

Return of Private Foundation

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

2014

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 separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE HEISING-SIMONS FOUNDATION		A Employer identification number 26-0799587
Number and street (or P.O. box number if mail is not delivered to street address) 400 MAIN STREET	Room/suite 200	B Telephone number (650) 887-0277
City or town, state or province, country, and ZIP or foreign postal code LOS ALTOS, CA 94022		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 301,712,855.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(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	9,500,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,630.	2,630.		STATEMENT 2
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	29,346,267.			STATEMENT 1
	b Gross sales price for all assets on line 6a	99,980,193.			
	7 Capital gain net income (from Part IV, line 2)		29,943,814.		
	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)					
11 Other income	998.	449,258.		STATEMENT 3	
12 Total. Add lines 1 through 11	38,849,895.	30,395,702.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	466,169.	0.		460,532.
	14 Other employee salaries and wages	1,133,533.	0.		1,120,406.
	15 Pension plans, employee benefits	500,302.	0.		481,191.
	16a Legal fees STMT 4	191,505.	0.		186,476.
	b Accounting fees STMT 5	74,046.	0.		74,046.
	c Other professional fees STMT 6	659,743.	0.		610,831.
	17 Interest				
	18 Taxes STMT 7	660,320.	9,105.		10.
	19 Depreciation and depletion	14,027.	0.		
	20 Occupancy	97,482.	0.		97,538.
	21 Travel, conferences, and meetings	180,373.	0.		180,355.
	22 Printing and publications	7,237.	0.		7,237.
	23 Other expenses STMT 8	65,615.	852,746.		64,220.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,050,352.	861,851.		3,282,842.
	25 Contributions, gifts, grants paid	37,200,381.			29,104,745.
26 Total expenses and disbursements. Add lines 24 and 25	41,250,733.	861,851.		32,387,587.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<2,400,838.>				
b Net investment income (if negative, enter -0-)		29,533,851.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only.	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		492,470.	492,470.
	2 Savings and temporary cash investments	39,568,460.	19,621,122.	19,621,122.
	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			
	7 Other notes and loans receivable			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	215,054.	161,356.	161,356.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment: basis		
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other		STMT 9	197,259,093.	202,871,335.
14 Land, buildings, and equipment: basis		1,518,461.		
Less: accumulated depreciation		STMT 10	36,389.	
15 Other assets (describe)		STATEMENT 11	31,603,822.	77,084,500.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)			268,703,766.	301,712,855.
17 Accounts payable and accrued expenses			76,387.	787,506.
18 Grants payable			16,586,578.	24,682,214.
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe)	STATEMENT 12	1,222,000.	1,744,000.	
23 Total liabilities (add lines 17 through 22)		17,884,965.	27,213,720.	
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		249,818,801.	274,499,135.
	25 Temporarily restricted		1,000,000.	0.
	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		250,818,801.	274,499,135.	
31 Total liabilities and net assets/fund balances		268,703,766.	301,712,855.	

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	250,818,801.
2 Enter amount from Part I, line 27a	2	<2,400,838.>
3 Other increases not included in line 2 (itemize) UNREALIZED GAINS ON INVESTMENTS	3	26,081,172.
4 Add lines 1, 2, and 3	4	274,499,135.
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	274,499,135.

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.)
1a MEDALLION CAPITAL INVESTMENTS, LTD	P	10/01/08	06/30/14
b BLACKSTONE GROUP LP	P	01/01/13	12/31/14
c BLUESTEM PARTNERS LP	P	01/01/14	12/31/14
d BLUESTEM PARTNERS LP	P	01/01/14	12/31/14
e BLUESTEM PARTNERS LP	P	01/01/14	12/31/14

(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 22,980,193.		2,924,332.	20,055,861.
b 63,000,000.		53,847,248.	9,152,752.
c 14,000,000.		13,263,225.	736,775.
d		630.	<630.>
e		944.	<944.>

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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			20,055,861.
b			9,152,752.
c			736,775.
d			<630.>
e			<944.>

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	29,943,814.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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))
2013	27,931,556.	250,179,042.	.111646
2012	18,584,781.	253,876,616.	.073204
2011	13,327,444.	166,155,301.	.080211
2010	11,727,971.	133,915,639.	.087577
2009	5,130,171.	94,275,111.	.054417

2 Total of line 1, column (d)	2	.407055
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	.081411
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	298,971,466.
5 Multiply line 4 by line 3	5	24,339,566.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	295,339.
7 Add lines 5 and 6	7	24,634,905.
8 Enter qualifying distributions from Part XII, line 4	8	32,387,587.

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 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	295,339.
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	295,339.
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	295,339.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	521,800.	
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	521,800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	226,461.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input checked="" type="checkbox"/> 226,461. Refunded <input type="checkbox"/>	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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>		X
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>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
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>		X
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?	X	
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>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	X	
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>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	
Website address WWW.HEISINGSIMONS.ORG				
14 The books are in care of JUDY BLUMENSTEIN Telephone no. (650) 887-0277				
Located at 400 MAIN STREET, SUITE 200, LOS ALTOS, CA ZIP+4 94022				
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 N/A				
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?		Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country				

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 instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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 2014?		
		<input type="checkbox"/>
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		
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		

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

5b Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 13** 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

6b 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? **N/A**

7b Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
MARK W HEISING 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	SECRETARY 1.00	0.	0.	0.
ELIZABETH D SIMONS 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	PRESIDENT 20.00	0.	0.	0.
CAITLIN HEISING 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	BOARD MEMBER 1.00	0.	0.	0.
DEANNA GOMBY 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	EXECUTIVE DIRECTOR 37.50	371,000.	71,714.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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
CYNTHIA AHERTON - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM DIRECTOR 37.50	259,954.	71,085.	0.
JUDY BLUMENSTEIN - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	DIRECTOR OF FINANCE 37.50	120,337.	67,714.	0.
JUSTINE CHOY - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM OFFICER 37.50	124,839.	47,697.	0.
CHHANDASI PATEL - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM OFFICER 37.50	122,594.	43,157.	0.
HOLLY KREIDER - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM OFFICER 37.50	119,500.	39,288.	0.

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
DEBORAH R. STARK 4727 BAYFIELDS RD., HARWOOD, MD 20776	PROGRAM CONSULTING	51,750.

Total number of others receiving over \$50,000 for professional services 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
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	0.
b	Average of monthly cash balances	1b	23,653,016.
c	Fair market value of all other assets	1c	279,871,315.
d	Total (add lines 1a, b, and c)	1d	303,524,331.
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	303,524,331.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,552,865.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	298,971,466.
6	Minimum investment return. Enter 5% of line 5	6	14,948,573.

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	14,948,573.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	295,339.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	23,173.
c	Add lines 2a and 2b	2c	318,512.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	14,630,061.
4	Recoveries of amounts treated as qualifying distributions	4	998.
5	Add lines 3 and 4	5	14,631,059.
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	14,631,059.

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	32,387,587.
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	
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	32,387,587.
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	5	295,339.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	32,092,248.

