Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**

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

OMB No. 1545-0052

2015

Open to Public Inspection

For calendar year 2015 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 ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 370,095,113.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(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	27,719,595.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	21,139.	21,139.		STATEMENT 1
	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	23,570,355.			
	b Gross sales price for all assets on line 6a 25,000,000.				
	7 Capital gain net income (from Part IV, line 2)		24,942,152.		
	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		553,562.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	51,311,089.	25,516,853.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	809,046.	0.		788,969.
	14 Other employee salaries and wages	1,697,521.	0.		1,661,275.
	15 Pension plans, employee benefits	1,082,273.	0.		1,028,172.
	16a Legal fees STMT 3	51,251.	3,603.		46,942.
	b Accounting fees STMT 4	50,974.	0.		50,974.
	c Other professional fees STMT 5	517,043.	0.		559,519.
	17 Interest				
	18 Taxes STMT 6	807,014.	0.		0.
	19 Depreciation and depletion	359,837.	0.		
	20 Occupancy	912,507.	0.		835,837.
	21 Travel, conferences, and meetings	260,278.	0.		257,273.
	22 Printing and publications	18,553.	0.		17,398.
	23 Other expenses STMT 7	277,208.	447,957.		277,410.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,843,505.	451,560.		5,523,769.
	25 Contributions, gifts, grants paid	39,569,841.			38,371,762.
	26 **Total expenses and disbursements.** Add lines 24 and 25	46,413,346.	451,560.		43,895,531.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,897,743.			
	b **Net investment income** (if negative, enter -0-)		25,065,293.		
	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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	492,470.	2,313,511.	2,313,511.
	2 Savings and temporary cash investments	19,621,122.	28,640,635.	28,640,635.
	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	161,356.	235,044.	235,044.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	202,871,335.	307,485,963.	307,485,963.
	14 Land, buildings, and equipment: basis ▶ 4,312,382.			
	Less: accumulated depreciation STMT 9 ▶ 386,840.	1,482,072.	3,925,542.	3,925,542.
	15 Other assets (describe ▶ STATEMENT 10)	77,084,500.	27,494,418.	27,494,418.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	301,712,855.	370,095,113.	370,095,113.
Liabilities	17 Accounts payable and accrued expenses	787,506.	504,644.	
	18 Grants payable	24,682,214.	29,316,318.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	1,744,000.	2,533,000.	
	23 Total liabilities (add lines 17 through 22)	27,213,720.	32,353,962.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	274,499,135.	337,741,151.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] 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	274,499,135.	337,741,151.	
	31 Total liabilities and net assets/fund balances	301,712,855.	370,095,113.	

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	274,499,135.
2	Enter amount from Part I, line 27a	2	4,897,743.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS ON INVESTMENTS	3	58,344,273.
4	Add lines 1, 2, and 3	4	337,741,151.
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	337,741,151.

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	12/31/15
b	MADRIGAL FOUNDATION FUND, LP	P	01/01/15	12/31/15
c	MADRIGAL FOUNDATION FUND, LP	P	01/01/15	12/31/15
d	MADRIGAL FOUNDATION FUND, LP	P	01/01/15	12/31/15
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	25,000,000.		1,429,645.	23,570,355.
b	1,361,168.			1,361,168.
c	4,252.			4,252.
d	6,377.			6,377.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				23,570,355.
b				1,361,168.
c				4,252.
d				6,377.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	24,942,152.
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))
2014	32,092,248.	298,971,466.	.107342
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

2	**Total** of line 1, column (d)	2	.459980
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	.091996
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	390,439,779.
5	Multiply line 4 by line 3	5	35,918,898.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	250,653.
7	Add lines 5 and 6	7	36,169,551.
8	Enter qualifying distributions from Part XII, line 4	8	46,395,531.

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 ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b		1	250,653.
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	250,653.
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	250,653.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a 325,461.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 23,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	348,461.
8 Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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	97,808.
11 Enter the amount of line 10 to be: **Credited to 2016 estimated tax** ▶ 97,808.	**Refunded** ▶	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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*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.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
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? *If "Yes," attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 *General Instruction G? If "No," attach explanation*	8b	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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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) STMT 13	11	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) SEE STATEMENT 12	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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 2015?	1c		X
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ 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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
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 2015?	4b		X

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)? **5b** No: X

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 15 ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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**

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
SEE STATEMENT 14		809,046.	158,745.	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 ATHERTON - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM DIRECTOR 37.50	292,000.	75,129.	0.
JUDY BLUMENSTEIN - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	DIRECTOR OF FINANCE 37.50	155,008.	80,463.	0.
JOCHEN MARSCHALL - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM OFFICER 37.50	121,231.	56,772.	0.
HOLLY KREIDER - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM OFFICER 37.50	128,800.	40,859.	0.
CHHANDASI PATEL - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM OFFICER 37.50	107,114.	45,397.	0.

Total number of other employees paid over $50,000 ▶ 12

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 BERKELEY LAB FOUNDATION: A THREE YEAR LOAN FOR THE DARK ENERGY SPECTROSCOPIC INSTRUMENT (DESI)	2,500,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	2,500,000.

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	63,664,556.
c	Fair market value of all other assets	1c	332,721,006.
d	**Total** (add lines 1a, b, and c)	1d	396,385,562.
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	396,385,562.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,945,783.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	390,439,779.
6	**Minimum investment return.** Enter 5% of line 5	6	19,521,989.

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	19,521,989.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 250,653.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b: 94,919.		
c	Add lines 2a and 2b	2c	345,572.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,176,417.
4	Recoveries of amounts treated as qualifying distributions	4	39,992.
5	Add lines 3 and 4	5	19,216,409.
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	19,216,409.

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	43,895,531.
b	Program-related investments - total from Part IX-B	1b	2,500,000.
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	46,395,531.
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	250,653.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	46,144,878.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				19,216,409.
2 Undistributed income, if any, as of the end of 2015:				
a Enter amount for 2014 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010				
b From 2011				
c From 2012				
d From 2013 24,000,652.				
e From 2014 32,387,587.				
f **Total** of lines 3a through e	56,388,239.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 46,395,531.				
a Applied to 2014, 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) **	46,395,531.			
d Applied to 2015 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)	19,216,409.			19,216,409.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	83,567,361.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	83,567,361.			
10 Analysis of line 9:				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013 4,784,243.				
d Excess from 2014 32,387,587.				
e Excess from 2015 46,395,531.				

