAMMATES 6801 O STREET LINCOLN,NE 68510 | | PC | PROJECT SUPPORT | 10,000 |
| TEXAS FREEDOM NETWORK EDUCATION FUND PO BOX 1624 AUSTIN,TX 78767 | | PC | PROJECT SUPPORT | 302,040 |
| TEXAS FREEDOM NETWORK EDUCATION FUND PO BOX 1624 AUSTIN,TX 78767 | | PC | PROJECT SUPPORT | 758,887 |
| THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS 809 SOUTH MARSHFIELD AVE CHICAGO,IL 60612 | | GOV | PROJECT SUPPORT | 168,401 |
| THE FOUNDATION FOR EXCELLENCE IN WOMEN'S HEALTH CARE 2915 VINE STREET DALLAS,TX 75204 | | PC | PROJECT SUPPORT | 244,318 |
| THE GUTTMACHER INSTITUTE 125 MAIDEN LANE 7TH FLOOR NEW YORK,NY 10038 | | PC | PROJECT SUPPORT | 2,197,930 |
| THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED PREGNANCY 1776 MASSACHUSETTS AVE NW WASHINGTON,DC 20036 | | PC | PROJECT SUPPORT | 552,134 |
| THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED PREGNANCY 1776 MASSACHUSETTS AVE NW WASHINGTON,DC 20036 | | PC | PROJECT SUPPORT | 4,883,240 |
| THE ONE CAMPAIGN 1400 EYE STREET NW WASHINGTON,DC 20005 | | PC | PROJECT SUPPORT | 1,003,653 |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 2220 POST STREET SAN FRANCISCO,CA 94143 | | GOV | PROJECT SUPPORT | 97,491 |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO,CA 94143 | | GOV | PROJECT SUPPORT | 50,000 |
| Total | | | 3a | 416,440,853 |

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> | | | | |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 1330 BROADWAY OAKLAND, CA 94612 | | GOV | PROJECT SUPPORT | 500,114 |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143 | | GOV | PROJECT SUPPORT | 6,509,342 |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143 | | GOV | PROJECT SUPPORT | 3,137,404 |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143 | | GOV | PROJECT SUPPORT | 509,657 |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143 | | GOV | PROJECT SUPPORT | 242,202 |
| THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO FRESNO CAMPUS 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143 | | GOV | PROJECT SUPPORT | 100,404 |
| THE REGENTS OF THE UNIVERSITY OF COLORADO 12631 E 17 AVE AURORA, CO 80045 | | GOV | PROJECT SUPPORT | 300,074 |
| THE REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE STREET ANN ARBOR, MI 48109 | | GOV | PROJECT SUPPORT | 2,731,055 |
| THE REGENTS OF THE UNIVERSITY OF NEBRASKA KEARNEY 2504 9TH AVE KEARNEY, NE 68849 | | GOV | SCHOLARSHIPS | 1,829,966 |
| THE REGENTS OF THE UNIVERSITY OF NEBRASKA KEARNEY 2504 9TH AVE KEARNEY, NE 68849 | | GOV | SCHOLARSHIPS | 1,885,166 |
| THE REGENTS OF THE UNIVERSITY OF NEBRASKA LINCOLN POB 880401 LINCOLN, NE 68588 | | GOV | SCHOLARSHIPS | 5,037,118 |
| THE REGENTS OF THE UNIVERSITY OF NEBRASKA LINCOLN POB 880401 LINCOLN, NE 68588 | | GOV | SCHOLARSHIPS | 4,779,610 |
| THE REGENTS OF THE UNIVERSITY OF NEBRASKA MEDICAL CENTER 600 S 42 STREET OMAHA, NE 68198 | | GOV | SCHOLARSHIPS | 178,499 |
| THE REGENTS OF THE UNIVERSITY OF NEBRASKA MEDICAL CENTER 600 S 42 STREET OMAHA, NE 68198 | | GOV | SCHOLARSHIPS | 179,563 |
| THE REGENTS OF THE UNIVERSITY OF NEBRASKA OMAHA EPPLEY ADMIN BLDG OMAHA, NE 68182 | | GOV | SCHOLARSHIPS | 4,615,585 |
| Total | | | | 416,440,853 |