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				14,631,059.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012	10,470,956.			
e From 2013	28,160,755.			
f Total of lines 3a through e	38,631,711.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$	32,387,587.			
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) **	32,387,587.			
d Applied to 2014 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	14,631,059.			14,631,059.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	56,388,239.			
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 instr.			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	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	56,388,239.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013	24,000,652.			
e Excess from 2014	32,387,587.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

1 Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (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 [X] 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 e-mail 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)				
a Paid during the year				
COLORADO SEMINARY 2199 S. UNIVERSITY BLVD. DENVER, CO 80210		PC	EDUCATION-EARLY MATH	248,897.
COUNCIL FOR A STRONG AMERICA 1212 NEW YORK AVE. NW, SUITE 300 WASHINGTON, DC 20005-0000		PC	EDUCATION-EARLY MATH	50,000.
MATHEMATICA POLICY RESEARCH, INC. PO BOX 2393 PRINCETON, NJ 08543		NC	EDUCATION-FAMILY ENGAGEMENT, EDUCATION-EARLY MATH	380,869.
PHILANTHROPIC VENTURES FOUNDATION 1222 PRESERVATION PARK WAY OAKLAND, CA 94612		PC	EDUCATION-EARLY MATH	110,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY SPONSORED PROJECTS OFFICE, 2150 SHATTUCK AVENUE, STE. 313 MC5940 BERKELEY, CA 94704-5940		PC	EDUCATION-EARLY MATH, FURTHERING SCIENTIFIC RESEARCH, SUPPORT JOURNALISM	2,269,340.
Total SEE CONTINUATION SHEET(S)				29,104,745.
b Approved for future payment				
MATHEMATICA POLICY RESEARCH, INC. PO BOX 2393 PRINCETON, NJ 08543		NC	EDUCATION-FAMILY ENGAGEMENT, EDUCATION-EARLY MATH	514,902.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003		PC	EDUCATION-EARLY MATH	1,000,000.
SAN MATEO COUNTY OFFICE OF EDUCATION 101 TWIN DOLPHIN DRIVE REDWOOD CITY, CA 94065		PC	EDUCATION-EARLY MATH, EDUCATION-FAMILY ENGAGEMENT	280,000.
Total SEE CONTINUATION SHEET(S)				21,582,723.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f, g Fees and contracts...), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments (14, 2,630.), 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a Debt-financed property, b Not debt-financed property), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory (900099, 115,741., 18, 29,230,527.), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a TAX REFUND, 998.), 12 Subtotal (115,741., 29,233,157., 998.), 13 Total (29,349,896.).

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

Table with 2 columns: Line No. and 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). Row 11A: REFUND OF PROPERTY TAXES.

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

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

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
N/A		

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

Signature of officer or trustee: _____ Date: _____ Title: **VICE CHAIR**

May the IRS discuss this return with the preparer shown below (see instr.)? Yes No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MAGA E. KISRIEV				P01008919
	Firm's name ▶ HOOD & STRONG LLP	Firm's address ▶ 100 FIRST STREET, 14TH FLOOR			Firm's EIN ▶ 94-1254756
	Firm's address ▶ SAN FRANCISCO, CA 94105			Phone no. 415.781.0793	

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

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

		Enter filer's identifying number, see instructions
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	THE HEISING-SIMONS FOUNDATION	26-0799587
	Number, street, and room or suite no. If a P.O. box, see instructions. 400 MAIN STREET, SUIT 200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ALTOS, CA 94022	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

JUDY BLUMENSTEIN

- The books are in the care of **300 SECOND ST - LOS ALTOS, CA 94022**
Telephone No. **(650) 887-0277** Fax No. _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2015.**

5 For calendar year **2014**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
THE TAXPAYER'S FINANCIAL MATTERS ARE QUITE COMPLEX. ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.		8a	\$	432,086.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.		8b	\$	628,732.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.		8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature Title **SECRETARY** Date **8/10/15**

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

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

Part I only

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

Enter filer's identifying number

Type or print	Name of exempt organization or other filer, see instructions. THE HEISING-SIMONS FOUNDATION	Employer identification number (EIN) or 26-0799587
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 300 SECOND ST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ALTOS, CA 94022	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JUDY BLUMENSTEIN