** SEE STATEMENT 16

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 2015, 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)

	Tax year	Prior 3 years			
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
ACADIA CENTER P.O. BOX 583 ROCKPORT, ME 04856-0583		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	37,500.
ACCOUNTABILITY COUNSEL 244 KEARNY STREET, FLOOR 6 SAN FRANCISCO, CA 94108		PC	HUMAN RIGHTS	40,000.
ADVANCED ENERGY ECONOMY INSTITUTE 135 MAIN STREET, SUITE 1320 SAN FRANCISCO, CA 94105		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	125,000.
ADVANCEMENT PROJECT 1910 WEST SUNSET BLVD., SUITE 500 LOS ANGELES, CA 90026-3291		PC	EDUCATION - POLICY PLUS	50,000.
ALLIANCE FOR CLIMATE EDUCATION INC. 4696 BROADWAY, SUITE 2 BOULDER, CO 80304		PC	COMMUNITY - LOCAL	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	38,371,762.
b Approved for future payment				
ACADIA CENTER P.O. BOX 583 ROCKPORT, ME 04856-0583		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	75,000.
ADVANCED ENERGY ECONOMY INSTITUTE 135 MAIN STREET, SUITE 1320 SAN FRANCISCO, CA 94105		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	250,000.
ADVANCEMENT PROJECT 1910 WEST SUNSET BLVD., SUITE 500 LOS ANGELES, CA 90026-3291		PC	EDUCATION - POLICY PLUS	100,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	24,156,958.

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11-24-15

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	21,139.	
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			18	23,570,355.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		23,591,494.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) ..... 13 23,591,494.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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: TREASURER

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 ☐ if self- employed	PTIN
MAGA E. KISRIEV				P01008919
Firm's name ▶ HOOD & STRONG LLP			Firm's EIN ▶ 94-1254756	
Firm's address ▶ 275 BATTERY STREET, STE. 900 SAN FRANCISCO, CA 94111			Phone no. 415.781.0793	

Form **990-PF** (2015)

523622
11-24-15

- 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, NO. 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.

- The books are in the care of ▶ JUDY BLUMENSTEIN 400 MAIN STREET, SUITE 200 - 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, 2016.

5 For calendar year 2015 , 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 REQUIRED 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	$ 235,915.
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	$ 325,461.
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 ▶ ACCOUNTANT Date ▶ 8/8/16

Form **8868** (Rev. January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No. 1545-1709

- 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.

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions.	Enter filer's identifying number — Employer identification number (EIN) or
THE HEISING-SIMONS FOUNDATION	26-0799587
Number, street, and room or suite no. If a P.O. box, see instructions. 400 MAIN STREET, NO. 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-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

- The books are in the care of ▶ JUDY BLUMENSTEIN 400 MAIN STREET, SUITE 200 - 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, 2016, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2015 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**	$ 348,461.
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**	$ 325,461.
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**	$ 23,000.

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
ALLIANCE FOR EARLY SUCCESS P.O. BOX 6756 LEAWOOD, KS 66206		PC	EDUCATION - POLICY PLUS	675,000.
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 1000 THOMAS JEFFERSON STREET, N.W. WASHINGTON, DC 20007		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS	1,755,000.
AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH 1110 VERMONT AVENUE, NW, SUITE 900 WASHINGTON, DC 20005-3538		PC	EDUCATION - FAMILY ENGAGEMENT	50,000.
ANITA BORG INSTITUTE FOR WOMEN AND TECHNOLOGY 1501 PAGE MILL ROAD PALO ALTO, CA 94394		PC	COMMUNITY - LOCAL	10,000.
ARIZONA STATE UNIVERSITY FOUNDATION FOR A NEW AMERICAN UNIVERSITY P.O. BOX 2260 TEMPE, AZ 85280-2260		PC	EDUCATION - POLICY PLUS	11,000.
ASPEN GLOBAL CHANGE INSTITUTE INC. 104 MIDLAND AVENUE, SUITE 205 BASALT, CO 81621		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION, FURTHERING SCIENTIFIC RESEARCH	889,841.
ASYLUM ACCESS 1611 TELEGRAPH AVENUE, SUITE 1111 OAKLAND, CA 94612-2138		PC	HUMAN RIGHTS - HUMAN RIGHTS	25,000.
BERKELEY LAB FOUNDATION 1111 FRANKLIN STREET, 7TH FLOOR OAKLAND, CA 94607		SO I	FURTHERING SCIENTIFIC RESEARCH	2,500,000.
BRING ME A BOOK FOUNDATION 1045 TERRA BELLA AVE MOUNTAIN VIEW, CA 94043-1829		PC	EDUCATION - FAMILY ENGAGEMENT	60,000.
CALIFORNIA ACADEMY OF SCIENCE 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118-4503		PC	COMMUNITY - LOCAL	50,000.
Total from continuation sheets				38,109,262.

