

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation NoVo Foundation		A Employer identification number 47-0824753	
% KMERRYMAN C/O NOVO FOUNDATI		B Telephone number (see instructions) (212) 808-5400	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 535 FIFTH AVENUE 33RD FLOOR Suite		C If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 10017		D 1. Foreign organizations, check here <input type="checkbox"/>	
G Check all that apply: <input type="checkbox"/> Initial return, <input type="checkbox"/> Initial return of a former public charity, <input type="checkbox"/> Final return, <input type="checkbox"/> Amended return, <input type="checkbox"/> Address change, <input type="checkbox"/> Name change		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation, <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust, <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 395,245,222		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method: <input type="checkbox"/> Cash, <input checked="" type="checkbox"/> Accrual, <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	140,551,996			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6,770	6,770		
	4 Dividends and interest from securities	29,565	29,565		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,692,349			
	b Gross sales price for all assets on line 6a 61,167,535				
	7 Capital gain net income (from Part IV, line 2)		61,155,162		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	150,280,680	61,191,497			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	150,010	1,500		149,116
	14 Other employee salaries and wages	1,292,838	17,951		1,275,012
	15 Pension plans, employee benefits	457,750	6,173		453,939
	16a Legal fees (attach schedule)	287,234	28,271	0	268,198
	b Accounting fees (attach schedule)	51,000	12,750	0	36,000
	c Other professional fees (attach schedule)	2,732,771	75,291		2,703,912
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	613,007			22,185
	19 Depreciation (attach schedule) and depletion	342,783			
	20 Occupancy	321,338	3,213		338,096
	21 Travel, conferences, and meetings	1,158,846			1,158,846
	22 Printing and publications	8,023			8,023
	23 Other expenses (attach schedule)	348,839	2,603		329,529
	24 Total operating and administrative expenses. Add lines 13 through 23	7,764,439	147,752	0	6,742,856
	25 Contributions, gifts, grants paid	107,953,442			65,199,037
26 Total expenses and disbursements. Add lines 24 and 25	115,717,881	147,752	0	71,941,893	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	34,562,799				
b Net investment income (if negative, enter -0-)		61,043,745			
c Adjusted net income (if negative, enter -0-)					

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	500	500	500	500	
	2	Savings and temporary cash investments	59,176,883	34,789,427	34,789,427	34,789,427	
	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	126,461	880,517	880,517	880,517	
	10a	Investments—U S and state government obligations (attach schedule)					
	b	Investments—corporate stock (attach schedule)	201,701,052	344,543,345	344,543,345	344,543,345	
	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)	1,450,000	1,050,000	1,050,000	1,050,000	
	14	Land, buildings, and equipment basis ▶ _____ 15,357,345 Less accumulated depreciation (attach schedule) ▶ 1,423,379	1,276,749	13,933,966	13,933,966	13,933,966	
15	Other assets (describe ▶ _____)	437,041	47,467	47,467	47,467		
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	264,168,686	395,245,222	395,245,222	395,245,222		
Liabilities	17	Accounts payable and accrued expenses	322,115	315,965			
	18	Grants payable	59,116,305	101,870,709			
	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 ▶ _____)	4,033,427	6,889,991			
23	Total liabilities (add lines 17 through 22)	63,471,847	109,076,665				
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	200,696,839	286,168,557			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds						
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	200,696,839	286,168,557				
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	264,168,686	395,245,222				

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	200,696,839
2	Enter amount from Part I, line 27a	2	34,562,799
3	Other increases not included in line 2 (itemize) ▶ _____	3	50,908,919
4	Add lines 1, 2, and 3	4	286,168,557
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	286,168,557

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	PUBLIC SECURITIES			
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 61,167,535		12,373	61,155,162	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			61,155,162	
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 61,155,162
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	61,870,550	251,967,111	0.24555
2011	50,580,860	243,863,883	0.207414
2010	52,420,393	239,732,371	0.218662
2009	47,064,160	194,360,925	0.242148
2008	57,669,291	260,768,476	0.221151

2	Total of line 1, column (d).	2	1.134925
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	0.226985
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	332,161,550
5	Multiply line 4 by line 3.	5	75,395,689
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	610,437
7	Add lines 5 and 6.	7	76,006,126
8	Enter qualifying distributions from Part XII, line 4.	8	84,941,893