- The books are in the care of ▶ **300 SECOND ST - LOS ALTOS, CA 94022**
Telephone No. ▶ **(650) 887-0277** Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2014** or
▶ tax year beginning _____, and ending _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	432,086.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	628,732.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003		PC	EDUCATION-EARLY MATH	2,333,333.
SAN MATEO COUNTY OFFICE OF EDUCATION 101 TWIN DOLPHIN DRIVE REDWOOD CITY, CA 94065		PC	EDUCATION-EARLY MATH, EDUCATION-TRANSITION TO KINDERGARTEN	685,922.
SANTA CLARA COUNTY OFFICE OF EDUCATION 1290 RIDDER PARK DRIVE, MC 221 SAN JOSE, CA 95131		PC	EDUCATION-EARLY MATH	70,840.
TEACHERS COLLEGE COLUMBIA UNIVERSITY 525 W 120TH STREET NEW YORK, NY 10027		PC	EDUCATION-EARLY MATH	175,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304		PC	EDUCATION-EARLY MATH, EDUCATION-FAMILY ENGAGEMENT	1,410,000.
THE CERRITOS COLLEGE FOUNDATION 11110 ALONDRA BLVD. NORWALK, CA 90650		PC	EDUCATION-EARLY MATH	177,430.
THE FRED ROGERS COMPANY 4802 FIFTH AVENUE PITTSBURG, PA 15213		PC	EDUCATION-EARLY MATH	150,000.
THE UNIVERSITY OF CHICAGO 6054 S DREXEL AVENUE CHICAGO, IL 60637-2612		PC	EDUCATION-EARLY MATH, FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	388,556.
THE UNIVERSITY OF NORTH CAROLINA AT GREENSBORO 1400 SPRING GARDEN STREET GREENSBORO, NC 27412		PC	EDUCATION-EARLY MATH	170,500.
UNIVERSITY OF MARYLAND 3112 LEE BUILDING COLLEGE PARK, MD 21201		PC	EDUCATION-EARLY MATH	16,481.
Total from continuation sheets				26,045,639.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37235-6310		PC	EDUCATION-EARLY MATH	290,186.
BRING ME A BOOK FOUNDATION 1045 TERRA BELLA AVE MOUNTAIN VIEW, CA 94043-1829		PC	EDUCATION-FAMILY ENGAGEMENT	60,000.
CALIFORNIA HEAD START ASSOCIATION 1107 9TH ST STE 810 SACRAMENTO, CA 95814-3621		PC	EDUCATION-FAMILY ENGAGEMENT	127,800.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 11501 DUBLIN BLVD., SUITE 200 DUBLIN, CA 94568		PC	EDUCATION-FAMILY ENGAGEMENT	49,010.
DC PUBLIC EDUCATION FUND 1534 14TH STREET, NW WASHINGTON, DC 20005-3722		PC	EDUCATION-FAMILY ENGAGEMENT	29,289.
ESTRELLA FAMILY SERVICES 1155 MERIDIAN AVE., SUITE 110 SAN JOSE, CA 95125-1567		PC	EDUCATION-FAMILY ENGAGEMENT	100,000.
FAMILIES IN SCHOOLS 1545 WILSHIRE BLVD., SUITE 700 LOS ANGELES, CA 90017-4508		PC	EDUCATION-FAMILY ENGAGEMENT	99,418.
FOOTHILL - DE ANZA COMMUNITY COLLEGES FOUNDATION 12345 EL MONTE ROAD LOS ALTOS, CA 94022		PC	EDUCATION-FAMILY ENGAGEMENT	292,500.
GREAT SCHOOLS 1999 HARRISON STREET, SUITE 1100 OAKLAND, CA 94612		PC	EDUCATION-FAMILY ENGAGEMENT	225,000.
JAMES BELL ASSOCIATES 3033 WILSON BLVD., SUITE 650 ARLINGTON, VA 22201		NC	EDUCATION-FAMILY ENGAGEMENT	49,973.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET, SUITE C020 BALTIMORE, MD 21218-3637		PC	EDUCATION-FAMILY ENGAGEMENT	250,000.
MID ATLANTIC EQUITY CONSORTIUM INC. 5272 RIVER ROAD BETHESDA, MD 20816-1437		PC	EDUCATION-FAMILY ENGAGEMENT	125,000.
MILPITAS UNIFIED SCHOOL DISTRICT 1331 E. CALAVERAS BOULEVARD MILPITAS, CA 95035		PC	EDUCATION-FAMILY ENGAGEMENT	41,500.
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET, NW WASHINGTON, DC 20001-2721		PC	EDUCATION-FAMILY ENGAGEMENT, EDUCATION-OTHER INTEREST, FURTHERING SCIENTIFIC RESEARCH	195,000.
OAK GROVE SCHOOL DISTRICT 6578 SANTA TERESA BLVD. SAN JOSE, CA 95119-1204		PC	EDUCATION-FAMILY ENGAGEMENT	100,000.
PARENT-CHILD HOME PROGRAM INC. 1415 KELLUM PL, STE 101 GARDEN CITY, NY 11530		PC	EDUCATION-FAMILY ENGAGEMENT	90,810.
PARENTS AS TEACHERS NATIONAL CENTER, INC. 2228 BALL DRIVE SAINT LOUIS, MO 96346		PC	EDUCATION-FAMILY ENGAGEMENT	67,500.
PEW CHARITABLE TRUSTS ONE COMMERCE SQUARE, 2005 MARKET STREET, SUITE 2800 PHILADELPHIA, PA 19103-7077		PC	EDUCATION-FAMILY ENGAGEMENT	75,000.
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 1350 MASSACHUSETTS AVE, HOLYOKE 600 CAMBRIDGE, MA 02138		PC	EDUCATION-FAMILY ENGAGEMENT	250,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, 10TH FLOOR OAKLAND, CA 94607		PC	EDUCATION-FAMILY ENGAGEMENT	90,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PUENTE DE LA COSTA SUR P.O. BOX 554 PESCADERO, CA 94060-0554		PC	EDUCATION-FAMILY ENGAGEMENT	100,000.
REACH OUT AND READ INC 56 ROLAND STREET BOSTON, MA 02129-1235		PC	EDUCATION-FAMILY ENGAGEMENT	150,000.
REDWOOD CITY ELEMENTARY SCHOOL DISTRICT 750 BRADFORD STREET REDWOOD CITY, CA 94063-1727		PC	EDUCATION-FAMILY ENGAGEMENT	100,000.
RUTGERS, THE STATE UNIVERSITY OF NEW JERSEY 3 RUTGERS PLAZA, ASB III NEW BRUNSWICK, NJ 08901		PC	EDUCATION-FAMILY ENGAGEMENT, EDUCATION-OTHER INTEREST	265,789.
SAN JOSE GRAIL FAMILY SERVICES 2003 E. SAN ANTONIO STREET SAN JOSE, CA 95116-3048		PC	EDUCATION-FAMILY ENGAGEMENT	110,722.
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040		PC	EDUCATION-FAMILY ENGAGEMENT	30,500.
SOCIAL AND ENVIRONMENTAL ENTREPRENEURS INC. 23532 CALABASAS ROAD, SUITE A CALABASAS, CA 91302-1333		PC	EDUCATION-FAMILY ENGAGEMENT	50,000.
THE GLEN PRICE GROUP 719 EL CERRITO PLAZA EL CERRITO, CA 94530		NC	EDUCATION-FAMILY ENGAGEMENT	33,000.
THE JOAN GANZ COONEY CENTER FOR EDUCATIONAL MEDIA AND RESEARCH, INC. ONE LINCOLN PLAZA NEW YORK, NY 10023-7129		PC	EDUCATION-FAMILY ENGAGEMENT	125,000.
TIDES CENTER 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129		PC	EDUCATION-FAMILY ENGAGEMENT	75,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TRUSTEES OF BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467-0000		PC	EDUCATION-FAMILY ENGAGEMENT	115,000.
YMCA OF SILICON VALLEY 80 SARATOGA AVE SANTA CLARA, CA 95051-7303		PC	EDUCATION-FAMILY ENGAGEMENT	69,362.
ADVANCEMENT PROJECT 1910 WEST SUNSET BLVD., SUITE 500 LOS ANGELES, CA 90026-3291		PC	EDUCATION-OTHER INTERESTS	50,000.
ALLIANCE FOR EARLY SUCCESS P.O. BOX 6756 LEAWOOD, KS 66206		PC	EDUCATION-OTHER INTERESTS	50,000.
ARIZONA STATE UNIVERSITY FOUNDATION FOR A NEW AMERICAN UNIVERSITY PO BOX 2260 TEMPE, AZ 85280-2260		PC	EDUCATION-OTHER INTERESTS	30,000.
BUILDING FUTURES NOW 1848 C BAY ROAD EAST PALO ALTO, CA 94303		PC	EDUCATION-OTHER INTERESTS	10,000.
CALIFORNIA CHILD CARE RESOURCE AND REFERRAL NETWORK 111 NEW MONTGOMERY ST., 7TH FLOOR SAN FRANCISCO, CA 94105		PC	EDUCATION-OTHER INTERESTS	75,000.
CALIFORNIANS TOGETHER 525 EAST 7TH STREET 2ND FLOOR LONG BEACH, CA 90813-4559		PC	EDUCATION-OTHER INTERESTS	7,500.
CENTER FOR THE NEXT GENERATION 351 CALIFORNIA STREET, SUITE 1200 SAN FRANCISCO, CA 94104-2416		PC	EDUCATION-OTHER INTERESTS, FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	600,000.
CHILD CARE LAW CENTER 445 CHURCH STREET, 4TH FLOOR SAN FRANCISCO, CA 94114		PC	EDUCATION-OTHER INTERESTS	75,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COLLEGE TRACK 111 BROADWAY AVENUE, SUITE 101 OAKLAND, CA 94607		PC	EDUCATION-OTHER INTERESTS	100,000.
EDUCARE OF CALIFORNIA AT SILICON VALLEY 4000 MOORPARK AVE., SUITE 200 SAN JOSE, CA 95117-1839		PC	EDUCATION-OTHER INTERESTS	150,000.
EDSOURCE, INC. 436 14TH STREET, SUITE 723 OAKLAND, CA 94612		PC	EDUCATION-OTHER INTERESTS	309,500.
GEORGETOWN UNIVERSITY 37TH AND O STREETS NW WASHINGTON, DC 20057-0001		PC	EDUCATION-OTHER INTERESTS	114,832.
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 E. FIRST PLACE DENVER, CO 80230		PC	EDUCATION-OTHER INTERESTS	100,000.
NATIONAL GOVERNORS ASSOCIATION CENTER FOR BEST PRACTICES 444 NORTH CAPITOL STREET, SUITE 267 WASHINGTON, DC 20001		PC	EDUCATION-OTHER INTERESTS, FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	350,000.
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE NW, SUITE 800 WASHINGTON, DC 20036-1209		PC	EDUCATION-OTHER INTERESTS	150,000.
NEW AMERICA FOUNDATION 1899 L STREET, NW WASHINGTON, DC 20036		PC	EDUCATION-OTHER INTERESTS	90,000.
OUNCE OF PREVENTION FUND 33 WEST MONROE STREET, SUITE 2400 CHICAGO, IL 60603-5400		PC	EDUCATION-OTHER INTERESTS	300,000.
PLANNED PARENTHOOD MAR MONTE, INC. 1605 THE ALAMEDA SAN JOSE, CA 95126		PC	EDUCATION-OTHER INTERESTS	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SRI INTERNATIONAL 333 RAVENSWOOD AVENUE MENLO PARK, CA 94025-3453		PC	EDUCATION-OTHER INTERESTS	62,928.
THE INTERNATIONAL INSTITUTE OF THE BAY AREA 657 MISSION STREET, SUITE 301 SAN FRANCISCO, CA 94105		PC	EDUCATION-OTHER INTERESTS	70,000.
THIRD SECTOR NEW ENGLAND INC. 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111-2679		PC	EDUCATION-OTHER INTERESTS	50,000.
URBAN INSTITUTE 2100 M STREET NW WASHINGTON, DC 20037-1207		PC	EDUCATION-OTHER INTERESTS	110,000.
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 1000 THOMAS JEFFERSON STREET, N.W. WASHINGTON, DC 20007		PC	EDUCATION-TRANSITION TO KINDERGARTEN	1,088,390.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104		PC	EDUCATION-TRANSITION TO KINDERGARTEN, EDUCATION-OTHER INTERESTS, MEMBERSHIP DUES	530,000.
NEW TEACHER CENTER 725 FRONT STREET, SUITE 400 SANTA CRUZ, CA 95060-4538		PC	EDUCATION-TRANSITION TO KINDERGARTEN	50,000.
ADVANCED ENERGY ECONOMY INSTITUTE 135 MAIN STREET, SUITE 1320 SAN FRANCISCO, CA 94105		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	375,000.
ASPEN GLOBAL CHANGE INSTITUTE INC. 104 MIDLAND AVE., SUITE 205 BASALT, CO 81621		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH, FURTHERING SCIENTIFIC RESEARCH	950,000.
CENTER FOR ENERGY EFFICIENCY AND RENEWABLE TECHNOLOGIES 1100 11TH STREET, SUITE 311 SACRAMENTO, CA 95814-0000		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	500,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