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04-01-15

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
CALIFORNIA ASSOCIATION FOR RESEARCH IN ASTRONOMY 65-1120 MAMALAHOA HIGHWAY KAMUELA, HI 96743-8431		PC	FURTHERING SCIENTIFIC RESEARCH	500,000.
CALIFORNIA HEAD START ASSOCIATION 1107 9TH ST STE 810 SACRAMENTO, CA 95814-3621		PC	EDUCATION - FAMILY ENGAGEMENT	100,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BOULEVARD MC 249-17 PASADENA, CA 91125-0001		PC	FURTHERING SCIENTIFIC RESEARCH	498,267.
CALIFORNIA STEM LEARNING NETWORK 1901 HARRISON STREET, SUITE 1100 OAKLAND, CA 94612		PC	EDUCATION - EARLY MATH	10,000.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 425 BROADWAY REDWOOD CITY, CA 94063		PC	EDUCATION - EARLY MATH	10,000.
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW, 10TH FLOOR WASHINGTON, DC 20005		PC	HUMAN RIGHTS - CRIMINAL JUSTICE	100,000.
CENTER FOR LAW AND SOCIAL POLICY 1200 18TH STREET NW, SUITE 200 WASHINGTON, DC 20036		PC	EDUCATION - POLICY PLUS	80,000.
CENTER FOR THE NEXT GENERATION 351 CALIFORNIA STREET, SUITE 1200 SAN FRANCISCO, CA 94104-2416		PC	EDUCATION - POLICY PLUS	500,000.
CHILD CARE LAW CENTER 445 CHURCH STREET, 4TH FLOOR SAN FRANCISCO, CA 94114		PC	EDUCATION - POLICY PLUS	75,000.
CHILD TRENDS INCORPORATED 7315 WISCONSIN AVE STE 1200W BETHESDA, MD 20814-3666		PC	EDUCATION - EARLY MATH	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
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612		PC	EDUCATION - POLICY PLUS	275,000.
CHILDREN'S HEALTH COUNCIL, INC. 650 CLARK WAY PALO ALTO, CA 94304		PC	COMMUNITY - LOCAL	20,000.
CLEAN AIR TASK FORCE INC. 18 TREMONT STREET, SUITE 530 BOSTON, MA 02108		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - NATIONAL	100,000.
CLIMATE CENTRAL INC. ONE PALMER SQUARE, SUITE 330 PRINCETON, NJ 08542		PC	CLIMATE & CLEAN ENERGY - COMMUNICATIONS	250,000.
CLIMATE POLICY INITIATIVE, INC. 235 MONTGOMERY STREET, 13TH FLOOR SAN FRANCISCO, CA 94104-3006		POF	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	75,000.
COLLEGE TRACK 111 BROADWAY AVENUE, SUITE 101 OAKLAND, CA 94607		PC	HUMAN RIGHTS - UNDOCUMENTED	55,000.
COMMON SENSE MEDIA 650 TOWNSEND STREET, SUITE 435 SAN FRANCISCO, CA 94103-6222		PC	EDUCATION - POLICY PLUS	450,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104		PC	COMMUNITY - SPECIAL OPPORTUNITIES, EDUCATION - EARLY EDUCATIONAL TRANSITIONS, POLICY	580,000.
COMMUNITY LEGAL SERVICES IN EAST PALO ALTO INC 1861 BAY ROAD EAST PALO ALTO, CA 94303		PC	HUMAN RIGHTS - UNDOCUMENTED	67,500.
CORPORATION OF THE FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118-4502		PC	COMMUNITY - LOCAL	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
COUNCIL ON FOUNDATIONS INC. 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202		PC	COMMUNITY - SPECIAL OPPORTUNITIES	20,800.
COUNTY OF SANTA CLARA 976 LENZEN AVENUE SAN JOSE, CA 95126		PC	HUMAN RIGHTS - GUN VIOLENCE PREVENTION	15,000.
CURIODYSSEY 1651 COYOTE POINT DRIVE SAN MATEO, CA 94401-1002		PC	COMMUNITY - LOCAL	10,000.
DC PUBLIC EDUCATION FUND 1534 14TH STREET, NW WASHINGTON, DC 20005-3722		PC	EDUCATION - FAMILY ENGAGEMENT	246,267.
EAST PALO ALTO KIDS FOUNDATION P.O. BOX 50542 PALO ALTO, CA 94303		PC	COMMUNITY - LOCAL	10,000.
EDSOURCE, INC. 436 14TH STREET, SUITE 1005 OAKLAND, CA 94612		PC	EDUCATION - POLICY PLUS	330,000.
EDUCATION DEVELOPMENT CENTER INC. 43 FOUNDRY AVE WALTHAM, MA 02453-8313		PC	EDUCATION - EARLY MATH	89,789.
ELLA BAKER CENTER FOR HUMAN RIGHTS IN CALIFORNIA 1970 BROADWAY, SUITE 1125 OAKLAND, CA 94612-2234		PC	HUMAN RIGHTS - HUMAN RIGHTS	25,000.
ENVIRONMENTAL DEFENSE FUND, INC. 123 MISSION STREET SAN FRANCISCO, CA 94105		PC	CLIMATE & CLEAN ENERGY, REGULATORY INTERVENTIONS - REGIONAL	2,750,000.
ENVIRONMENTAL VOLUNTEERS INC. 2560 EMBARCADERO WAY PALO ALTO, CA 94303-3319		PC	COMMUNITY - LOCAL	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
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST. MONTGOMERY, AL 36104-2538		PC	HUMAN RIGHTS - HUMAN RIGHTS	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	125,000.
FOOTHILL - DE ANZA COMMUNITY COLLEGES FOUNDATION 12345 EL MONTE ROAD LOS ALTOS, CA 94022		PC	EDUCATION - FAMILY ENGAGEMENT	795,000.
FRESH LIFELINES FOR YOUTH, INC. 568 VALLEY WAY MILPITAS, CA 95035-4106		PC	HUMAN RIGHTS - CRIMINAL JUSTICE	15,000.
GEOHAZARDS INTERNATIONAL 687 BAY ROAD MENLO PARK, CA 94025		PC	COMMUNITY - SPECIAL OPPORTUNITIES	60,000.
GEORGETOWN UNIVERSITY 37TH AND O STREETS NW WASHINGTON, DC 20057-0001		PC	EDUCATION - POLICY PLUS	160,707.
GO KIDS INC. 885 MORO DRIVE GILROY, CA 95020-3260		PC	EDUCATION - FAMILY ENGAGEMENT	147,332.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES P.O. BOX 1100 SEBASTOPOL, CA 95473-1100		PC	COMMUNITY - SPECIAL OPPORTUNITIES	4,000.
GRANTMAKERS FOR CHILDREN, YOUTH AND FAMILIES INC. 12138 CENTRAL AVENUE, SUITE 422 MITCHELLVILLE, MD 20721		PC	COMMUNITY - SPECIAL OPPORTUNITIES	3,500.
Total from continuation sheets				