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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	610,437
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2.	3	610,437
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	610,437
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,420,928
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	1,420,928
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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	810,491
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 810,491 Refunded <input checked="" 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b	No
c Did the foundation file Form 1120-POL for this year?.	1c	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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>	2	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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	
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>	5	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?	6	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>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NE, NY, OR _____		
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>	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address www.novofoundation.org	13	Yes	
14	The books are in care of KMERRYMAN CO NOVO FOUNDATION Telephone no (212) 808-5400 Located at 535 FIFTH AVENUE 33RD FLOOR new york NY ZIP +4 10017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20__ , 20__ , 20__ , 20__		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	No
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	No

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). Yes No

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JENNIFER BUFFETT C/O THE NOVO FOUNDATION New York, NY 10017	PRES/CO-CHAIR/TREASURER/DIRECTOR 40 0	150,010	38,166	0
PETER BUFFETT C/O THE NOVO FOUNDATION New York, NY 10017	CO-CHAIR/DIRECTOR 10 0	0	0	0
AARON STERN C/O THE NOVO FOUNDATION New York, NY 10017	SECRETARY/Director 1 0	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PAMELA SHIFMAN C/O THE NOVO FOUNDATION NEW YORK, NY 10017	INITIATIVE DIRECTOR 40 0	250,929	68,710	0
KELLY MERRYMAN C/O THE NOVO FOUNDATION NEW YORK, NY 10017	DIR OF FINANCE & OP 40 0	180,559	34,244	0
PAMELA MCVEAGH-LALLY C/O THE NOVO FOUNDATION NEW YORK, NY 10017	INITIATIVE MANAGER 40 0	148,073	23,165	0
PUJA DHAWAN C/O THE NOVO FOUNDATION NEW YORK, NY 10017	INITIATIVE MANAGER 40 0	140,620	35,732	0
ROBERT SHERMAN C/O THE NOVO FOUNDATION NEW YORK, NY 10017	INITIATIVE DIRECTOR 40 0	128,160	18,069	0

Total number of other employees paid over \$50,000. 5

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

Part VIII

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE RABEN GROUP 1640 RHODE ISLAND AVE NW Suite 600 WASHINGTON, DC 20036	Consultant	779,644
Education First Consulting LLC PO Box 22871 SEATTLE, WA 98122	Consultant	265,380
SOCIAL POLICY RESEARCH 1330 Broadway Suite 1426 OAKLAND, CA 94612	Consultant	224,447
EMILY BREW 917 SW Oak Street 424 PORTLAND, OR 97205	Consultant	173,325
Patterson Belknap Webb and Tyler LLP 1133 Avenue of the Americas 21st F NEW YORK, NY 10036	Legal	282,714
Total number of others receiving over \$50,000 for professional services.		10

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 PROGRAM DEVELOPMENT, TRAINING, AND CONVENING OF THOUGHT- LEADERS AND COHORT PARTICIPANTS FOR MOVE TO END VIOLENCE, A 10-YEAR INITIATIVE DESIGNED TO STRENGTHEN OUR COLLECTIVE	2,219,796
2 CAPACITY TO END VIOLENCE AGAINST GIRLS AND WOMEN IN THE UNITED STATES WWW.MOVETOENDVIOLENCE.ORG	
3	
4	

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

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

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	270,318,507
b	Average of monthly cash balances.	1b	66,901,341
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	337,219,848
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	337,219,848
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,058,298
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	332,161,550
6	Minimum investment return. Enter 5% of line 5.	6	16,608,078

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	16,608,078
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	610,437
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	610,437
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	15,997,641
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	15,997,641
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	15,997,641

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	71,941,893
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	13,000,000
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	84,941,893
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	610,437
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	84,331,456

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				15,997,641
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011, 2010, 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.	45,380,761			
b From 2009.	38,174,942			
c From 2010.	41,564,892			
d From 2011.	40,377,170			
e From 2012.	50,635,990			
f Total of lines 3a through e.	216,133,755			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>84,941,893</u>				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				15,997,641
e Remaining amount distributed out of corpus	68,944,252			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	285,078,007			
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).	45,380,761			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.	239,697,246			
10 Analysis of line 9				
a Excess from 2009.	38,174,942			
b Excess from 2010.	41,564,892			
c Excess from 2011.	40,377,170			
d Excess from 2012.	50,635,990			
e Excess from 2013.	68,944,252			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling.

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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


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


c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	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> See Additional Data Table				
Total  3a				65,199,037

b <i>Approved for future payment</i> See Additional Data Table				
Total  3b				107,277,348

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: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 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 (other than by providing funds for such purposes) (See instructions).