CLEAN AIR TASK FORCE INC. 18 TREMONT STREET, SUITE 530 BOSTON, MA 02108		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	200,000.
CLIMATE CENTRAL INC. ONE PALMER SQUARE, SUITE 330 PRINCETON, NJ 08542		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	250,000.
ENERGY CENTER OF WISCONSIN 455 SCIENCE DRIVE MADISON, WI 53711-1067		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	100,000.
ENVIRONMENT NORTHEAST PO BOX 583 ROCKPORT, ME 04856-0583		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	37,500.
ENVIRONMENTAL DEFENSE FUND, INC. 257 PARK AVENUE SOUTH NEW YORK, NY 10010		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	3,000,000.
GREENLINING INSTITUTE 1918 UNIVERSITY AVENUE, 2ND FLOOR BERKELEY, CA 94704		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	15,000.
INNOVATIONS FOR POVERTY ACTION 101 WHITNEY AVENUE NEW HAVEN, CT 06510-1256		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	84,700.
NATURAL RESOURCES DEFENSE COUNCIL, INC. 40 WEST 20TH STREET NEW YORK, NY 10011-4211		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	750,000.
PACE UNIVERSITY 1 PACE PLAZA NEW YORK, NY 10038-1598		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	25,000.
REGULATORY ASSISTANCE PROJECT 50 STATE STREET, SUITE 3 MONTPELIER, VT 05602		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	86,841.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
RENEWABLE NORTHWEST PROJECT 421 SW 6TH AVENUE, SUITE 1125 PORTLAND, OR 97204-1635		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	300,000.
RESOURCES FOR THE FUTURE 1616 P. ST. NW WASHINGTON, DC 20036		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	350,000.
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM STREET BOULDER, CO 80302		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	237,500.
SOUTH CENTRAL PARTNERSHIP FOR ENERGY EFFICIENCY AS A RESOURCE 3103 BEE CAVES ROAD, SUITE 135 AUSTIN, TX 78746		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	100,000.
SOUTHWEST ENERGY EFFICIENCY PROJECT 2334 BROADWAY SUITE A BOULDER, CO 80304		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	200,000.
WESTERN RESOURCE ADVOCATES 2260 BASELINE ROAD, SUITE 200 BOULDER, CO 80302-7740		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	300,000.
AMERICAN ASSOCIATION FOR THE ADVANCEMENT OF SCIENCE 1200 NEW YORK AVE. NW WASHINGTON, DC 20005-3928		PC	FURTHERING SCIENTIFIC RESEARCH	20,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA ONE SHIELDS AVENUE DAVIS, CA 95616-0000		PC	FURTHERING SCIENTIFIC RESEARCH	250,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA SANTA CRUZ 1156 HIGH STREET SANTA CRUZ, CA 95064-1077		PC	FURTHERING SCIENTIFIC RESEARCH	300,000.
SCIENCE FRIDAY INITIATIVE, INC. 19 W 44TH ST. SUITE 412 NEW YORK, NY 10036-5900		PC	FURTHERING SCIENTIFIC RESEARCH	150,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SMITHSONIAN INSTITUTION OFFICE OF THE COMPTROLLER 1000 JEFFERSON DRIVE SW WASHINGTON, DC 20560-0008		PC	FURTHERING SCIENTIFIC RESEARCH	150,000.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET 4200 BERKELEY, CA 94720		PC	FURTHERING SCIENTIFIC RESEARCH	1,000,000.
UNIVERSITY OF MAINE SYSTEM INC. 303 BRYAND GLOBAL SCIENCE CENTER ORONO, ME 04469-0001		PC	FURTHERING SCIENTIFIC RESEARCH	558,718.
ALLIANCE FOR CLIMATE EDUCATION INC. 426 17TH STREET, SUITE 450 OAKLAND, CA 94612-2818		PC	SUPPORT FOR YOUTH LEADERSHIP DEVELOPMENT PROGRAM	10,000.
ANITA BORG INSTITUTE FOR WOMEN AND TECHNOLOGY 1501 PAGE MILL ROAD PALO ALTO, CA 94394		PC	FOR GENERAL SUPPORT	10,000.
CALIFORNIA ACADEMY OF SCIENCES 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118-4503		PC	FOR GENERAL SUPPORT	50,000.
COMMUNITY LEGAL SERVICES IN EAST PALO ALTO INC 2117 UNIVERSITY AVENUE, SUITE B EAST PALO ALTO, CA 94303		PC	TO EXPAND EDUCATIONAL AND CAREER OPPORTUNITIES FOR UNDOCUMENTED YOUTH	135,000.
CORPORATION OF THE FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DR. SAN FRANCISCO, CA 94118-4502		PC	FOR GENERAL SUPPORT	10,000.
COUNCIL ON FOUNDATIONS INC. PO BOX 75661 BALTIMORE, MD 21275		PC	FOR MEMBERSHIP DUES	15,810.
CURIODYSSEY 1651 COYOTE POINT DRIVE SAN MATEO, CA 94401-1002		PC	FOR GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
EAST PALO ALTO KIDS FOUNDATION P.O. BOX 50542 PALO ALTO, CA 94303		PC	FOR GENERAL SUPPORT	10,000.
FRESH LIFELINES FOR YOUTH, INC. 568 VALLEY WAY MILPITAS, CA 95035-4106		PC	FOR GENERAL SUPPORT	15,000.
GEOHAZARDS INTERNATIONAL 687 BAY ROAD MENLO PARK, CA 94025		PC	TO SUPPORT DISASTER RISK REDUCTION GEOHAZARDS INT'L-UCB PROGRAMS, GENERAL SUPPORT	60,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES P.O. BOX 1100 SEBASTOPOL, CA 95473-1100		PC	FOR MEMBERSHIP DUES	4,000.
GRANTMAKERS FOR CHILDREN, YOUTH AND FAMILIES INC. 8757 GEORGIA AVE., SUITE 540 SILVER SPRING, MD 20910-3751		PC	FOR MEMBERSHIP DUES	3,500.
GRANTMAKERS FOR EDUCATION 720 SW WASHINGTON STREET PORTLAND, OR 97205-3537		PC	FOR MEMBERSHIP DUES	3,500.
INTERNEWS NETWORK PO BOX 4448 ARCATA, CA 95518		PC	FOR DEVELOPMENT OF GRADUATE-LEVEL COURSE IN ENVIRONMENTAL REPORTING AT UCB	74,999.
KQED INC. 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426		PC	FOR GENERAL SUPPORT	15,000.
LOS ALTOS COMMUNITY FOUNDATION 183 HILLVIEW AVENUE LOS ALTOS, CA 94022-3742		PC	FOR SUPPORT OF THE MVL A SCHOLARS PROGRAM, NEUTRA HOUSE, AND LACF COMMUNITY GRANTS	40,000.
MARINE SCIENCE INSTITUTE 500 DISCOVERY PARKWAY REDWOOD CITY, CA 94063-4746		PC	FOR GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DRIVE, W98-500 CAMBRIDGE, MA 02139		PC	FOR THE PRESIDENTIAL FELLOWSHIP PROGRAM	1,000,000.
MK LEVEL PLAYING FIELD INSTITUTE 2201 BROADWAY, SUITE 101 OAKLAND, CA 94612		PC	FOR GENERAL SUPPORT	10,000.
NEW VENTURE FUND 1201 CONNECTICUT AVE. NW, WASHINGTON DC 20036 WASHINGTON, DC 20036-2605		PC	TO SUPPORT THE FUND FOR A SAFER FUTURE	50,000.
PALO ALTO PARTNERS IN EDUCATION P.O. BOX 1557 PALO ALTO, CA 94302		PC	FOR GENERAL SUPPORT	10,000.
PENINSULA OPEN SPACE TRUST 222 HIGH STREET PALO ALTO, CA 94301-1040		PC	TO SUPPORT THE HEART OF THE REDWOODS CAMPAIGN	10,000.
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET SAN FRANCISCO, CA 94102-4438		PC	FOR GENERAL SUPPORT	10,000.
SAN FRANCISCO JAZZ ORGANIZATION 201 FRANKLIN STREET SAN FRANCISCO, CA 94102-5108		PC	FOR GENERAL SUPPORT	10,000.
SAN FRANCISCO MUSEUM OF MODERN ART 151 3RD STREET SAN FRANCISCO, CA 94103-3107		PC	FOR GENERAL SUPPORT	10,000.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102-0000		PC	FOR GENERAL SUPPORT	10,000.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL SAN FRANCISCO, CA 94102		PC	FOR GENERAL SUPPORT	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SAN JOSE CHILDREN'S DISCOVERY MUSEUM 180 WOZ WAY SAN JOSE, CA 95110-2722		PC	FOR GENERAL SUPPORT	10,000.
SAN JOSE CHILDREN'S MUSICAL THEATER 1401 PARKMOOR AVENUE, SUITE 100 SAN JOSE, CA 95126-3450		PC	FOR GENERAL SUPPORT	10,000.
SAN JOSE JAZZ 4 NORTH 2ND STREET, SUITE 576 SAN JOSE, CA 95113-1305		PC	FOR GENERAL SUPPORT	10,000.
SAVE THE BAY 1330 BROADWAY, SUITE 1800 OAKLAND, CA 94612-2503		PC	FOR GENERAL SUPPORT	5,000.
SAVE THE REDWOODS LEAGUE 111 SUTTER STREET, 11TH FLOOR SAN FRANCISCO, CA 94104		PC	FOR GENERAL SUPPORT	10,000.
SCIENCE IS ELEMENTARY, INC. 650 ROSEWOOD COURT LOS ALTOS, CA 94024		PC	TO DEVELOP AND PILOT TK CURRICULUM IN 5 TK CLASSROOMS IN THE MVWSD	10,000.
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES 750 CURTNER AVE. SAN JOSE, CA 95125-2113		PC	FOR GENERAL SUPPORT	25,000.
SEMPERVIRENS FUND 419 SOUTH SAN ANTONIO ROAD, SUITE 211 LOS ALTOS, CA 94022-3640		PC	FOR GENERAL SUPPORT	10,000.
THE EXPLORATORIUM PIERS 15/17 SAN FRANCISCO, CA 94111-0000		PC	FOR GENERAL SUPPORT	10,000.
THE SCHOOL FUND 455 COLERIDGE AVENUE PALO ALTO, CA 94301		PC	FOR GENERAL SUPPORT	35,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
THE TECH MUSEUM OF INNOVATION 201 SOUTH MARKET STREET SAN JOSE, CA 95113-2008		PC	FOR GENERAL SUPPORT	10,000.
THE TRUST FOR HIDDEN VILLA 26870 MOODY ROAD LOS ALTOS HILLS, CA 94022-4209		PC	FOR GENERAL SUPPORT	5,000.
THEATREWORKS P.O. BOX 50458 PALO ALTO, CA 94303		PC	FOR GENERAL SUPPORT	10,000.
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104-4148		PC	FOR GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
SESAME WORKSHOP ONE LINCOLN PLAZA NEW YORK, NY 10023		PC	EDUCATION-EARLY MATH	300,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304		PC	EDUCATION-EARLY MATH, EDUCATION-FAMILY ENGAGEMENT	3,407,639.
BRING ME A BOOK FOUNDATION 1045 TERRA BELLA AVE MOUNTAIN VIEW, CA 94043-1829		PC	EDUCATION-FAMILY ENGAGEMENT	60,000.
CALIFORNIA HEAD START ASSOCIATION 1107 9TH ST STE 810 SACRAMENTO, CA 95814-3621		PC	EDUCATION-FAMILY ENGAGEMENT	100,000.
ESTRELLA FAMILY SERVICES 1155 MERIDIAN AVE., SUITE 110 SAN JOSE, CA 95125-1567		PC	EDUCATION-FAMILY ENGAGEMENT	100,000.
FAMILIES IN SCHOOLS 1545 WILSHIRE BLVD., SUITE 700 LOS ANGELES, CA 90017-4508		PC	EDUCATION-FAMILY ENGAGEMENT	50,000.
FOOTHILL - DE ANZA COMMUNITY COLLEGES FOUNDATION 12345 EL MONTE ROAD LOS ALTOS, CA 94022		PC	EDUCATION-FAMILY ENGAGEMENT	530,000.
GREAT SCHOOLS 1999 HARRISON STREET, SUITE 1100 OAKLAND, CA 94612		PC	EDUCATION-FAMILY ENGAGEMENT	225,000.
JAMES BELL ASSOCIATES 3033 WILSON BLVD., SUITE 650 ARLINGTON, VA 22201		NC	EDUCATION-FAMILY ENGAGEMENT	74,999.
MID ATLANTIC EQUITY CONSORTIUM INC. 5272 RIVER ROAD BETHESDA, MD 20816-1437		PC	EDUCATION-FAMILY ENGAGEMENT	125,000.
Total from continuation sheets				19,787,821.