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 REGENTS OF THE UNIVERSITY OF NEBRASKA OMAHA EPPLEY ADMIN BLDG OMAHA, NE 68182 | | GOV | SCHOLARSHIPS | 4,385,722 |
| THE REGENTS OF THE UNIVERSITY OF NEW MEXICO 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE, NM 87131 | | GOV | PROJECT SUPPORT | 251,201 |
| THE TRUSTEES OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143 | | GOV | PROJECT SUPPORT | 100,182 |
| THE UNIVERSITY OF CHICAGO 5841 S MARYLAND AVE CHICAGO, IL 60637 | | PC | PROJECT SUPPORT | 440,188 |
| THE UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19104 | | GOV | PROJECT SUPPORT | 341,666 |
| THE UNIVERSITY OF UTAH 75 SOUTH 2000 EAST SALT LAKE CITY, UT 84112 | | GOV | PROJECT SUPPORT | 299,150 |
| THOMAS JEFFERSON UNIVERSITY 834 CHESTNUT STREET PHILADELPHIA, PA 19107 | | PC | PROJECT SUPPORT | 48,312 |
| TIDES CENTER 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129 | | PC | PROJECT SUPPORT | 299,014 |
| TRACEY MENTEN 124 N 20TH STREET OMAHA, NE 68102 | N/A | I | ALICE BUFFETT OUTSTANDING TEACHER AWARD | 10,000 |
| TRUSTEES OF COLUMBIA UNIVERSITY 622 W 168TH STREET NEW YORK, NY 10032 | | PC | PROJECT SUPPORT | 417,988 |
| TRUSTEES OF COLUMBIA UNIVERSITY 630 EAST 168TH STREET NEW YORK, NY 10032 | | PC | PROJECT SUPPORT | 250,000 |
| TRUSTEES OF COLUMBIA UNIVERSITY 630 WEST 168TH ST NEW YORK, NY 10032 | | PC | PROJECT SUPPORT | 1,314,567 |
| TRUSTEES OF DARTMOUTH COLLEGE 11 ROPE FERRY ROAD HANOVER, NH 037551404 | | PC | PROJECT SUPPORT | 311,957 |
| TUFTS UNIVERSITY 800 WASHINGTON STREET BOSTON, MA 02111 | | PC | PROJECT SUPPORT | 50,000 |
| UMASS MEMORIAL HEALTH CARE 306 BELMONT ST WORCESTER, MA 01604 | | PC | PROJECT SUPPORT | 50,000 |
| Total | | | | 416,440,853 |

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> | | | | |
| UMASS MEMORIAL HEALTH CARE 306 BELMONT ST WORCESTER, MA 01604 | | PC | PROJECT SUPPORT | 352,399 |
| UNIVERSITY ASSOCIATES IN OBSTETRICS AND GYNECOLOGY 101 NICOLLS ROAD STONY BROOK, NY 11794 | | PC | PROJECT SUPPORT | 350,062 |
| UNIVERSITY CLINICAL EDUCATION AND RESEARCH ASSOCIATES 1319 PUNAHOU STREET HONOLULU, HI 96826 | | PC | PROJECT SUPPORT | 420,867 |
| UNIVERSITY HOSPITALS HEALTH SYSTEMS INC 11100 EUCLID AVENUE CLEVELAND, OH 44106 | | PC | PROJECT SUPPORT | 249,664 |
| UNIVERSITY OF CALIFORNIA DAVIS PO BOX 989062 WEST SACRAMENTO, CA 95798 | | GOV | PROJECT SUPPORT | 49,854 |
| UNIVERSITY OF ILLINOIS AT CHICAGO 820 S WOOD STREET MC 808 CHICAGO, IL 60612 | | GOV | PROJECT SUPPORT | 48,423 |
| UNIVERSITY OF LOUISVILLE FOUNDATION 2323 S BROOK STREET LOUISVILLE, KY 40292 | | PC | PROJECT SUPPORT | 127,876 |
| UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION INC 620 W LEXINGTON STREET BALTIMORE, MD 21201 | | PC | PROJECT SUPPORT | 52,674 |
| UNIVERSITY OF NEVADA RENO FOUNDATION MAIL STOP 007 RENO, NV 895570007 | | PC | PROJECT SUPPORT | 347,917 |
| UNIVERSITY OF NEW MEXICO HEALTH SCIENCES CENTER 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE, NM 87131 | | GOV | PROJECT SUPPORT | 28,775 |
| UNIVERSITY OF NEW MEXICO HEALTH SCIENCES CENTER 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE, NM 87131 | | GOV | PROJECT SUPPORT | 23,920 |
| UNIVERSITY OF NEW MEXICO HEALTH SCIENCES CENTER 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE, NM 87131 | | GOV | PROJECT SUPPORT | 336,948 |
| UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE CHAPEL HILL, NC 27599 | | GOV | PROJECT SUPPORT | 236,439 |
| UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE CHAPEL HILL, NC 27599 | | GOV | PROJECT SUPPORT | 289,556 |
| UNIVERSITY OF OKLAHOMA FOUNDATION 731 ELM STREET NORMAN, OK 73019 | | PC | PROJECT SUPPORT | 4,500 |
| Total | | | | 416,440,853 |