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of		
(1) Cash.	1a(1)	No
(2) Other assets.	1a(2)	No
b Other transactions		
(1) Sales of assets to a noncharitable exempt organization.	1b(1)	No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)	No
(3) Rental of facilities, equipment, or other assets.	1b(3)	No
(4) Reimbursement arrangements.	1b(4)	No
(5) Loans or loan guarantees.	1b(5)	No
(6) Performance of services or membership or fundraising solicitations.	1b(6)	No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c	No

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.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, the best of my knowledge and belief, it is true, correct, and complete based on all information of which preparer has any knowledge

***** 2014-11-07

Signature of officer or trustee Date

Paid Preparer Use Only	Print/Type preparer's name MARIE ARRIGO	Preparer's Signature
	Firm's name ▶ EISNERAMPER LLP	
	Firm's address ▶ 750 THIRD AVENUE NEW YORK, NY	

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>				
A Long Walk Home Inc 1658 N Milwaukee Avenue Chicago,IL 60647	None	PC	General Support	83,333
Adolescent Girls' Advocacy and Leadership (AGALI) C/O Public Health Institute 555 12th Street 10th Floor Oakland,CA 94607	None	PC	General Support	200,000
One World Children's Fund (Fiscal Sponsor) 1016 Lincoln Boulevard San Francisco,CA 94129	None	PC	Project Support Akili Dada	100,000
American Civil Liberties Union 125 Broad Street 18th Floor New York,NY 10004	None	PC	Project Support Women's Rights Project	50,000
American Institutes for Research 125 Broad Street 18th Floor New York,NY 10004	None	PC	Project Support PATHS Implementation and Outcome Study	1,023,594
Anchorage School District 5530 E Northern Lights Blvd Anchorage,AK 99504	None	PC	Project Support SEL Collaborating Districts Initiative	250,000
Apne Aap Women Worldwide D-56 Anand Niketan New Delhi 110021 IN	None	PC	General Support	1,085,000
Austin Independent School District 1111 WEST 6TH STREET Austin,TX 78703	None	PC	Project Support SEL Collaborating Districts Initiative	250,000
Bend the Arc A Jewish Partnership for Justice 330 7th Ave Suite 1902 New York,NY 10001	None	PC	Project Support Caring Across Generations	350,000
Beyond Borders 5016 Connecticut Ave NW Washington,DC 20008	None	PC	Project Support Rethinking Power in Haiti	150,000
BRAC USA Inc 110 William Street New York,NY 10038	None	PC	Project Support Microfinance & Gender Equity Research in Tanzania \$23,667, Social/Emotional Learning Initiative \$134,000, Empowerment and Livelihoods for Adolescent Girls \$1,000,000	1,157,667
Business Alliance for Local Living Economies PO Box 4199 Bellingham,WA 98225	None	PC	General Support	600,000
Carolina for Kibera Inc 301 Pittsboro St Ste 3002 Campus Box 5145 Chapel Hill,NC 27599	None	PC	Project Support Binti Pamoja	150,000
Casa de Esperanza PO Box 75177 St Paul,MN 55175	None	PC	Project Support MEV Collaborative Project	70,000
Collaborative for Academic Social and Emotional LEARNING CASEL 815 WEST VAN BUREN STREET SUITE 200 Chicago,IL 60607	None	PC	Project Support SEL Collaborating Districts Initiative \$1,500,000, General Support \$950,278	2,450,278
Total				65,199,037