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET, NW WASHINGTON, DC 20001-2721		PC	EDUCATION-FAMILY ENGAGEMENT	75,000.
OAK GROVE SCHOOL DISTRICT 6578 SANTA TERESA BLVD. SAN JOSE, CA 95119-1204		PC	EDUCATION-FAMILY ENGAGEMENT	300,000.
PARENT-CHILD HOME PROGRAM INC. 1415 KELLUM PL, STE 101 GARDEN CITY, NY 11530		PC	EDUCATION-FAMILY ENGAGEMENT	90,810.
PLACER COMMUNITY ACTION COUNCIL, INC. 1166 HIGH STREET AUBURN, CA 95603-5110		PC	EDUCATION-FAMILY ENGAGEMENT	75,000.
PLAZA COMMUNITY CENTER 4018 CITY TERRACE DRIVE LOS ANGELES, CA 90063-1242		PC	EDUCATION-FAMILY ENGAGEMENT	75,000.
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 1350 MASSACHUSETTS AVE, HOLYOKE 600 CAMBRIDGE, MA 02138		PC	EDUCATION-FAMILY ENGAGEMENT	664,085.
PUENTE DE LA COSTA SUR P.O. BOX 554 PESCADERO, CA 94060-0554		PC	EDUCATION-FAMILY ENGAGEMENT	299,972.
REDWOOD CITY ELEMENTARY SCHOOL DISTRICT 750 BRADFORD STREET REDWOOD CITY, CA 94063-1727		PC	EDUCATION-FAMILY ENGAGEMENT	299,500.
RUTGERS, THE STATE UNIVERSITY OF NEW JERSEY 3 RUTGERS PLAZA, ASB III NEW BRUNSWICK, NJ 08901		PC	EDUCATION-FAMILY ENGAGEMENT	65,902.
SAN JOSE GRAIL FAMILY SERVICES 2003 E. SAN ANTONIO STREET SAN JOSE, CA 95116-3048		PC	EDUCATION-FAMILY ENGAGEMENT	100,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
SAVE THE CHILDREN FEDERATION INC. 2000 L STREET NW, SUITE 500 WASHINGTON, DC 20036		PC	EDUCATION-FAMILY ENGAGEMENT	399,883.
THE JOAN GANZ COONEY CENTER FOR EDUCATIONAL MEDIA AND RESEARCH, INC. ONE LINCOLN PLAZA NEW YORK, NY 10023-7129		PC	EDUCATION-FAMILY ENGAGEMENT	325,000.
TRUSTEES OF BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467-0000		PC	EDUCATION-FAMILY ENGAGEMENT	159,297.
YMCA OF SILICON VALLEY 80 SARATOGA AVE SANTA CLARA, CA 95051-7303		PC	EDUCATION-FAMILY ENGAGEMENT	60,000.
ADVANCEMENT PROJECT 1910 WEST SUNSET BLVD., SUITE 500 LOS ANGELES, CA 90026-3291		PC	EDUCATION-OTHER INTERESTS	50,000.
ALLIANCE FOR EARLY SUCCESS P.O. BOX 6756 LEAWOOD, KS 66206		PC	EDUCATION-OTHER INTERESTS	400,000.
CENTER FOR LAW AND SOCIAL POLICY 1200 18TH STREET NW, SUITE 200 WASHINGTON, DC 20036		PC	EDUCATION-OTHER INTERESTS	80,000.
CHILDREN NOW 1404 FRANKLIN ST., SUITE 700 OAKLAND, CA 94612		PC	EDUCATION-OTHER INTERESTS	100,000.
COMMON SENSE MEDIA 650 TOWNSEND STREET, SUITE 435 SAN FRANCISCO, CA 94103-6222		PC	EDUCATION-OTHER INTERESTS	250,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104		PC	EDUCATION-OTHER INTERESTS	325,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
EDSOURCE INC. 436 14TH STREET, SUITE 723 OAKLAND, CA 94612		PC	EDUCATION-OTHER INTERESTS	165,000.
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 E. FIRST PLACE DENVER, CO 80230		PC	EDUCATION-OTHER INTERESTS	94,922.
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE NW, SUITE 800 WASHINGTON, DC 20036-1209		PC	EDUCATION-OTHER INTERESTS	100,000.
NEW AMERICA FOUNDATION 1899 L STREET, NW WASHINGTON, DC 20036		PC	EDUCATION-OTHER INTERESTS	90,000.
NEW YORK HALL OF SCIENCE 4701 111TH STREET QUEENS, NY 11368-2950		PC	EDUCATION-OTHER INTERESTS	250,000.
OUNCE OF PREVENTION FUND 33 WEST MONROE STREET, SUITE 2400 CHICAGO, IL 60603-5400		PC	EDUCATION-OTHER INTERESTS	100,000.
URBAN INSTITUTE 2100 M STREET NW WASHINGTON, DC 20037-1207		PC	EDUCATION-OTHER INTERESTS	100,000.
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 1000 THOMAS JEFFERSON STREET, N.W. WASHINGTON, DC 20007		PC	EDUCATION-TRANSITION TO KINDERGARTEN	1,755,000.
PALO ALTO UNIFIED SCHOOL DISTRICT 4120 MIDDLEFIELD ROAD PALO ALTO, CA 94303		PC	EDUCATION-TRANSITION TO KINDERGARTEN	20,000.
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040		PC	EDUCATION-TRANSITION TO KINDERGARTEN	99,685.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
ADVANCED ENERGY ECONOMY INSTITUTE 135 MAIN STREET, SUITE 1320 SAN FRANCISCO, CA 94105		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	125,000.
CLEAN AIR TASK FORCE INC. 18 TREMONT STREET, SUITE 530 BOSTON, MA 02108		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	100,000.
ENVIRONMENT NORTHEAST PO BOX 583 ROCKPORT, ME 04856-0583		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	37,500.
ENVIRONMENTAL DEFENSE FUND, INC. 257 PARK AVENUE SOUTH NEW YORK, NY 10010		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	2,750,000.
GREENLINING INSTITUTE 1918 UNIVERSITY AVENUE, 2ND FLOOR BERKELEY, CA 94704		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	15,000.
NATIONAL GOVERNORS ASSOCIATION CENTER FOR BEST PRACTICES 444 NORTH CAPITOL STREET, SUITE 267 WASHINGTON, DC 20001		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	100,000.
PACE UNIVERSITY 1 PACE PLAZA NEW YORK, NY 10038-1598		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	25,000.
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 10920 WILSHIRE BLVD STE 620 LOS ANGELES, CA 90024-6505		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	34,914.
REGULATORY ASSISTANCE PROJECT 50 STATE STREET, SUITE 3 MONTPELIER, VT 05602		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	86,841.
RESOURCES FOR THE FUTURE 1616 P. ST. NW WASHINGTON, DC 20036		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	250,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (Continuation)**