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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
GRANTMAKERS FOR EDUCATION 851 SW 6TH AVENUE, SUITE 350 PORTLAND, OR 97204		PC	COMMUNITY - SPECIAL OPPORTUNITIES	8,500.
GREAT PLAINS INSTITUTE FOR SUSTAINABLE DEVELOPMENT INC. 2801 21ST STREET, SUITE 220 MINNEAPOLIS, MN 55407		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	300,000.
GREAT SCHOOLS 1999 HARRISON STREET, SUITE 1100 OAKLAND, CA 94612		PC	EDUCATION - FAMILY ENGAGEMENT	225,000.
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC. 3939 CAMPBELL AVENUE ARLINGTON, VA 22206		PC	EDUCATION - POLICY PLUS	110,000.
GREEN TECHNOLOGY LEADERSHIP GROUP 426 17TH STREET, SUITE 700 OAKLAND, CA 94612		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	50,000.
GREENLINING INSTITUTE 1918 UNIVERSITY AVENUE, 2ND FLOOR BERKELEY, CA 94704		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	15,000.
HUMAN RIGHTS WATCH INC. 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299		PC	HUMAN RIGHTS - HUMAN RIGHTS	100,000.
IMMIGRANT LEGAL RESOURCE CENTER 1663 MISSION STREET, SUITE 602 SAN FRANCISCO, CA 94103		PC	HUMAN RIGHTS - UNDOCUMENTED	200,000.
INSTITUTE FOR LOCAL GOVERNMENT 1400 K STREET SUITE 205 SACRAMENTO, CA 95814-3916		PC	HUMAN RIGHTS - UNDOCUMENTED	45,000.
INTERNATIONAL RESCUE COMMITTEE 440 GRAND AVENUE, SUITE 500 OAKLAND, CA 94610		PC	COMMUNITY - LOCAL	25,000.
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
INTERNEWS NETWORKS P.O. BOX 4448 ARCATA, CA 95518		PC	COMMUNITY - SPECIAL OPPORTUNITIES	100,000.
JAMES BELL ASSOCIATES 3033 WILSON BLVD., SUITE 650 ARLINGTON, VA 22201		NC	EDUCATION - FAMILY ENGAGEMENT	564,356.
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET, SUITE C020 BALTIMORE, MD 21218-3637		PC	EDUCATION - FAMILY ENGAGEMENT	250,000.
LOS ALTOS COMMUNITY FOUNDATION 183 HILLVIEW AVENUE LOS ALTOS, CA 94022-3742		PC	COMMUNITY - LOCAL	40,000.
LUCILE PACKARD FOUNDATION FOR CHILDREN'S HEALTH 400 HAMILTON AVENUE, SUITE 340 PALO ALTO, CA 94301-1805		PC	COMMUNITY - LOCAL	15,000.
MARINE SCIENCE INSTITUTE 500 DISCOVERY PARKWAY REDWOOD CITY, CA 94063-4746		PC	COMMUNITY - LOCAL	10,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DRIVE, W98-500 CAMBRIDGE, MA 02139		PC	FURTHERING SCIENTIFIC RESEARCH	372,871.
MATHEMATICA POLICY RESEARCH, INC. P.O. BOX 2393 PRINCETON, NJ 08543		NC	EDUCATION - EARLY MATH, FAMILY ENGAGEMENT	702,060.
MATHEMATICAL SCIENCES RESEARCH INSTITUTE INCORPORATED 170 GUASS WAY BERKELEY, CA 94720		PC	EDUCATION - EARLY MATH	19,965.
MID ATLANTIC EQUITY CONSORTIUM INC. 5272 RIVER ROAD BETHESDA, MD 20816-1437		PC	EDUCATION - FAMILY ENGAGEMENT	125,000.
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
MISSION ASSET FUND 3269 MISSION STREET SAN FRANCISCO, CA 94110		PC	COMMUNITY - LOCAL	20,000.
MK LEVEL PLAYING FIELD INSTITUTE 2201 BROADWAY, SUITE 101 OAKLAND, CA 94612		PC	COMMUNITY - LOCAL	10,000.
MOMSRISING EDUCATION FUND 12011 BEL-RED ROAD SUITE 206B BELLEVUE, WA 98005-2471		PC	EDUCATION - FAMILY ENGAGEMENT	200,000.
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET, NW WASHINGTON, DC 20001-2721		PC	EDUCATION - FAMILY ENGAGEMENT, FURTHERING SCIENTIFIC RESEARCH	150,000.
NATIONAL ASSOCIATION FOR FAMILY SCHOOL AND COMMUNITY ENGAGEMENT 5272 RIVER RD STE 340 BETHESDA, MD 20816		PC	EDUCATION - FAMILY ENGAGEMENT	137,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY INC 1101 CONNECTICUT AVE NW STE 220 WASHINGTON, DC 20036-4336		PC	COMMUNITY - SPECIAL OPPORTUNITIES	2,500.
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 E. FIRST PLACE DENVER, CO 80230		PC	EDUCATION - POLICY PLUS	294,658.
NATIONAL GOVERNORS ASSOCIATION CENTER FOR BEST PRACTICES 444 NORTH CAPITOL STREET, SUITE 267 WASHINGTON, DC 20001		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - NATIONAL	100,000.
NATIONAL JOURNAL GROUP, INC. 600 NEW HAMPSHIRE AVE, NW WASHINGTON, DC 20037		NC	EDUCATION - POLICY PLUS	110,000.
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE NW, SUITE 800 WASHINGTON, DC 20036-1209		PC	EDUCATION - POLICY PLUS	200,000.
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
NATURAL RESOURCES DEFENSE COUNCIL, INC. 111 SUTTER STREET SAN FRANCISCO, CA 94104		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - NATIONAL	500,000.
NEW AMERICA FOUNDATION 740 15TH STREET, NW, SUITE 900 WASHINGTON, DC 20005		PC	EDUCATION - POLICY PLUS	365,000.
NEW YORK HALL OF SCIENCE 4701 111TH STREET QUEENS, NY 11368-2950		PC	EDUCATION - POLICY PLUS	150,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105-1543		PC	COMMUNITY - SPECIAL OPPORTUNITIES	10,000.
OAK GROVE SCHOOL DISTRICT 6578 SANTA TERESA BLVD. SAN JOSE, CA 95119-1204		PC	EDUCATION - FAMILY ENGAGEMENT	200,000.
OCEAN FOUNDATION 1320 19TH STREET NW WASHINGTON, DC 20036-1610		PC	FURTHERING SCIENTIFIC RESEARCH	66,667.
OPPORTUNITY FUND NORTHERN CALIFORNIA 111 WEST ST. JOHN STREET, SUITE 800 SAN JOSE, CA 95113-1121		PC	COMMUNITY - LOCAL	125,000.
OUNCE OF PREVENTION FUND 33 WEST MONROE STREET, SUITE 2400 CHICAGO, IL 60603-5400		PC	EDUCATION - FAMILY ENGAGEMENT, POLICY PLUS	525,000.
PACE UNIVERSITY 1 PACE PLAZA NEW YORK, NY 10038-1598		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	25,000.
PALO ALTO PARTNERS IN EDUCATION P.O. BOX 1557 PALO ALTO, CA 94302		PC	COMMUNITY - LOCAL	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
PALO ALTO UNIFIED SCHOOL DISTRICT 4120 MIDDLEFIELD ROAD PALO ALTO, CA 94303		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS	20,000.
PARENT-CHILD HOME PROGRAM INC. 1415 KELLUM PL, STE 101 GARDEN CITY, NY 11530		PC	EDUCATION - FAMILY ENGAGEMENT	90,810.
PEER HEALTH EXCHANGE INC 70 GOLD STREET SAN FRANCISCO, CA 94133-5103		PC	COMMUNITY - LOCAL	10,000.
PENINSULA OPEN SPACE TRUST 222 HIGH STREET PALO ALTO, CA 94301-1040		PC	COMMUNITY - LOCAL	10,000.
PHILANTHROPIC VENTURES FOUNDATION 1222 PRESERVATION PARK WAY OAKLAND, CA 94612		PC	EDUCATION - EARLY MATH	55,000.
PLACER COMMUNITY ACTION COUNCIL, INC. 1166 HIGH STREET AUBURN, CA 95603-5110		PC	EDUCATION - FAMILY ENGAGEMENT	75,000.
PLANNED PARENTHOOD MAR MONTE, INC. 1605 THE ALAMEDA SAN JOSE, CA 95126		PC	COMMUNITY - SPECIAL OPPORTUNITIES	2,000.
PLAZA COMMUNITY CENTER 4018 CITY TERRACE DRIVE LOS ANGELES, CA 90063-1242		PC	EDUCATION - FAMILY ENGAGEMENT	75,000.
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 1033 MASSACHUSETTS AVENUE, 5TH FLOOR CAMBRIDGE, MA 02138		PC	EDUCATION - FAMILY ENGAGEMENT	400,000.
PUBLIC HEALTH INSTITUTE 555 12TH STREET, 10TH FLOOR OAKLAND, CA 94607-4046		PC	EDUCATION - FAMILY ENGAGEMENT	120,000.
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
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111-2932		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	50,000.
PUENTE DE LA COSTA SUR P.O. BOX 554 PESCADERO, CA 94060-0554		PC	EDUCATION - FAMILY ENGAGEMENT	200,000.
REACH OUT AND READ INC 89 SOUTH STREET BOSTON, MA 02111-2679		PC	EDUCATION - FAMILY ENGAGEMENT	90,000.
REDWOOD CITY ELEMENTARY SCHOOL DISTRICT 750 BRADFORD STREET REDWOOD CITY, CA 94063-1727		PC	EDUCATION - FAMILY ENGAGEMENT	200,000.
REFUGEE TRANSITIONS 870 MARKET STREET, SUITE 718 SAN FRANCISCO, CA 94102-2902		PC	COMMUNITY - LOCAL	10,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA OFFICE OF RESEARCH, 1850 RESEARCH PARK DRIVE, SUITE 300 DAVIS, CA 95618		PC	FURTHERING SCIENTIFIC RESEARCH	475,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY SPONSORED PROJECTS OFFICE, 2150 SHATTUCK AVENUE, SUITE 300 BERKELEY, CA 94704		PC	COMMUNITY - SPECIAL OPPORTUNITIES, EDUCATION - POLICY PLUS, FURTHERING SCIENTIFIC RESEARCH	2,488,008.
REGENTS OF THE UNIVERSITY OF COLORADO 3100 MARINE STREET, ROOM 479 BOULDER, CO 80303-1058		PC	FURTHERING SCIENTIFIC RESEARCH	200,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, ROOM 1062 ANN ARBOR, MI 48109-1274		PC	EDUCATION - EARLY MATH	265,415.
REGENTS UNIVERSITY OF CALIFORNIA LOS ANGELES 10920 WILSHIRE BLVD STE 620 LOS ANGELES, CA 90024-6505		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	69,829.
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
REGULATORY ASSISTANCE PROJECT 50 STATE STREET, SUITE 3 MONTPELIER, VT 05602		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	86,841.
RESOURCES FOR THE FUTURE 1616 P. ST. NW WASHINGTON, DC 20036		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	250,000.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003		PC	EDUCATION - EARLY MATH	1,333,333.
ROCKY MOUNTAIN INSTITUTE 1820 FOLSOM STREET BOULDER, CO 80302		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	137,500.
RUTGERS, THE STATE UNIVERSITY OF NEW JERSEY 3 RUTGERS PLAZA, ASB III NEW BRUNSWICK, NJ 08901		PC	EDUCATION - FAMILY ENGAGEMENT, POLICY PLUS	265,902.
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET SAN FRANCISCO, CA 94102-4438		PC	COMMUNITY - LOCAL	10,000.
SAN FRANCISCO JAZZ ORGANIZATION 201 FRANKLIN STREET SAN FRANCISCO, CA 94102-5108		PC	COMMUNITY - LOCAL	10,000.
SAN FRANCISCO MUSEUM OF MODERN ART 151 3RD STREET SAN FRANCISCO, CA 94103-3107		PC	COMMUNITY - LOCAL	10,000.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102-0000		PC	COMMUNITY - LOCAL	10,000.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL, 201 VAN NESS AVENUE SAN FRANCISCO, CA 94102		PC	COMMUNITY - LOCAL	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	COMMUNITY - LOCAL	10,000.
SAN JOSE CHILDREN'S MUSICAL THEATER 1401 PARKMOOR AVENUE, SUITE 100 SAN JOSE, CA 95126-3450		PC	COMMUNITY - LOCAL	10,000.
SAN JOSE GRAIL FAMILY SERVICES 2003 E. SAN ANTONIO STREET SAN JOSE, CA 95116-3048		PC	EDUCATION - FAMILY ENGAGEMENT	200,000.
SAN JOSE JAZZ 38 WEST SANTA CLARA STREET SAN JOSE, CA 95113		PC	COMMUNITY - LOCAL	10,000.
SAN MATEO COUNTY OFFICE OF EDUCATION 101 TWIN DOLPHIN DRIVE REDWOOD CITY, CA 94065		PC	EDUCATION - EARLY MATH, FAMILY ENGAGEMENT	608,956.
SAVE THE BAY 1330 BROADWAY, SUITE 1800 OAKLAND, CA 94612-2503		PC	COMMUNITY - LOCAL	5,000.
SAVE THE CHILDREN FEDERATION INC. 2000 L STREET NW, SUITE 500 WASHINGTON, DC 20036		PC	EDUCATION - FAMILY ENGAGEMENT	280,686.
SAVE THE REDWOODS LEAGUE 111 SUTTER STREET, 11TH FLOOR SAN FRANCISCO, CA 94104		PC	COMMUNITY - LOCAL	10,000.
SCIENCE IS ELEMENTARY, INC. 650 ROSEWOOD COURT LOS ALTOS, CA 94024		PC	COMMUNITY - LOCAL	10,000.
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES 750 CURTNER AVE. SAN JOSE, CA 95125-2113		PC	COMMUNITY - LOCAL	25,000.
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
SEMPERVIRENS FUND 419 SOUTH SAN ANTONIO ROAD, SUITE 211 LOS ALTOS, CA 94022-3640		PC	COMMUNITY - LOCAL	10,000.
SESAME WORKSHOP ONE LINCOLN PLAZA NEW YORK, NY 10023		PC	EDUCATION - EARLY MATH	300,000.
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040		PC	COMMUNITY - LOCAL, SPECIAL OPPORTUNITIES, EDUCATION - EARLY EDUCATIONAL TRANSITIONS	354,685.
SMITHSONIAN INSTITUTION OFFICE OF THE COMPTROLLER 1000 JEFFERSON DRIVE SW WASHINGTON, DC 20560-0008		PC	FURTHERING SCIENTIFIC RESEARCH	74,960.
SOUTH CENTRAL PARTNERSHIP FOR ENERGY EFFICIENCY AS A RESOURCE 3103 BEE CAVES ROAD, SUITE 135 AUSTIN, TX 78746		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	50,000.
SOUTH COUNTY COMMUNITY HEALTH CENTER, INC 1798A BAY ROAD EAST PALO ALTO, CA 94303-1312		PC	COMMUNITY - LOCAL	20,000.
SOUTHWEST ENERGY EFFICIENCY PROJECT LLC 2334 BROADWAY SUITE A BOULDER, CO 80304		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	200,000.
SPARK 101A CLAY ST 188 SAN FRANCISCO, CA 94111-2033		PC	HUMAN RIGHTS - HUMAN RIGHTS	10,000.
TAHIRIH JUSTICE CENTER 6402 ARLINGTON BOULEVARD, SUITE 300 FALLS CHURCH, VA 22042-2333		PC	HUMAN RIGHTS - HUMAN RIGHTS	40,000.
TEACHERS COLLEGE COLUMBIA UNIVERSITY 525 W 120TH STREET NEW YORK, NY 10027		PC	EDUCATION - POLICY PLUS	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
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304		PC	EDUCATION - EARLY MATH, FAMILY ENGAGEMENT, FURTHERING SCIENTIFIC RESEARCH	2,378,261.
THE EXPLORATORIUM PIER 17, SUITE 100 SAN FRANCISCO, CA 94111-0000		PC	COMMUNITY - LOCAL	10,000.
THE INSTITUTE FOR EDUCATIONAL LEADERSHIP INC 4301 CONNECTICUT AVENUE NW, SUITE 100 WASHINGTON, DC 20008-2304		PC	EDUCATION - FAMILY ENGAGEMENT	40,000.
THE JOAN GANZ COONEY CENTER FOR EDUCATIONAL MEDIA AND RESEARCH, INC. ONE LINCOLN PLAZA NEW YORK, NY 10023-7129		PC	EDUCATION - FAMILY ENGAGEMENT	225,000.
THE TECH MUSEUM OF INNOVATION 201 SOUTH MARKET STREET SAN JOSE, CA 95113-2008		PC	COMMUNITY - LOCAL	10,000.
THE TRUST FOR HIDDEN VILLA 26870 MOODY ROAD LOS ALTOS HILLS, CA 94022-4209		PC	COMMUNITY - LOCAL	5,000.
THE UNIVERSITY OF CHICAGO 6054 S DREXEL AVENUE CHICAGO, IL 60637-2612		PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION, EDUCATION - EARLY MATH, FAMILY ENGAGEMENT, FURTHERING	616,502.
THEATREWORKS P.O. BOX 50458 PALO ALTO, CA 94303		PC	COMMUNITY - LOCAL	10,000.
THIRD SECTOR NEW ENGLAND INC. 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111-2679		PC	COMMUNITY - SPECIAL OPPORTUNITIES	10,000.
TIDES CENTER 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129		PC	EDUCATION - FAMILY ENGAGEMENT, HUMAN RIGHTS - CRIMINAL JUSTICE	224,500.
Total from continuation sheets				