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>				
CEL Education Fund (Fiscal Sponsor) 2150 Allston Way BERKELEY, CA 94704	None	PC	Project Support Ultraviolet	150,000
Center for Partnership Studies 25700 Shafter Way Carmel, CA 93923	None	PC	Project Support Caring Economics Campaign	50,000
Center for Safe Schools 275 Grandview Avenue Suite 200 Camp Hill, PA 17011	None	PC	Project Support Growth & Scaling Program for SEL Program Providers	100,000
Chicago Alliance Against Sexual Exploitation 3304 North Lincoln Ave Suite 202 Chicago, IL 60657	None	PC	General Support	25,000
Chicago Public Schools 125 South Clark Street 14th Floor Chicago, IL 60603	None	PC	Project Support SEL Collaborating Districts Initiative	250,000
New Organizing Institute Education Fund Fiscal Sponsor 1133 19th Street NW Suite 850 Washington, DC 20036	None	PC	Project Support Civic Legal Corps Legal Fellowship Training Program and Community Center	50,000
Civic Ventures (Fiscal Sponsor) 114 Sansome Street San Francisco, CA 94104	None	PC	Project Support Solutions Journalism Network	125,000
Cleveland Metropolitan School District 1380 East 6th Street Room 235 Cleveland, OH 44114	None	PC	Project Support SEL Collaborating Districts Initiative	250,000
Close to Home Domestic Violence Initiative Inc 42 Charles Street Dorchester, MA 02122	None	PC	General Support \$100,000 Project Support MEV Collaborative Project \$35,000 Project Support Planning \$30,000	165,000
Coalition Against Trafficking in Women PO Box 7427 JAF Station New York, NY 10116	None	PC	Project Support Creating the Legal Conditions that are Inhospitable to Sex Trafficking	75,000
Coalition of Immokalee Workers PO Box 603 Immokalee, FL 34143	None	PC	Project Support Combatting Sexual Harassment	120,000
Community Foundation of Middle Tennessee 3833 Cleghorn Ave 400 Nashville, TN 37215	None	PC	Project Support Growth & Scaling Program for SEL Program Providers PATHS	100,000
The Council of State Governments 100 Wall Street 20th Floor New York, NY 10005	None	PC	Project Support Justice Center Project	149,914
Developmental Studies Center 1250 53rd Street Suite 3 Emeryville, CA 94608	None	PC	Project Support Basal Alternative Project	2,750,000
Do Something Inc 19 West 21st Street 8th Floor New York, NY 10010	None	PC	Project Support Crisis Text Line	1,000,000
Total			▶ 3a	65,199,037

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>				
Equality Now Inc dba Donor Direct Action 25 Central Park West New York, NY 10023	None	PC	Project Support Syrian Womens Forum for Peace \$17,000 General Support \$30,000	47,000
DuPage Regional Office of Education 420 N Country Farm Road Wheaton, IL 60187	None	PC	Project Support Affiliated District SEL Implementation	24,275
Editorial Projects in Education 6935 Arlington Road Suite 100 Bethesda, MD 208145233	None	PC	Project Support Media Coverage of SEL	90,000
Empower Emerging Markets Foundation 111 John Street Suite 1005 New York, NY 10038	None	PC	Project Support Girls' Programming Spark, Learn, Leap	273,400
Equal Rights Advocates Inc 180 Howard Street Suite 300 San Francisco, CA 94105	None	PC	Project Support Access to Gender Justice	75,000
Equality Now Inc 250 West 57th Street New York, NY 10107	None	PC	General Support	250,000
Equity Trust Inc 141 N Pleasant Street 746 Amherst, MA 010040746	None	PC	Project Support Hudson Valley Farmland Affordability \$1,000,000 General Support \$100,000	1,100,000
Eugene School District 4J 200 N Monroe St Eugene, OR 97402	None	PC	Affiliated District SEL Implementation Project Support Children Creating a Caring Community (4C's)	25,000
Facing History and Ourselves 16 Hurd Road Brookline, MA 02445	None	PC	General Support	500,000
Force Film Foundation Inc 430 East 10th Street 3A New York, NY 10013	None	PC	Project Support Half the Sky Movement	250,000
Fractured Atlas Productions (Fiscal Sponsor) 248 West 35th Street 10th Floor New York, NY 10001	None	PC	Project Support Sell Buy Date	281,850
Fund for the City of New York (Fiscal Sponsor) 220 East 23rd Street Suite 509 New York, NY 10010	None	PC	Project Support Service Women's Action Network (SWAN) \$305,000 Project Support Summit on Truth and Justice \$20,000	325,000
Futures Without Violence 100 Montgomery Street San Francisco, CA 94129	None	PC	General Support	250,000
GirlForward PO Boc 597527 Chicago, IL 60659	None	PC	General Support	25,000
Girls Educational and Mentoring Services (GEMS) 201 West 148th Street Ground Floor New York, NY 10039	None	PC	General Support 200,000 Project Support Survivor Leadership 261,464	461,464
Total			3a	65,199,037