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
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM STREET BOULDER, CO 80302		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	137,500.
WESTERN RESOURCE ADVOCATES 2260 BASELINE ROAD, SUITE 200 BOULDER, CO 80302-7740		PC	FURTHERING ENVIRONMENTAL AND CLIMATE RESEARCH	175,000.
ASPEN GLOBAL CHANGE INSTITUTE INC. 104 MIDLAND AVE., SUITE 205 BASALT, CO 81621		PC	FURTHERING SCIENTIFIC RESEARCH	139,841.
CALIFORNIA ASSOCIATION FOR RESEARCH IN ASTRONOMY 65-1120 MAMALAHOA HWY KAMUELA, HI 96743-8431		PC	FURTHERING SCIENTIFIC RESEARCH	500,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA ONE SHIELDS AVENUE DAVIS, CA 95616-0000		PC	FURTHERING SCIENTIFIC RESEARCH	200,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY SPONSORED PROJECTS OFFICE, 2150 SHATTUCK AVENUE, STE. 313 MC5940 BERKELEY, CA 94704-5940		PC	FURTHERING SCIENTIFIC RESEARCH	1,359,531.
REGENTS OF THE UNIVERSITY OF COLORADO 3100 MARINE STREET, ROOM 479 BOULDER, CO 80303-1058		PC	FURTHERING SCIENTIFIC RESEARCH	500,000.
UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVENUE NE, BOX 359472 SEATTLE, WA 98195-9472		PC	FURTHERING SCIENTIFIC RESEARCH	625,000.
YALE UNIVERSITY PO BOX 208239 NEW HAVEN, CT 06520-8239		PC	FURTHERING SCIENTIFIC RESEARCH	500,000.
ENVIRONMENTAL VOLUNTEERS INC. 2560 EMBARCADERO WAY PALO ALTO, CA 94303-3319		PC	FOR GENERAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