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

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|--|---|--------------------------------|----------------------------------|-------------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> | | | | |
| UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA,PA 19104 | | GOV | PROJECT SUPPORT | 50,000 |
| UNIVERSITY OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA,PA 19104 | | GOV | PROJECT SUPPORT | 350,256 |
| UNIVERSITY OF PITTSBURGH PHYSICIANS 300 HALKET STREET PITTSBURGH,PA 15213 | | PC | PROJECT SUPPORT | 284,184 |
| UNIVERSITY OF SOUTH FLORIDA 3702 SPECTRUM BLVD TAMPA,FL 33612 | | GOV | PROJECT SUPPORT | 47,271 |
| UNIVERSITY OF SOUTHERN CALIFORNIA 1200 NORTH STSTE STREET LOS ANGELES,CA 90033 | | PC | PROJECT SUPPORT | 48,240 |
| UNIVERSITY OF SOUTHERN CALIFORNIA 2020 ZONAL AVE LOS ANGELES,CA 90089 | | GOV | PROJECT SUPPORT | 329,389 |
| UNIVERSITY OF TEXAS SOUTHWESTERN 5323 HARRY HINES BLVD DALLAS,TX 75390 | | GOV | PROJECT SUPPORT | 147,594 |
| UNIVERSITY OF UTAH 30 N 1900 E SALT LAKE CITY,UT 84132 | | PC | PROJECT SUPPORT | 45,000 |
| UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE NE SEATTLE,WA 98195 | | GOV | PROJECT SUPPORT | 101,766 |
| UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVE NE SEATTLE,WA 98195 | | GOV | PROJECT SUPPORT | 97,615 |
| UNIVERSITY OF WASHINGTON 43333 BROOKLYN AVE NE SEATTLE,WA 98195 | | GOV | PROJECT SUPPORT | 221,876 |
| UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE MADISON,WI 53726 | | PC | PROJECT SUPPORT | 54,736 |
| VALLEY-WIDE HEALTH SYSTEMS INC 128 MARKET STREET ALAMOSA,CO 81101 | | PC | PROJECT SUPPORT | 22,143 |
| VANDERBILT UNIVERSITY 1400 18TH AVENUE SOUTH NASHVILLE,TN 37212 | | PC | PROJECT SUPPORT | 351,452 |
| VENTURE STRATEGIES INNOVATIONS 19200 VON KARMAN AVE IRVINE,CA 92612 | | POF | PROJECT SUPPORT | 2,618,623 |
| Total | | | 3a | 416,440,853 |

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> | | | | |
| WAKE FOREST UNIVERSITY 1 MEDICAL CENTER BLVD WINSTONSALEM, NC 27157 | | PC | PROJECT SUPPORT | 346,144 |
| WASHINGTON UNIVERSITY 4911 BARNES JEWISH HOSPITAL PLAZA ST LOUIS, MO 63110 | | PC | PROJECT SUPPORT | 36,247 |
| WASHINGTON UNIVERSITY 49111 BARNES JEWISH HOSPITAL ST LOUIS, MO 63110 | | PC | PROJECT SUPPORT | 175,653 |
| WASHINGTON UNIVERSITY 600 SOUTH EUCLID AVENUE ST LOUIS, MO 63110 | | PC | PROJECT SUPPORT | 347,661 |
| WAYNE STATE COLLEGE 1111 MAIN ST WAYNE, NE 68787 | | GOV | SCHOLARSHIPS | 608,054 |
| WAYNE STATE COLLEGE 1111 MAIN ST WAYNE, NE 68787 | | GOV | SCHOLARSHIPS | 705,290 |
| WESTERN NEBRASKA COMMUNITY COLLEGE 1601 E 27TH ST SCOTTSBLUFF, NE 69361 | | GOV | SCHOLARSHIPS | 1,035 |
| WESTERN NEBRASKA COMMUNITY COLLEGE 1601 E 27TH ST SCOTTSBLUFF, NE 69361 | | GOV | SCHOLARSHIPS | 39,015 |
| WESTERN NEBRASKA COMMUNITY COLLEGE 1601 E 27TH ST SCOTTSBLUFF, NE 69361 | | GOV | SCHOLARSHIPS | 20,708 |
| WHOLE WOMAN'S HEALTH LLC 8401 N IH 35 SUITE 1A AUSTIN, TX 78753 | | NC | PROJECT SUPPORT | 150,343 |
| WHOLE WOMAN'S HEALTH LLC 8401 N IH 35 AUSTIN, TX 78753 | | NC | PROJECT SUPPORT | 740,816 |
| WILLOWS FOUNDATION 6867 ELM STREET MCLEAN, VA 22101 | | POF | PROJECT SUPPORT | 129,111 |
| WILLOWS FOUNDATION 6867 ELM STREET MCLEAN, VA 22101 | | POF | PROJECT SUPPORT | 804,813 |
| WILLOWS FOUNDATION SETUSTU SOKAK 9/1 N2 ISTANBUL TU | | POF | PROJECT SUPPORT | 3,596,432 |
| WILLOWS FOUNDATION SETUSTU SOKAK ISTANBUL TU | | POF | PROJECT SUPPORT | 215,699 |
| Total | | | | 416,440,853 |