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>				
Girls for Gender Equity Inc 30 Third Avenue Brooklyn, NY 12075	None	PC	General Support \$100,000 Project Support Organizational Development \$15,000	115,000
Girls Leadership Institute 155 Filbert St Suite 245 Oakland, CA 94607	None	PC	General Support	100,000
Global Fund for Women 222 Sutter Street suite 500 San Francisco, CA 94108	None	PC	General Support 25,000 Emergency Relief Supertyphoon Haiyan Relief 100,000	125,000
Global Grassroots 45 Lyme Road Stw 206 Hanover, NH 03755	None	PC	General Support	50,000
Greater Milwaukee Foundation 101 W Pleasant Milwaukee, WI 53212	None	PC	111 Anonymous Donor Advised Fund \$345,400 Anonymous Designated Fund \$101,000 Project Support Radio Milwaukee Capital Campaign 250,000	696,400
Hawthorne Valley Association Inc 327 Route 21C Ghent, NY 12075	None	PC	Project Support Expanding Capacity at Hawthorne Valley Farm	100,000
Heshima Kenya 1111 N Wells Street Chicago, IL 60610	None	PC	General Support	150,000
Hudson Valley Farm Hub LLC C/O New World Foundation 666 West End Avenue 1B New York, NY 10025	None	PC	Project Support Farm Hub Programming 1,366,215 Project Support Farm Hub Incubator 120,750 Project Support Farm Hub Master Planning and Transition 472,500 Project Support Farm Hub Operations 2,062,283	4,021,748
Human Rights First 333 Seventh Ave 13th Fl New York, NY 10001	None	PC	Project Support Protecting and Promoting Human Rights	15,000
Idaho Coalition Against Sexual & Domestic Violence 300 E Mallard Drive Suite 130 Boise, ID 83706	None	PC	General Support	50,000
Illinois Coalition Against Sexual Assault 100 North 16th Street Springfield, IL 62703	None	PC	Project Support End Demand Illinois	250,000
Institute for Democratic Education in America 620 SW 5th Ave Suite 910 Portland, OR 97205	None	PC	Project Support Contributing to strategic educational change	150,000
International Development Exchange (IDEX) 333 Valencia Street Suite 250 San Francisco, CA 94103	None	PC	General Support	150,000
International Rescue Committee 122 East 42nd Street New York, NY 10168	None	PC	Project Support Women and Girls Rebuilding Nations Phase II 3,124,617 Project Support Women's Protection & Empowerment Program 75,000 Project Support Girl Empower 1,680,308 Project Support Syrian Women's Protection and Empowerment Unit 250,000 Emergency Relief Supertyphoon Haiyan Relief 250,000	5,379,925
JSI Research & Training Institute 44 Farnsworth Street Boston, MA 02210	None	PC	Project Support Liberia Philanthropy Secretariat	50,000
Total				65,199,037

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>				
Just Detention International 3325 Wilshire Blvd Los Angeles, CA 90010	None	PC	General Support	150,000
Kent Bellows Foundation 3303 Leavenworth Omaha, NE 68105	None	PC	General Support	50,000
Legal Aid Society 199 Water Street New York, NY 10038	None	PC	Project Support Trafficking Victims Legal Defense and Advocacy Project	150,000
Let's Breakthrough Inc 4 West 37th Street New York, NY 10018	None	PC	General Support	200,000
Lions Club International Foundation PO Box 55273 Oak Brook, IL 60523	None	PC	Project Support Lions Quest CGI "Commitment to Action" Project	33,333
Madre Inc 121 West 27th Street 103 New York, NY 10001	None	PC	Emergency Relief Syria Emergency Efforts	200,000
Men Can Stop Rape 1003 K Street NW Suite 200 Washington, DC 20001	None	PC	General Support	150,000
Men Stopping Violence 2785 Lawrenceville Highway Decatur, GA 30033	None	PC	General Support	100,000
Mercy Corps 45 SW Ankeny Street Suite 100 Portland, OR 97204	None	PC	Emergency Relief Expanding support for Syrian Refugees in Iraq 250,000 Emergency Relief Supertyphoon Haiyan Relief 250,000	500,000
Metropolitan Nashville Public Schools 2601 Bransford Ave Nashville, TN 37204	None	PC	Project Support SEL Collaborating Districts Initiative	250,000
Miami Workers Center 8330 Biscayne Boulevard Miami, FL 33138	None	PC	Project Support Gender Justice Council	25,000
Minnesota Indian Women's Resource Center 2300 15th Avenue South St Paul, MN 55104	None	PC	General Support	75,000
MissRepresentation PO Box 437 Ross, CA 94957	None	PC	General Support	200,000
Ms Foundation for Women 12 Metrotech Center Brooklyn, NY 11201	None	PC	General Support 110,000 Project Support Ending Child Sexual Abuse 1,000,000	1,110,000
Mujeres Unidas y Activas 3543 18th Street San Francisco, CA 94110	None	PC	General Support	50,000
Total			▶ 3a	65,199,037