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
LUCILE PACKARD FOUNDATION FOR CHILDREN'S HEALTH 400 HAMILTON AVENUE, SUITE 340 PALO ALTO, CA 94301-1805		PC	TO SUPPORT FAMILY ENGAGEMENT IN THE HOSPITAL EDUCATION ADVOCACY LIAISON PROGRAM	15,000.
MISSION ASSET FUND 3269 MISSION STREET SAN FRANCISCO, CA 94110		PC	FOR GENERAL SUPPORT	20,000.
OPPORTUNITY FUND NORTHERN CALIFORNIA 111 WEST ST. JOHN STREET, SUITE 800 SAN JOSE, CA 95113-1121		PC	FOR SUPPORT OF THE COLLEGE SAVERS PROGRAM	75,000.
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040		PC	FOR MATCHING FUNDS	50,000.
THE TRUST FOR HIDDEN VILLA 26870 MOODY ROAD LOS ALTOS HILLS, CA 94022-4209		PC	FOR GENERAL SUPPORT	5,000.
THIRD SECTOR NEW ENGLAND INC. 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111-2679		PC	FOR MEMBERSHIP DUES FOR EARLY CHILDHOOD FUNDERS COLLABORATIVE	10,000.
Total from continuation sheets				

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2014

Name of the organization

THE HEISING-SIMONS FOUNDATION

Employer identification number

26-0799587

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 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 33 1/3% 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 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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization THE HEISING-SIMONS FOUNDATION	Employer identification number 26-0799587
--	---

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	ELIZABETH SIMONS DELAWARE TRUST I C/O JP MORGAN TRUST CO, 500 STANTON CHRISTIANA ROAD NEWARK, DE 19713	\$ 5,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	ELIZABETH SIMONS DELAWARE TRUST II C/O JP MORGAN TRUST CO, 500 STANTON CHRISTIANA ROAD NEWARK, DE 19713	\$ 4,000,000.	Person <input checked="" 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 THE HEISING-SIMONS FOUNDATION	Employer identification number 26-0799587
--	---

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

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

Name of organization THE HEISING-SIMONS FOUNDATION	Employer identification number 26-0799587
--	---

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 info. once.) ▶ \$ _____
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 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MEDALLION CAPITAL INVESTMENTS, LTD	PURCHASED	10/01/08	06/30/14
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.
22,980,193.	2,924,332.	0.	0.
(F) GAIN OR LOSS	20,055,861.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLACKSTONE GROUP LP	PURCHASED	01/01/13	12/31/14
(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.
63,000,000.	53,847,248.	0.	0.
(F) GAIN OR LOSS	9,152,752.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLUESTEM PARTNERS LP	PURCHASED	01/01/14	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
14,000,000.	13,860,772.	0.	0.
(F) GAIN OR LOSS	139,228.		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLUESTEM PARTNERS LP	PURCHASED	01/01/14	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	630.	0.	0.
(F) GAIN OR LOSS	<630.>		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BLUESTEM PARTNERS LP	PURCHASED	01/01/14	12/31/14
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
0.	944.	0.	0.
(F) GAIN OR LOSS	<944.>		

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A 29,346,267.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	2,630.	2,630.	
TOTAL TO PART I, LINE 3	2,630.	2,630.	

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
PASSTHROUGH INCOME	0.	449,258.		
TAX REFUND	998.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	998.	449,258.		

FORM 990-PF	LEGAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	191,505.	0.		186,476.
TO FM 990-PF, PG 1, LN 16A	191,505.	0.		186,476.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	74,046.	0.		74,046.
TO FORM 990-PF, PG 1, LN 16B	74,046.	0.		74,046.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	638,053.	0.		591,766.
IT CONSULTANTS	21,690.	0.		19,065.
TO FORM 990-PF, PG 1, LN 16C	659,743.	0.		610,831.