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> | | | | |
| WILLOWS FOUNDATION SETUSTU SOKAK ISTANBUL TU | | POF | PROJECT SUPPORT | 202,649 |
| WOMANCARE GLOBAL PO BOX 768 CARDIFF BY THE SE 92007 CA | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 355,073 |
| WOMANCARE GLOBAL PO BOX 768 CARDIFF BY THE SE 92007 CA | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 955,454 |
| WOMEN'S HEALTH AND REPRODUCTIVE RIGHTS FOUNDATION OF THAILAND 2 SOI SOONVIJAI NEW PETCHBURI ROAD BANGKOK TH | | NC | PROJECT SUPPORT | 533,903 |
| WOMEN'S LAW PROJECT 125 S 9TH STREET PHILADELPHIA,PA 19107 | | PC | PROJECT SUPPORT | 287,405 |
| WORLD HEALTH ORGANIZATION 20 AVENUE APPIA GENEVA SZ | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 315,694 |
| WORLD HEALTH ORGANIZATION 20 AVENUE APPIA GENEVA 1211 SZ | | EQUIVALENCY DETERMIN | PROJECT SUPPORT | 96,615 |
| WORLD HEALTH PARTNERS 653 5TH AVE SAN FRANCISCO,CA 94118 | | PC | PROJECT SUPPORT | 1,084,410 |
| YALE UNIVERSITY 47 COLLEGE STREET NEW HAVEN,CT 06510 | | PC | PROJECT SUPPORT | 50,000 |
| YALE UNIVERSITY 47 COLLEGE STREET NEW HAVEN,CT 06510 | | PC | PROJECT SUPPORT | 6,340 |
| YESHIVA UNIVERSITY ALBERT EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVENUE BRONX,NY 10461 | | PC | PROJECT SUPPORT | 334,292 |
| Total | | | | 416,440,853 |

TY 2014 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 | 32,617 | 0 | | 32,617 |

TY 2014 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 2014 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 | 218,562 | 147,760 | SL | 5 000000000000 | 32,818 | 0 | | |
| LEASEHOLD IMPROVEMENTS | 2012-07-01 | 2,234,396 | 855,702 | SL | 15 000000000000 | 151,038 | 0 | | |
| SOFTWARE | 2012-07-01 | 48,258 | 50,594 | SL | 3 000000000000 | 725 | 0 | | |
| OFFICE FURNITURE & EQUIPMENT | 2012-07-01 | 788,804 | 549,387 | SL | 7 000000000000 | 74,582 | 0 | | |

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

TY 2014 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 | 6,820,438 | 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 AND TO \$6,820,438 IN 2014 | 6,820,438 | NONE | 12/30/13, 06/30/14 | | 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 | 6,458,553 | NONE | NOT YET DUE | | 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 | 1,081,093 | NONE | 12/31/14 | | 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 | 1,205,301 | 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 ORIGINAL GRANT WAS FOR \$3,747,000 GRANT WAS AMENDED TO \$3,663,438 IN 2014 | 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 | 1,798,152 | GRANT #549 03 INTERNATIONAL EXPANSION AND IMPROVEMENT FAMILY PLAN &AB/SERVICE DELIVERY ORIGINAL GRANT WAS FOR \$1,992,636 GRANT WAS AMENDED TO \$1,798,152 IN 2014 | 1,798,152 | 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 | 1,877,141 | 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 | 897,101 | 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 | NONE | DUE IN 2015 | | 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 | 3,766,065 | NONE | 12/31/14 | | 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 | 659,038 | NONE | 12/31/14 | | 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 | 2,817,989 | NONE | 09/30/14 | | 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 | 108,475 | GRANT #3820 REPRODUCTIVE HEALTH ADVOCACY ORIGINAL GRANT WAS FOR \$105,000 GRANT WAS AMENDED TO \$108,475 IN 2014 | 108,475 | NONE | 03/31/14 | | 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 | 1,573,068 | NONE | 07/31/14 | | 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 | 2,363,785 | NONE | 12/31/14 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |