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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
TIDES FOUNDATION 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129		PC	EDUCATION - POLICY PLUS	500,000.
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104-4148		PC	COMMUNITY - LOCAL	10,000.
TRUSTEES OF BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467-0000		PC	EDUCATION - FAMILY ENGAGEMENT	115,000.
TRUSTEES OF BOSTON UNIVERSITY 25 BUICK ST BOSTON, MA 02215-1301		PC	FURTHERING SCIENTIFIC RESEARCH	193,711.
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK 630 WEST 168TH STREET, BOX 49 NEW YORK, NY 10032-3702		PC	EDUCATION - FAMILY ENGAGEMENT	459,002.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720		PC	COMMUNITY - SPECIAL OPPORTUNITIES, FURTHERING SCIENTIFIC RESEARCH	721,906.
UNIVERSITY OF FLORIDA BOARD OF TRUSTEES 219 GRINTER HALL GAINESVILLE, FL 32611		PC	FURTHERING SCIENTIFIC RESEARCH	66,875.
UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BOULEVARD DALLAS, TX 75390		PC	FURTHERING SCIENTIFIC RESEARCH	260,000.
UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVENUE NE, BOX 359472 SEATTLE, WA 98195-9472		PC	FURTHERING SCIENTIFIC RESEARCH	432,000.
URBAN INSTITUTE 2100 M STREET NW WASHINGTON, DC 20037-1207		PC	EDUCATION - POLICY PLUS	100,000.
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
VIDA VERDE NATURE EDUCATION 3540 LA HONDA ROAD SAN GREGORIO, CA 94074-9832		PC	COMMUNITY - LOCAL	50,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107		PC	EDUCATION - EARLY MATH	125,000.
WESTERN RESOURCE ADVOCATES 2260 BASELINE ROAD, SUITE 200 BOULDER, CO 80302-7740		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	175,000.
WOMEN'S FOUNDATION OF CALIFORNIA 300 FRANK OGAWA PLAZA SUITE 420 OAKLAND, CA 94612-0000		PC	HUMAN RIGHTS - HUMAN RIGHTS	20,000.
YALE UNIVERSITY P.O. BOX 208327 NEW HAVEN, CT 06520-8327		PC	FURTHERING SCIENTIFIC RESEARCH	450,000.
YMCA OF SILICON VALLEY 80 SARATOGA AVE SANTA CLARA, CA 95051-7303		PC	EDUCATION - FAMILY ENGAGEMENT	160,000.
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
ALLIANCE FOR EARLY SUCCESS P.O. BOX 6756 LEAWOOD, KS 66206		PC	EDUCATION - POLICY PLUS	275,000.
AMERICAN ASSOCIATION FOR THE ADVANCEMENT OF SCIENCE 1200 NEW YORK AVENUE NW WASHINGTON, DC 20005-3928		PC	FURTHERING SCIENTIFIC RESEARCH	40,000.
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 1000 THOMAS JEFFERSON STREET, N.W. WASHINGTON, DC 20007		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS	733,700.
AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH 1110 VERMONT AVENUE, NW, SUITE 900 WASHINGTON, DC 20005-3538		PC	EDUCATION - POLICY PLUS	150,000.
BOYS & GIRLS CLUB OF THE PENINSULA 401 PIERCE ROAD MENLO PARK, CA 94025-1240		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS	25,000.
CALIFORNIA ASSOCIATION FOR RESEARCH IN ASTRONOMY 65-1120 MAMALAHOA HIGHWAY KAMUELA, HI 96743-8431		PC	FURTHERING SCIENTIFIC RESEARCH	215,000.
CALIFORNIA CHILD CARE RESOURCE AND REFERRAL NETWORK 111 NEW MONTGOMERY ST., 7TH FLOOR SAN FRANCISCO, CA 94105		PC	EDUCATION - POLICY PLUS	250,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 E CALIFORNIA BOULEVARD MC 249-17 PASADENA, CA 91125-0001		PC	FURTHERING SCIENTIFIC RESEARCH	707,122.
CATHOLIC CHARITIES OF SANTA CLARA COUNTY 2625 ZANKER ROAD SAN JOSE, CA 95134-2130		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS	25,000.
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW, 10TH FLOOR WASHINGTON, DC 20005		PC	EDUCATION - POLICY PLUS	200,000.
Total from continuation sheets				23,731,958.