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
National Committee for Responsive Philanthropy 1331 H Street NW Suite 200 Washington, DC 20005	None	PC	General Support	25,000
National Domestic Workers Alliance 330 Seventh Avenue 19th Floor New York, NY 10001	None	PC	Project Support We Belong Together	50,000
National Economic and Social Rights Initiative 90 Jay Street 308 New York, NY 10038	None	PC	Project Support Case Study of Anti-Sexual Harassment Interventions in Florida's Tomato Industry	25,000
National Public Education Fund PO Box 55273 Washington, DC 20040	None	PC	Project Support Education Funder Strategy Group	50,000
National Resource Center On Domestic Violence 3605 Vartan Way Suite 101 Harrisburg, PA 17110	None	PC	General Support	75,000
New Economics Institute 140 Jug End Road Great Barrington, MA 02112	None	PC	General Support	1,000,000
New World Foundation 666 West End Avenue New York, NY 10025	None	PC	Project Support COIN \$2,925,000 Project Support Conversion Fund 20/20 Vision \$500,000 Project Support Local Economies Project \$1,752,750 Project Support New Majority Fund \$3,000,000	5,177,750
New York Community Trust 909 Third Avenue New York, NY 10022	None	PC	Project Support Donors' Education Collaborative	75,000
New York University 246 Greene Street Floor 8 New York, NY 10003	None	PC	Project Support Metro Center "Project for the Advancement of Humanity"	400,562
New York Women's Foundation 39 Broadway 23rd Floor New York, NY 10006	None	PC	Emergency Relief Hurricane Sandy Response & Recovery Fund 250,000 General Support 100,000	350,000
Nike Foundation One Bowerman Drive Beaverton, OR 97005	None	PF	Project Support Girl Effect	10,000,000
Omega Institute 150 Lake Drive Rhinebeck, NY 12572	None	PC	Project Support Women's Leadership Center	40,000
Oregon Abuse Advocates & Survivors in Service PO Box 2161 Portland, OR 97208	None	PC	General Support	30,000
Peace Over Violence 1015 Wilshire Blvd Suite 200 Los Angeles, CA 90017	None	PC	General Support	75,000
Pennsylvania State University 110 Technology Center Building University Park, PA 16802	None	PC	Project Support Understanding the Economic Value of Social and Emotional Learning Monetary Estimates for Program Evaluation and Policy Analysis	30,000
Total				65,199,037

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>				
Polaris Project PO Box 53315 Washington, DC 20009	None	PC	General Support	200,000
Population Council One Dag Hammarskjold Plaza New York, NY 10017	None	PC	Project Support Building a Community of Practice to Design & Execute at Scale on Behalf of the Poorest Girls in the Poorest Communities \$554,723 Project Support Expanding & Understanding the Effect of Social & Economic Assets for Vulnerable Adolescent Girls in Kenya \$405,103	959,826
Restaurant Opportunities Centers United 350 7th Avenue Suite 1504 New York, NY 10001	None	PC	Project Support Restaurant Gender Justice Project	200,000
Rockefeller Family Fund 475 Riverside Drive Suite 900 New York, NY 10115	None	PC	General Support \$30,000 Project Support Work/Life 20/20 \$775,000	805,000
Sacramento City Unified School District 5735 47th Ave Sacramento, CA 95824	None	PC	Project Support SEL Collaborating Districts Initiative	250,000
Sadie Nash Leadership Project 157 Montague Street Brooklyn, NY 11201	None	PC	General Support	100,000
Sanctuary for Families 30 Wall Street 8th Floor New York, NY 10005	None	PC	General Support \$135,000 Project Support Nutritional Workshop \$5,000 Project Support Anti-Trafficking Initiative \$250,000	390,000
She's the First 116 West 23rd Street New York, NY 10011	None	PC	General Support	25,000
SPARK East 19th Street Brooklyn, NY 11217	None	PC	General Support	50,000
StoryCorps 80 Hanson Place 2nd Floor Brooklyn, NY 11217	None	PC	General Support	25,000
Synergos Institute Inc 3 East 54th Street New York, NY 10022	None	PC	General Support	5,500
Tewa Women United PO Box 397 Santa Cruz, NM 87567	None	PC	General Support	40,000
Tides Center (Fiscal Sponsor) PO Box 29198 San Francisco, CA 94129	None	PC	Project Support A Call to Men \$275,000 Project Support Raising Voices \$150,000 Project Support Raising Voices Global South Movement Building Initiative to End Violence Against Women \$68,000 Project Support AIDS Free World \$350,000 Project Support Asian & Pacific Islander Institute on Domestic Violence \$50,000	893,000
Tides Foundation 55 Exchange Place Suite 402 New York, NY 10005	None	PC	Project Support Embrace Dignity \$700,000 Anonymous Donor Advised Fund \$4,202,057 Project Support Elman Peace & Human Rights Center Addressing Violence Against Women & Girls in Central & Southern Somalia \$303,470 Project Support Truth Dig \$205,400 Project Support European Women's Lobby \$150,000 Emergency Relief Damayan Migrant Workers Association Supertyphoon Haiyan Relief \$10,000 Project Support G (irls)20 Summit \$100,000 Project Support Indigenous People's Fund \$150,000 Project Support Local Stewardship Grants \$500,000 Emergency Relief Project Support National Alliance for Filipino Concerns (NAFCON) Supertyphoon Haiyan Relief \$25,000 Project Support Associazione Iroko Onlus (IROKO) \$50,000	6,395,927
Turnaround for Children 25 West 45th Street 6th Floor New York, NY 10036	None	PC	General Support	950,000
Total				65,199,037