| 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 |
|--|---|------------|--------------|--|----------------------------|---------------------------|-----------------------------|----------------------|--|
| GOOD WORKS GROUP | 1430 FRONT STREET LOUISVILLE, CO 80027 | 2013-02-14 | 507,116 | GRANT #752 05 REDUCING UNINTENDED PREGNANCY | 507,116 | NONE | 01/31/14 | | 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 | 6,197,379 | NONE | 12/31/14 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| WILLOWS FOUNDATION | SETUSTU SOKAK 9/1 N2 ISTANBUL TU | 2013-02-04 | 2,566,981 | GRANT #278 07 INTERNATIONAL EXPANSION & IMPROVEMENT REPRODUCTIVE HEALTH\SERVICE DELIVERY ORIGINAL GRANT WAS FOR \$3,460,758 GRANT WAS AMENDED TO \$2,566,981 IN 2014 | 2,566,981 | NONE | 01/31/14 | | 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 | 4,319,552 | 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 | 788,401 | NONE | 12/17/14 | | 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 | 8,077,387 | NONE | 12/31/13, 06/30/14 | | 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 | NONE | NOT YET DUE | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| WOMEN'S HEALTH AND REPRODUCTIVE RIGHTS FOUNDATION OF THAILAND | 2 SOI SOONVIJAI NEW PETCHBURI ROAD HUAYKWANG TH | 2013-03-01 | 2,197,459 | GRANT #3779 REPRODUCTIVE HEALTH PROJECT | 1,952,381 | NONE | 11/12/14 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| WILLOWS FOUNDATION | SETUSTU SOKAK 9/1 N2 ISTANBUL TU | 2014-01-17 | 10,475,031 | GRANT #278 08 INTERNATIONAL EXPANSION & IMPROVEMENT REPRODUCTIVE HEALTH\SERVICE DELIVERY | 0 | NONE | DUE IN 2017 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| EQUIDAD DE GENERO | ABASOLO 201 DEL CARMEN COYOAC MX | 2014-04-07 | 3,747,000 | GRANT 361 04 SUPPORT OF REPRODUCTIVE HEALTH ACTIVITIES IN MEXICO | 0 | NONE | DUE IN 2016 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| GOOD WORKS GROUP | 1430 FRONT STREET LOUISVILLE, CO 80027 | 2014-02-10 | 395,170 | GRANT #752 06 REDUCING UNINTENDED PREGNANCY | 395,170 | NONE | DUE IN 2015 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| GYNUITY | 15 EAST 26TH STREET NEW YORK, NY 10010 | 2014-09-02 | 6,420,083 | GRANT #779 02 EXPANDING REPRODUCTIVE HEALTH ACCESS | 0 | NONE | DUE IN 2017 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| GOOD WORKS GROUP | 1430 FRONT STREET LOUISVILLE, CO 80027 | 2014-08-14 | 378,802 | GRANT #1039 03 REDUCING UNINTENDED PREGNANCY | 0 | NONE | DUE IN 2015 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| WILLOWS FOUNDATION | SETUSTU SOKAK 9/1 N2 ISTANBUL TU | 2014-10-24 | 1,342,438 | GRANT #3709 01 REPRODUCTIVE HEALTH PROJECT | 0 | NONE | DUE IN 2017 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |

| 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 |
|--|---|------------|--------------|---|----------------------------|---------------------------|-----------------------------|----------------------|---|
| PLANNED PARENTHOOD ACTION FUND | 434 W 33RD ST NEW YORK, NY 10001 | 2014-07-02 | 1,250,000 | GRANT #3746 01 REPRODUCTIVE HEALTH ADVOCACY | 0 | NONE | DUE IN 2015 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| SOCIETY OF FAMILY PLANNING RESEARCH FUND | 255 S 17TH STREET PHILADELPHIA, PA 19103 | 2014-01-30 | 3,740,610 | GRANT #3767 01 FELLOWSHIP RESEARCH FUND | 3,740,610 | NONE | DUE IN 2015 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| PINE STREET PARTNERS | 604 PINE STREET PHILADELPHIA, PA 19106 | 2014-01-29 | 81,031 | GRANT #3877 REPRODUCTIVE HEALTH PROJECT | 81,031 | NONE | 07/23/14 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| CONWAY STRATEGIC | 1200 18TH STREET WASHINGTON, DC 20036 | 2014-03-04 | 24,610 | GRANT #3881 REPRODUCTIVE HEALTH ADVOCACY | 24,610 | NONE | 04/30/14 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| WHOLE WOMAN'S HEALTH LLC | 8401 N IH 35 SUITE 1A AUSTIN, TX 78753 | 2014-07-02 | 150,343 | GRANT #3919 REPRODUCTIVE HEALTH PROJECT | 150,343 | | DUE IN 2015 | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| CONWAY STRATEGIC | 1200 18TH STREET WASHINGTON, DC 20036 | 2014-07-10 | 489,063 | GRANT #3920 REPRODUCTIVE HEALTH ADVOCACY | 0 | NONE | NOT YET DUE | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| GYNUITY | 15 EAST 26TH STREET NEW YORK, NY 10010 | 2014-08-20 | 1,358,035 | GRANT #3947 REPRODUCTIVE HEALTH PROJECT | 0 | NONE | NOT YET DUE | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| PROGRESS NOW NEW MEXICO | 625 SILVER AVE SW ALBUQUERQUE, NM 87102 | 2014-10-30 | 358,432 | GRANT #3981 REPRODUCTIVE HEALTH ADVOCACY | 0 | NONE | NOT YET DUE | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| WHOLE WOMAN'S HEALTH LLC | 8401 N IH 35 SUITE 1A AUSTIN, TX 78753 | 2014-11-05 | 740,816 | GRANT #3997 REPRODUCTIVE HEALTH PROJECT | 0 | NONE | NOT YET DUE | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| GILL FOUNDATION | 2215 MARKET STREET DENVER, CO 80205 | 2014-12-11 | 95,000 | GRANT #4006 REPRODUCTIVE HEALTH ADVOCACY | 0 | NONE | NOT YET DUE | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |
| ROYAL COLLEGE OF OBSTETRICIANS AND GYNECOLOGISTS | 27 SUSSEX PLACE LONDON UK | 2014-12-16 | 10,034,008 | GRANT #4009 REPRODUCTIVE HEALTH PROJECT | 0 | NONE | NOT YET DUE | | NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED |