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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
CERRITOS COLLEGE FOUNDATION 11110 ALONDRA BLVD. NORWALK, CA 90650		PC	EDUCATION - EARLY MATH	191,510.
CLIMATE POLICY INITIATIVE, INC. 235 MONTGOMERY STREET, 13TH FLOOR SAN FRANCISCO, CA 94104-3006		NC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	75,000.
COLLEGE TRACK 111 BROADWAY AVENUE, SUITE 101 OAKLAND, CA 94607		PC	HUMAN RIGHTS - UNDOCUMENTED	55,000.
COLORADO SEMINARY 2199 S. UNIVERSITY BLVD. DENVER, CO 80210		PC	EDUCATION - EARLY MATH	577,680.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104		PC	HUMAN RIGHTS - CRIMINAL JUSTICE, HUMAN RIGHTS - UNDOCUMENTED	442,000.
COMMUNITY LEGAL SERVICES IN EAST PALO ALTO INC 1861 BAY ROAD EAST PALO ALTO, CA 94303		PC	HUMAN RIGHTS - UNDOCUMENTED	67,500.
COUNCIL FOR A STRONG AMERICA 1212 NEW YORK AVE. NW, SUITE 300 WASHINGTON, DC 20005-0000		PC	EDUCATION - EARLY MATH	225,000.
CSUSB PHILANTHROPIC FOUNDATION 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407-2393		PC	EDUCATION - EARLY MATH	238,370.
EDSOURCE, INC. 436 14TH STREET, SUITE 1005 OAKLAND, CA 94612		PC	EDUCATION - POLICY PLUS	150,000.
EDUCATION DEVELOPMENT CENTER INC. 43 FOUNDRY AVE WALTHAM, MA 02453-8313		PC	EDUCATION - EARLY MATH	1,309,657.
Total from continuation sheets				