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE TAXES	10.	0.		10.	
FEDERAL EXCISE TAX	138,310.	0.		0.	
FOREIGN TAXES PAID	0.	9,105.		0.	
DEFERRED TAX EXPENSE	522,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	660,320.	9,105.		10.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE	8,888.	0.		7,031.	
OFFICE SUPPLIES & EXPENSES	13,330.	0.		13,792.	
OFFICE EQUIPMENT	5,973.	0.		5,973.	
SOFTWARE	7,830.	0.		7,830.	
MEMBERSHIPS	29,594.	0.		29,594.	
PASSTHROUGH EXPENSES	0.	852,746.		0.	
TO FORM 990-PF, PG 1, LN 23	65,615.	852,746.		64,220.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MEDALLION CAPITAL INVESTMENTS, LTD.	FMV	103,393,536.	103,393,536.	
BLACKSTONE PARTNERS OFFSHORE FUND, LTD	FMV	59,352,535.	59,352,535.	
OVERLAND RELATIVE VALUE FUND LTD.	FMV	24,225,543.	24,225,543.	
BLUESTEM	FMV	15,763,028.	15,763,028.	
MADRIGAL FOUNDATION	FMV	136,693.	136,693.	
TOTAL TO FORM 990-PF, PART II, LINE 13		202,871,335.	202,871,335.	

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 10

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	324,978.	13,151.	311,827.
COMPUTER EQUIPMENT	53,695.	23,238.	30,457.
ARTWORK	3,075.	0.	3,075.
CONSTRUCTION IN PROCESS	1,136,713.	0.	1,136,713.
TOTAL TO FM 990-PF, PART II, LN 14	<u>1,518,461.</u>	<u>36,389.</u>	<u>1,482,072.</u>

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	4,500.	84,500.	84,500.
FUNDS IN TRANSIT	31,599,322.	77,000,000.	77,000,000.
TO FORM 990-PF, PART II, LINE 15	<u>31,603,822.</u>	<u>77,084,500.</u>	<u>77,084,500.</u>

FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	1,222,000.	1,744,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	<u>1,222,000.</u>	<u>1,744,000.</u>

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 13

GRANTEE'S NAME

MATHEMATICA POLICY RESEARCH, INC

GRANTEE'S ADDRESSPO BOX 2393
PRINCETON, NJ 08543

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
378,452.	05/13/14	124,010.

PURPOSE OF GRANT

THE FAMILY ENGAGEMENT IMPACT PROJECT (FEIP) IS A COMMUNITY-BASED SYSTEMS CHANGE INITIATIVE THAT OFFERS NEW WAYS TO BUILD CAPACITY TO EFFECTIVELY REACH OUT TO AND SUPPORT PARENTS, ESPECIALLY LOW-INCOME AND IMMIGRANT PARENTS, IN LEARNING HOW TO BE INVOLVED IN THEIR CHILDREN'S EARLY DEVELOPMENT AND EDUCATION.

DATES OF REPORTS BY GRANTEE

JANUARY 31, 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

MATHEMATICA POLICY RESEARCH, INC

GRANTEE'S ADDRESS

PO BOX 2393
PRINCETON, NJ 08543

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
517,339.	06/23/14	86,297.

PURPOSE OF GRANT

EVALUATION OF EARLY LEARNING MATHEMATICS INITIATIVE.

DATES OF REPORTS BY GRANTEE

JANUARY 26, 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

JAMES BELL ASSOCIATES

GRANTEE'S ADDRESS

3033 WILSON BLVD., SUITE 650
ARLINGTON, VA 22201

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
49,973.	10/22/13	47,576.	04/01/14

PURPOSE OF GRANT

TO CREATE A HOME VISITING REPORTING GUIDELINES BRIEF AND CHECKLIST THAT WOULD ENHANCE THE FIELD'S UNDERSTANDING OF REPORTING ELEMENTS CRITICAL TO HOME VISITING.

DATES OF REPORTS BY GRANTEE

NOVEMBER 2013- FEBRUARY 2015

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

THE GLEN PRICE GROUP

GRANTEE'S ADDRESS

719 EL CERRITO PLAZA
EL CERRITO, CA 94530

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
33,000.	10/06/14	33,000.

PURPOSE OF GRANT

TO SUPPORT THE DEVELOPMENT OF CALIFORNIA'S PRESCHOOL EXPANSION GRANT APPLICATION TO THE UNITED STATES DEPARTMENT OF EDUCATION'S PRESCHOOL DEVELOPMENT AND EXPANSION GRANT PROGRAM.

DATES OF REPORTS BY GRANTEE

12/31/14

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 14

PURSUANT TO IRC SECTION 4942(H)(2) AND REGULATION 53.4942(A)-3(D)(2),
THE FOUNDATION HEREBY ELECTS TO TREAT CURRENT YEAR QUALIFYING
DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S
UNDISTRIBUTED INCOME AS BEING MADE OUT OF CORPUS.

Gains and Losses From Section 1256 Contracts and Straddles

Department of the Treasury
Internal Revenue Service

▶ Information about Form 6781 and its instructions is at www.irs.gov/form6781.
▶ Attach to your tax return.

Name(s) shown on tax return

Identifying number

THE HEISING-SIMONS FOUNDATION

26-0799587

Check all applicable boxes (see instructions).

A Mixed straddle election

C Mixed straddle account election

B Straddle-by-straddle identification election

D Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

(a) Identification of account	(b) (Loss)	(c) Gain	
1 FROM K-1 BLUESTEM PARTNERS, L.P.	<1,574>		
2 Add the amounts on line 1 in columns (b) and (c)	2 (<1,574>)		
3 Net gain or (loss). Combine line 2, columns (b) and (c)		3 <1,574>	
4 Form 1099-B adjustments. See instructions and attach statement		4	
5 Combine lines 3 and 4		5 <1,574>	
<i>Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions.</i>			
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number. If you did not check box D, enter -0-		6 0	
7 Combine lines 5 and 6		7 <1,574>	
8 Short-term capital gain or (loss). Multiply line 7 by 40% (.40). Enter here and include on line 4 of Schedule D or on Form 8949 (see instructions)		8 <630>	
9 Long-term capital gain or (loss). Multiply line 7 by 60% (.60). Enter here and include on line 11 of Schedule D or on Form 8949 (see instructions)		9 <944>	

Part II Gains and Losses From Straddles. Attach a separate statement listing each straddle and its components.

Section A—Losses From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss. If column (e) is more than (d), enter difference. Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference. Otherwise, enter -0-
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on line 4 of Schedule D or on Form 8949 (see instructions)							11a ()
b Enter the long-term portion of losses from line 10, column (h), here and include on line 11 of Schedule D or on Form 8949 (see instructions)							11b ()

Section B—Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference. Otherwise, enter -0-
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on line 4 of Schedule D or on Form 8949 (see instructions)					13a
b Enter the long-term portion of gains from line 12, column (f), here and include on line 11 of Schedule D or on Form 8949 (see instructions)					13b

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference. Otherwise, enter -0-
14				