TY 2014 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 | 854 | 854 |
| AETNA INC. NEW | 0 | 0 |
| ALLEGHANY CP | 72,068 | 72,068 |
| ALLSTATE CP | 13,020 | 13,020 |
| ALTRIA GROUP INC | 0 | 0 |
| AMAZON.COM INC | 31,149 | 31,149 |
| AMER EXPRESS INC | 57,332 | 57,332 |
| AMER FIN GRP HLD | 0 | 0 |
| AMER INTL GROUP I | 6,647 | 6,647 |
| AMERIPRISE FINANC | 16,269 | 16,269 |
| AOL INC. | 2,028 | 2,028 |
| ARCHER DANIELS MD | 21,604 | 21,604 |
| ARGONAUT GROUP IN | 1,071 | 1,071 |
| ASSOCIATED EST RL | 0 | 0 |
| BEAM INC. COMMON | 0 | 0 |
| BERKLEY W R CP | 0 | 0 |
| BERKSHIRE HATH HL | 2,708,988,282 | 2,708,988,282 |
| BERKSHIRE HATH HL CL A | 12,656,000 | 12,656,000 |
| BERKSHIRE HATHAWA | 0 | 0 |
| BK OF AMERICA CP | 8,760 | 8,760 |
| BOEING CO | 0 | 0 |
| BOMBARDIER INC CL | 828 | 828 |
| BP PLC | 0 | 0 |
| BRANDYWINE REALTY | 0 | 0 |
| C S X CP | 10,925 | 10,925 |
| CABELAS INC | 5,307 | 5,307 |
| CAE INC | 3,004 | 3,004 |
| CAMDEN PROPERTY | 0 | 0 |
| CAMPBELL SOUP CO | 70,928 | 70,928 |
| CANADIAN NATL RAI | 6,926 | 6,926 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|----------------------|-------------------------------|--------------------------------------|
| CANADIAN PAC RAIL | 19,365 | 19,365 |
| CARMAX INC | 16,864 | 16,864 |
| CBS CORP CL A | 2,277 | 2,277 |
| CBS CORP CL B | 2,237 | 2,237 |
| CHAMPION ENTERPRI | 0 | 0 |
| CHEVRON CORP | 11,232 | 11,232 |
| CHUBB CP THE | 125,088 | 125,088 |
| CIRCUIT CITY STRS | 0 | 0 |
| CITADEL BROADCAST | 3,082 | 3,082 |
| CITIGROUP INC | 148,852 | 148,852 |
| COCA COLA BOT CON | 17,847 | 17,847 |
| COCA COLA CO THE | 203,808 | 203,808 |
| COCA COLA ENTRPR | 13,410 | 13,410 |
| COCA COLA FEMSA S | 25,734 | 25,734 |
| COMMONWEALTH REIT | 576 | 576 |
| COMPANIA CERV UNI | 0 | 0 |
| CONOCOPHILLIPS | 0 | 0 |
| CONS TOMOKA LAND | 0 | 0 |
| CONSECO INC NEW | 0 | 0 |
| COSTCO WHOLESALE | 225,446 | 225,446 |
| COTT CP | 1,376 | 1,376 |
| COUSINS PROP INC | 1,177 | 1,177 |
| COVANTA HOLDING C | 0 | 0 |
| CRIMSON WINE | 0 | 0 |
| CURTISS WRIGHT CP | 1,714 | 1,714 |
| DAILY JOURNAL CP | 22,011 | 22,011 |
| DEVELOPERS RLTY | 187 | 187 |
| DISCOVER FIN SVCS | 70,413 | 70,413 |
| DOMINION RES NEW | 7,763 | 7,763 |
| DOVER CP | 0 | 0 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------|------------------------|-------------------------------|
| EDISON INTL | 0 | 0 |
| ENERGIZER HLDGS I | 0 | 0 |
| ENTERTAINMT PPTY | 0 | 0 |
| EXELON CORPORATIO | 0 | 0 |
| EXXON MOBIL CP | 9,244 | 9,244 |
| FANNIE MAE | 0 | 0 |
| FEDEX CORP | 0 | 0 |
| FIFTH & PACIFIC C | 0 | 0 |
| FIRST IND RLTY IN | 0 | 0 |
| FIRSTENERGY CP | 0 | 0 |
| FIVE STAR QUAL CA | 0 | 0 |
| FORTUNE BRANDS HO | 18,184 | 18,184 |
| FRANKLIN COVEY CO | 0 | 0 |
| FRIEDMAN INDS INC | 0 | 0 |
| FURNITURE BRNDS I | 0 | 0 |
| G A T X CP | 23,264 | 23,264 |
| GABELLI EQUITY TR | 0 | 0 |
| GABELLI GLOBAL | 0 | 0 |
| GABELLI H&W TR | 95 | 95 |
| GABELLI HEALTH | 0 | 0 |
| GABELLI UTILITY T | 0 | 0 |
| GANNETT CO INC | 6,458 | 6,458 |
| GEN DYNAMICS CP | 55,508 | 55,508 |
| GEN ELECTRIC CO | 30,426 | 30,426 |
| GILDAN ACTIVEWEAR | 22,604 | 22,604 |
| GLIMCHER RAEITY T | 0 | 0 |
| GRAHAM HOLDINGS | 8,774 | 8,774 |
| H R BLOCK INC | 0 | 0 |
| HANESBRANDS INC. | 1,350 | 1,350 |
| HAVERTY FURN COS | 0 | 0 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-------------------|------------------------|-------------------------------|
| HIGHWOODS PRPTY I | 0 | 0 |
| HILLSHIRE BRANDS | 805 | 805 |
| HOMEFED CORP NEW | 0 | 0 |
| HORACE MANN EDUCA | 0 | 0 |
| HOSPITALITY PROP | 0 | 0 |
| ICTC GROUP, INC | 0 | 0 |
| INTERNET PATENTS | 0 | 0 |
| INTL BUSINESS MAC | 64,288 | 64,288 |
| INTL FLAVORS FRAG | 0 | 0 |
| INTL PAPER | 0 | 0 |
| ISTAR FINL INC | 0 | 0 |
| JOHNSON AND JOHNS | 0 | 0 |
| JP MORGAN CHASE C | 2,709 | 2,709 |
| KANSAS CITY SOUTH | 12,289 | 12,289 |
| KATE SPADE & COMP | 6,420 | 6,420 |
| KEMPER CORPORATIO | 0 | 0 |
| KNOWLES | 9,456 | 9,456 |
| KOREA ELECTRIC PW | 0 | 0 |
| KRAFT FOODS GROUP | 139,541 | 139,541 |
| LEUCADIA NATL CP | 81,396 | 81,396 |
| LEVEL 3 COMM INC | 4,967 | 4,967 |
| LGL GROUP INC. | 0 | 0 |
| LIBERTY PROPERTIE | 0 | 0 |
| LICT CORPORATION | 0 | 0 |
| LOEWS CP | 174,368 | 174,368 |
| LORILLARD, INC | 642,952 | 642,952 |
| M G I C INVEST CP | 0 | 0 |
| M&T BANK CORP | 126,600 | 126,600 |
| MACK-CALI REALTY | 0 | 0 |
| MANPOWER INC | 0 | 0 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------------|------------------------|-------------------------------|
| MCCLATCHY CO HLD | 0 | 0 |
| MCDONALDS CP | 0 | 0 |
| MCKESSON CORP | 0 | 0 |
| MEDIA GENERAL CL | 1,671 | 1,671 |
| MERCURY GENERAL C | 0 | 0 |
| MICROSOFT CP | 9,374 | 9,374 |
| MID AMERICA APARTMENT COMMUNITIES | 3,424 | 3,424 |
| MOHAWK INDS INC | 15,652 | 15,652 |
| MONDELEZ INTERNAT | 60,806 | 60,806 |
| MOODY'S CORP | 19,380 | 19,380 |
| MORGAN GROUP HLD | 0 | 0 |
| MORGAN STANLEY | 0 | 0 |
| MUELLER IND INC | 0 | 0 |
| N Y TIMES CL A | 6,456 | 6,456 |
| NATIONAL RETAIL P | 0 | 0 |
| NEWS CORPORATION | 3,054 | 3,054 |
| NEWS CORPORATION CL A | 6,352 | 6,352 |
| NEXTERA ENERGY, I | 0 | 0 |
| NORFOLK SO CP | 11,027 | 11,027 |
| NUCOR CP | 0 | 0 |
| ORCHARD SUPPLY | 3 | 3 |
| OVERSTOCK.COM INC | 2,441 | 2,441 |
| PARKWAY PROP INC. | 0 | 0 |
| PENN REAL ESTATE | 0 | 0 |
| PEP BOYS MAN MOE | 0 | 0 |
| PEPSICO INC | 193,053 | 193,053 |
| PERNOD RICARD ORD | 133 | 133 |
| PFIZER INC | 0 | 0 |
| PHILIP MORRIS INT | 196,709 | 196,709 |
| PHILLIPS 66 COMMO | 4,330 | 4,330 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|----------------------|-------------------------------|--------------------------------------|
| PINNACLE WEST CAP | 0 | 0 |
| PIPER JAFFRAY COS | 177 | 177 |
| PMC COMMERCIAL SB | 359 | 359 |
| PRICESMART INC | 0 | 0 |
| PROCTER GAMBLE | 71,698 | 71,698 |
| PROGRESSIVE CP | 47,910 | 47,910 |
| PROLOGIS SBI | 1,005 | 1,005 |
| RAYTHEON CO (NEW) | 0 | 0 |
| REYNOLDS AMERICAN | 3,108 | 3,108 |
| ROCKY MT CHOCOLAT | 1,421 | 1,421 |
| SEALED AIR CP NEW | 4,296 | 4,296 |
| SEARS CANADA INC | 932 | 932 |
| SEARS HOLDINGS CO | 6,628 | 6,628 |
| SIMON PPTY GRP IN | 11,101 | 11,101 |
| SKYLINE CP | 0 | 0 |
| STANDARD PACIFIC | 0 | 0 |
| SUNTRUST BANKS | 0 | 0 |
| SYMS CP | 0 | 0 |
| TANGER FACTORY OU | 7,528 | 7,528 |
| TEXTRON INC | 4,266 | 4,266 |
| THE HERSHEY COMPA | 125,616 | 125,616 |
| THE NEW D&B CORP | 0 | 0 |
| THE TRAVELERS CO | 111,472 | 111,472 |
| THOMSON REUTERS C | 0 | 0 |
| TIFFANY AND CO | 0 | 0 |
| TIM HORTONS INC. | 0 | 0 |
| TIME WARNER CABLE | 18,745 | 18,745 |
| TIME WARNER INC | 42,057 | 42,057 |
| TORCHMARK CP | 199,636 | 199,636 |
| TRAVELCENTERS OF | 127 | 127 |