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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
EDUCATIONAL COMMISSION OF THE STATES 700 N BROADWAY STE 810 DENVER, CO 80203-3442		PC	EDUCATION - POLICY PLUS	102,000.
ENVIRONMENTAL DEFENSE FUND, INC. 123 MISSION STREET SAN FRANCISCO, CA 94105		PC	CLIMATE & CLEAN ENERGY	2,500,000.
FAMILIES IN SCHOOLS 1545 WILSHIRE BLVD., SUITE 700 LOS ANGELES, CA 90017-4508		PC	EDUCATION - FAMILY ENGAGEMENT	75,000.
FOOTHILL - DE ANZA COMMUNITY COLLEGES FOUNDATION 12345 EL MONTE ROAD LOS ALTOS, CA 94022		PC	EDUCATION - FAMILY ENGAGEMENT	265,000.
FUND FOR GLOBAL HUMAN RIGHTS 1301 CONNECTICUT AVENUE NW, SUITE 400 WASHINGTON, DC 20036		PC	HUMAN RIGHTS - HUMAN RIGHTS	35,000.
GEORGETOWN UNIVERSITY 37TH AND O STREETS NW WASHINGTON, DC 20057-0001		PC	EDUCATION - POLICY PLUS	94,238.
GILROY UNIFIED SCHOOL DISTRICT 7810 ARROYO CIRCLE GILROY, CA 95020-7313		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS	25,000.
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC. 3939 CAMPBELL AVENUE ARLINGTON, VA 22206		PC	EDUCATION - POLICY PLUS	110,000.
GREEN TECHNOLOGY LEADERSHIP GROUP 426 17TH STREET, SUITE 700 OAKLAND, CA 94612		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	150,000.
HUMAN RIGHTS FIRST 75 BROAD STREET, 31ST FLOOR NEW YORK, NY 10004-2471		PC	HUMAN RIGHTS - HUMAN RIGHTS	35,000.
Total from continuation sheets				

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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
JAMES BELL ASSOCIATES 3033 WILSON BLVD., SUITE 650 ARLINGTON, VA 22201		NC	EDUCATION - FAMILY ENGAGEMENT	1,458,277.
KQED INC. 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426		PC	COMMUNITY - LOCAL	15,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DRIVE, W98-500 CAMBRIDGE, MA 02139		PC	FURTHERING SCIENTIFIC RESEARCH	302,821.
MATHEMATICA POLICY RESEARCH, INC. P.O. BOX 2393 PRINCETON, NJ 08543		NC	EDUCATION - FAMILY ENGAGEMENT	371,449.
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET, NW WASHINGTON, DC 20001-2721		PC	EDUCATION - POLICY PLUS	98,550.
NATIONAL ASSOCIATION FOR FAMILY SCHOOL AND COMMUNITY ENGAGEMENT 5272 RIVER RD STE 340 BETHESDA, MD 20816		PC	EDUCATION - FAMILY ENGAGEMENT	363,000.
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 E. FIRST PLACE DENVER, CO 80230		PC	EDUCATION - POLICY PLUS	199,736.
NATIONAL JOURNAL GROUP, INC. 600 NEW HAMPSHIRE AVE, NW WASHINGTON, DC 20037		NC	EDUCATION - POLICY PLUS	110,000.
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE NW, SUITE 800 WASHINGTON, DC 20036-1209		PC	EDUCATION - POLICY PLUS	300,000.
NEW AMERICA FOUNDATION 740 15TH STREET, NW, SUITE 900 WASHINGTON, DC 20005		PC	EDUCATION - POLICY PLUS	275,000.
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
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036-2605		PC	HUMAN RIGHTS - GUN VIOLENCE PREVENTION	160,000.
OPPORTUNITY INSTITUTE 2001 CENTER STREET BERKELEY, CA 94704-1242		PC	HUMAN RIGHTS - CRIMINAL JUSTICE	200,000.
OUNCE OF PREVENTION FUND 33 WEST MONROE STREET, SUITE 2400 CHICAGO, IL 60603-5400		PC	EDUCATION - FAMILY ENGAGEMENT	625,000.
PARENTS AS TEACHERS NATIONAL CENTER, INC. 2228 BALL DRIVE SAINT LOUIS, MO 96346		PC	EDUCATION - FAMILY ENGAGEMENT	103,000.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612-2505		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS	200,000.
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 1033 MASSACHUSETTS AVENUE, 5TH FLOOR CAMBRIDGE, MA 02138		PC	HUMAN RIGHTS - UNDOCUMENTED	270,000.
REACH OUT AND READ INC 89 SOUTH STREET BOSTON, MA 02111-2679		PC	EDUCATION - FAMILY ENGAGEMENT	90,000.
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA 914 EMMET ST. N CHARLOTTESVILLE, VA 22903-4829		PC	EDUCATION - EARLY MATH	749,681.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY SPONSORED PROJECTS OFFICE, 2150 SHATTUCK AVENUE, SUITE 300 BERKELEY, CA 94704		PC	EDUCATION - POLICY PLUS, FURTHERING SCIENTIFIC RESEARCH	407,131.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT RIVERSIDE 200 UNIVERSITY OFFICE BUILDING RIVERSIDE, CA 92521-0217		PC	FURTHERING SCIENTIFIC RESEARCH	677,816.
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
REGENTS OF THE UNIVERSITY OF CALIFORNIA SANTA CRUZ 1156 HIGH STREET SANTA CRUZ, CA 95064-1077		PC	FURTHERING SCIENTIFIC RESEARCH	1,264,273.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003		PC	EDUCATION - EARLY MATH	1,500,000.
RUTGERS, THE STATE UNIVERSITY OF NEW JERSEY 3 RUTGERS PLAZA, ASB III NEW BRUNSWICK, NJ 08901		PC	EDUCATION - POLICY PLUS	166,101.
SAN JOSE GRAIL FAMILY SERVICES 2003 E. SAN ANTONIO STREET SAN JOSE, CA 95116-3048		PC	EDUCATION - FAMILY ENGAGEMENT	99,995.
SANTA CLARA COUNTY OFFICE OF EDUCATION 1290 RIDDER PARK DRIVE, MC 221 SAN JOSE, CA 95131		PC	EDUCATION - EARLY MATH	88,965.
SAVE THE CHILDREN FEDERATION INC. 2000 L STREET NW, SUITE 500 WASHINGTON, DC 20036		PC	EDUCATION - FAMILY ENGAGEMENT	80,686.
SF SB LEGACY INC. 825 BATTERY STREET, 3RD FLOOR SAN FRANCISCO, CA 94111-1528		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS	75,000.
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS	200,000.
SOUTH CENTRAL PARTNERSHIP FOR ENERGY EFFICIENCY AS A RESOURCE 3103 BEE CAVES ROAD, SUITE 135 AUSTIN, TX 78746		PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	50,000.
TAHIRIH JUSTICE CENTER 6402 ARLINGTON BOULEVARD, SUITE 300 FALLS CHURCH, VA 22042-2333		PC	HUMAN RIGHTS - HUMAN RIGHTS	35,000.
Total from continuation sheets				