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>				
UC Hastings Foundation UC Hastings College of Law 200 Mcallister street San Francisco, CA 94102	None	PC	Project Support Center for Worklife Law	80,000
University of Miami School of Law 1311 Miller Drive Coral Gables, FL 33146	None	PC	Project Support CONVERGE Conference	15,000
V-Day 303 Park Avenue South 1184 New York, NY 10010	None	PC	General Support	2,500,000
Warren City School District 105 High Street Warren, OH 44481	None	PC	Project Support Affiliated District SEL Implementation Skills for Life The Continuing Story	25,000
Washington State Coalition Against Domestic Violence 500 Union Street Suite 200 Seattle, WA 98101	None	PC	Project Support MEV Collaborative Project	60,000
Washoe County School District 380 Edison Way Reno, NV 89502	None	PC	Project Support SEL Collaborating Districts Initiative	250,000
Wellesley College 106 Central Street Wellesley, MA 02481	None	PC	Project Support Open Circle Project	73,291
What Kids Can Do PO Box 603252 Providence, RI 02906	None	PC	Project Support Bringing SEL to scale in public schools across the U S	150,000
WITNESS 80 Hanson Place 5th Floor Brooklyn, NY 11217	None	PC	Project Support Addressing Gender Based Violence Through Video-for-Change	200,000
Women for Women International 200 M St NW Suite 200 Washington, DC 20036	None	PC	General Support	350,000
Women Thrive Worldwide 1726 M St NW Suite 1075 Washington, DC 20036	None	PC	Project Support Building U S leadership to end violence against women & girls globally	75,000
Women Win Foundation PO Box 734 Northampton, MA 01061	None	PC	General Support	200,000
Women's eNews 6 Barclay Street 6th Floor New York, NY 10007	None	PC	General Support	2,000
Women's Media Center 1825 K Street NW Suite 400 Washington, DC 20006	None	PC	General Support	322,000
World Pulse Voices 1006 SE Grand Avenue Suite 200 Portland, OR 97214	None	PC	General Support	25,000
Total			▶ 3a	65,199,037

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>				
Youngstown City School District 20 West Wood Street Youngstown, OH 44501	None	PC	Project Support Affiliated District SEL Implementation	25,000
Teachers College at Columbia University 525 W 120th St New York, NY 10027	None	PC	Project Support Center for Benefit-Cost Studies in Education ROI of SEL Programs	200,000
Total			3a	65,199,037

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.