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|------------------------|-------------------------------|--------------------------------------|
| TWENTY-FIRST CENT | 0 | 0 |
| TWENTY-FIRST CENT CL | 0 | 0 |
| TYSON/HILLSHIRE BRANDS | 805 | 805 |
| UNION PACIFIC | 24,034 | 24,034 |
| UNION PACIFIC | 24,034 | 24,034 |
| UNITED DOMIN RLTY | 252 | 252 |
| US AIRWAYS GROUP, | 0 | 0 |
| US BANCORP | 17,161 | 17,161 |
| VALHI INC | 1,461 | 1,461 |
| VERITIV | 52 | 52 |
| VIACOM INC CL A | 3,042 | 3,042 |
| VIACOM INC. | 3,046 | 3,046 |
| VORNADO REALTY TR | 24,598 | 24,598 |
| WAL MART STORES | 69,136 | 69,136 |
| WALT DISNEY-DISNE | 113,736 | 113,736 |
| WASHINGTON POST CO | 0 | 0 |
| WASHINGTON FEDERA | 0 | 0 |
| WASHINGTON PRIME | 927 | 927 |
| WELLS FARGO & CO | 197,208 | 197,208 |
| WENDYS INTL INC | 3,906 | 3,906 |
| WHITE MTN INS LTD | 64,200 | 64,200 |
| WILLIAMS COS | 0 | 0 |
| WPX ENERGY, INC. | 375 | 375 |
| YUM BRANDS INC | 26,402 | 26,402 |
| ZALE CP | 0 | 0 |

**TY 2014 Investments Government
Obligations Schedule**

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

**US Government Securities - End of
Year Book Value:** 381,122,579

**US Government Securities - End of
Year Fair Market Value:** 381,122,579

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

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

TY 2014 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 | 3,290,021 | 1,605,321 | 1,684,700 | 1,684,700 |

TY 2014 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 | 133,271 | 0 | | 133,271 |

TY 2014 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 | 50,815 | 0 | | 50,815 |
| DUES AND MEMBERSHIPS | 78,790 | 0 | | 78,790 |
| BANK CHARGES | 12,858 | 0 | | 12,858 |
| INSURANCE | 23,111 | 0 | | 23,111 |
| TELEPHONE EXPENSE | 18,103 | 0 | | 18,103 |
| POSTAGE | 12,426 | 0 | | 12,426 |
| MINOR EQUIPMENT | 11,623 | 0 | | 11,623 |

TY 2014 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 | 2,198,696 | | 2,198,696 |

TY 2014 Other Increases Schedule**Name:** THE SUSAN THOMPSON BUFFETT FOUNDATION**EIN:** 47-6032365

| Description | Amount |
|---|---------------|
| UNREALIZED GAINS INCL APPREC OF STOCK TRANSFERRED AS GRANT PAYMENTS | 558,541,454 |

TY 2014 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 | 76,078 | 0 | | 76,078 |
| SCHOLARSHIP EVALUATION | 142,763 | 0 | | 142,763 |
| CONSULTING - OTHER | 847,157 | 0 | | 847,157 |
| SOFTWARE DEVELOPMENT | 477,261 | 0 | | 477,261 |

TY 2014 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 | 175,167 | 0 | | 175,167 |
| EXCISE TAXES | 112,493 | 0 | | 0 |