2013

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

Name of the organization
NoVo Foundation

Employer identification number
47-0824753

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization
NoVo Foundation

Employer identification number
47-0824753

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 BUFFETT C/O NOVO FOUNDATION 535 FIFTH AVE NEW YORK, NY 10017	\$ 140,551,996	Person <input checked="" 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)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization
NoVo Foundation

Employer identification number
47-0824753

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	DONATED EQUITIES	\$ 140,551,996	2013-07-08
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization
NoVo Foundation

Employer identification number
47-0824753

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

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

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

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

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

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

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

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

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

TY 2013 Accounting Fees Schedule

Name: NoVo Foundation

EIN: 47-0824753

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEES - EISNERAMPER LLP	51,000	12,750		36,000

TY 2013 Contractor Compensation Explanation

Name: NoVo Foundation

EIN: 47-0824753

Contractor	Explanation
THE RABEN GROUP	The Raben Group manages Move to End Violence, the direct charitable activity of the NoVo Foundation.

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

TY 2013 Depreciation Schedule

Name: NoVo Foundation

EIN: 47-0824753

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 SOFTWARE	2006-01-01	52,799	41,831	SL	6	3,472			
FURNITURE/EQUIP	2006-01-01	117,294	117,294	SL	7				
LEASEHOLD IMPRVT	2007-01-01	2,187,252	921,471	SL	15	339,311			
LAND		9,938,000							
FARM EQUIPMENT	2013-12-31	3,062,000							

**TY 2013 Investments Corporate
Stock Schedule****Name:** NoVo Foundation**EIN:** 47-0824753

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1,210 SHS BERKSHIRE HATHAWAY		
CLASS A COMMON STOCK	215,259,000	215,259,000
1,090,455 SHS BERKSHIRE		
HATHAWAY CLASS B COMMON STOCK	129,284,345	129,284,345

TY 2013 Investments - Land Schedule

Name: NoVo Foundation

EIN: 47-0824753

TY 2013 Investments - Other Schedule

Name: NoVo Foundation

EIN: 47-0824753

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MISSION-RELATED INVESTMENTS			
FARM VIEW PARTNERS	FMV	400,000	400,000
ROOT CAPITAL	FMV		
RSF SOCIAL FINANCE	FMV	650,000	650,000

TY 2013 Land, Etc. Schedule

Name: NoVo Foundation

EIN: 47-0824753

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER SOFTWARE	52,799	45,303	7,496	
FURNITURE/EQUIP	117,294	117,294		
LEASEHOLD IMPRVT	2,187,252	1,260,782	926,470	
LAND	9,938,000		9,938,000	
FARM EQUIPMENT	3,062,000		3,062,000	

TY 2013 Legal Fees Schedule

Name: NoVo Foundation

EIN: 47-0824753

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PATTERSON BELKNAP				
WEBB & TYLER	282,714	28,271		263,678
FUGAZY & ROONEY LLP	4,520			4,520

TY 2013 Other Assets Schedule

Name: NoVo Foundation

EIN: 47-0824753

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
SECURITY DEPOSITS	23,040	23,040	23,040
ACCRUED INTEREST	9,573	24,427	24,427
DUE FROM FUND MANAGER	404,428		

TY 2013 Other Expenses Schedule

Name: NoVo Foundation

EIN: 47-0824753

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GENERAL OFFICE EXPENSES	28,314	283		28,031
SUPPLIES	54,721	547		54,174
TELEPHONE/FACSIMILE	43,255	433		42,822
INSURANCE	46,665	467		29,491
MEMBERSHIP DUES	88,673			88,673
POSTAGE/MESSENGER	2,676	27		2,649
UTILITIES	17,678	177		17,501
REPAIRS AND MAINTENANCE	66,857	669		66,188

TY 2013 Other Income Schedule

Name: NoVo Foundation

EIN: 47-0824753

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Pass-Thru Loss From Limited Partnership			

TY 2013 Other Increases Schedule

Name: NoVo Foundation

EIN: 47-0824753

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	50,908,919
NET OF CHANGE IN DEFERRED EXCISE TAX	0
PAYABLE OF \$2,856,564	0

TY 2013 Other Liabilities Schedule

Name: NoVo Foundation

EIN: 47-0824753

Description	Beginning of Year - Book Value	End of Year - Book Value
DEFERRED EXCISE TAXES PAYABLE	4,033,427	6,889,991

TY 2013 Other Professional Fees Schedule

Name: NoVo Foundation

EIN: 47-0824753

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROGRAM CONSULTANTS	2,651,055			2,697,487
CREDIT CARD AND BANK FEES	6,425			6,425
INVESTMENT ADVISOR	75,291	75,291		

TY 2013 Taxes Schedule

Name: NoVo Foundation

EIN: 47-0824753

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX ON NET				
INVESTMENT INCOME	610,687			
PROPERTY TAX	2,320			22,185