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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
TEACHERS COLLEGE COLUMBIA UNIVERSITY 525 W 120TH STREET NEW YORK, NY 10027		PC	EDUCATION - POLICY PLUS	75,000.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 3160 PORTER DRIVE, SUITE 100 PALO ALTO, CA 94304		PC	EDUCATION - FAMILY ENGAGEMENT, FURTHERING SCIENTIFIC RESEARCH	240,366.
THE PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BUILDING UNIVERSITY PARK, PA 16802		PC	FURTHERING SCIENTIFIC RESEARCH	319,444.
THE UNIVERSITY OF CHICAGO 6054 S DREXEL AVENUE CHICAGO, IL 60637-2612		PC	EDUCATION - EARLY MATH, FAMILY ENGAGEMENT, FURTHERING SCIENTIFIC RESEARCH	669,420.
THIRD SECTOR NEW ENGLAND INC. 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111-2679		PC	COMMUNITY - SPECIAL OPPORTUNITIES	30,000.
TIDES CENTER 1014 TORNEY AVENUE SAN FRANCISCO, CA 94129		PC	HUMAN RIGHTS - CRIMINAL JUSTICE	100,000.
TRUSTEES OF BOSTON UNIVERSITY 25 BUICK ST BOSTON, MA 02215-1301		PC	FURTHERING SCIENTIFIC RESEARCH	215,055.
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK 630 WEST 168TH STREET, BOX 49 NEW YORK, NY 10032-3702		PC	EDUCATION - FAMILY ENGAGEMENT	37,615.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720		PC	COMMUNITY - SPECIAL OPPORTUNITIES, FURTHERING SCIENTIFIC RESEARCH	615,709.
UNIVERSITY OF FLORIDA BOARD OF TRUSTEES 219 GRINTER HALL GAINESVILLE, FL 32611		PC	FURTHERING SCIENTIFIC RESEARCH	808,472.
Total from continuation sheets				

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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
UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BOULEVARD DALLAS, TX 75390		PC	FURTHERING SCIENTIFIC RESEARCH	240,000.
URBAN INSTITUTE 2100 M STREET NW WASHINGTON, DC 20037-1207		PC	EDUCATION - POLICY PLUS	400,000.
YMCA OF SILICON VALLEY 80 SARATOGA AVE SANTA CLARA, CA 95051-7303		PC	EDUCATION - EARLY EDUCATIONAL TRANSITIONS, FAMILY ENGAGEMENT	100,619.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - COMMUNITY INITIATIVES

COMMUNITY - SPECIAL OPPORTUNITIES, EDUCATION - EARLY EDUCATIONAL TRANSITIONS, POLICY PLUS

NAME OF RECIPIENT - THE UNIVERSITY OF CHICAGO

CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION, EDUCATION - EARLY MATH, FAMILY ENGAGEMENT, FURTHERING SCIENTIFIC RESEARCH

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

2015

Name of the organization	Employer identification number
THE HEISING-SIMONS FOUNDATION	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).

Name of organization	Employer identification number
THE HEISING-SIMONS FOUNDATION	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	$ 27,204,657.	Person [X] Payroll [ ] Noncash [ ] (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	$ 514,938.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE HEISING-SIMONS FOUNDATION	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
		$	

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

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

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

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

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

Name of organization	Employer identification number
THE HEISING-SIMONS FOUNDATION	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 INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	21,139.	21,139.	
TOTAL TO PART I, LINE 3	21,139.	21,139.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH INCOME	0.	553,562.	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	553,562.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	51,251.	3,603.		46,942.
TO FM 990-PF, PG 1, LN 16A	51,251.	3,603.		46,942.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	50,974.	0.		50,974.
TO FORM 990-PF, PG 1, LN 16B	50,974.	0.		50,974.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PROFESSIONAL FEES	385,457.	0.		423,844.
IT CONSULTANT	131,586.	0.		135,675.
TO FORM 990-PF, PG 1, LN 16C	517,043.	0.		559,519.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
STATE TAXES	19,314.	0.		0.
DEFERRED TAX EXPENSE	787,700.	0.		0.
TO FORM 990-PF, PG 1, LN 18	807,014.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	37,022.	0.		37,022.
OFFICE SUPPLIES & EXPENSES	74,090.	0.		73,681.
OFFICE EQUIPMENT	33,668.	0.		33,668.
SOFTWARE	18,928.	0.		18,928.
MEMBERSHIPS	50,934.	0.		50,934.
TEMPORARY PERSONNEL	62,566.	0.		63,177.
PASSTHROUGH EXPENSES	0.	447,957.		0.
TO FORM 990-PF, PG 1, LN 23	277,208.	447,957.		277,410.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MEDALLION CAPITAL INVESTMENTS, LTD.	FMV	217,451,083.	217,451,083.
BLACKSTONE PARTNERS OFFSHORE FUND, LTD	FMV	0.	0.
OVERLAND RELATIVE VALUE FUND LTD.	FMV	0.	0.
BLUESTEM PARTNERS, LP	FMV	0.	0.
MADRIGAL FOUNDATION FUNDS, LP	FMV	90,034,880.	90,034,880.
TOTAL TO FORM 990-PF, PART II, LINE 13		307,485,963.	307,485,963.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	678,419.	91,073.	587,346.
COMPUTER EQUIPMENT	219,419.	72,326.	147,093.
ARTWORK	223,266.	13,882.	209,384.
CONSTRUCTION IN PROCESS	13,000.	0.	13,000.
TENANT IMPROVEMENTS	3,178,278.	209,559.	2,968,719.
TOTAL TO FM 990-PF, PART II, LN 14	4,312,382.	386,840.	3,925,542.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	84,500.	80,000.	80,000.
FUNDS IN TRANSIT	77,000,000.	25,000,000.	25,000,000.
LOAN RECEIVABLE	0.	2,414,418.	2,414,418.
TO FORM 990-PF, PART II, LINE 15	77,084,500.	27,494,418.	27,494,418.

FORM 990-PF OTHER LIABILITIES STATEMENT 11

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED TAX LIABILITY	1,744,000.	2,533,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,744,000.	2,533,000.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 12 STATEMENT 12

EXPLANATION

A DISTRIBUTION OF $250,000 TO A DONOR-ADVISED FUND WAS TREATED AS A QUALIFYING DISTRIBUTION. THE AMOUNT WAS DISTRIBUTED UNDER THE FOUNDATION'S MATCHING GIFTS PROGRAM TO SUPPORT PURPOSES DESCRIBED IN SEC. 170(C)(2)(B).

FORM 990-PF LIST OF CONTROLLED ENTITIES STATEMENT 13
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
HSAF	47-5223147

ADDRESS EXCESS BUSINESS HOLDING [ ] YES [X] NO

P.O BOX 2029
LOS ALTOS, CA 94023

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK W HEISING 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	MEMBER OF THE BOARD 1.00	0.	0.	0.
ELIZABETH D SIMONS 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	CHAIR OF THE BOARD 20.00	0.	0.	0.
CAITLIN HEISING 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	VICE CHAIR OF THE BOARD 1.00	0.	0.	0.
DEANNA GOMBY 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	PRESIDENT AND CEO 37.50	452,000.	74,746.	0.
JEFFREY P. MALLOY 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	COO AND TREASURER 37.50	245,200.	51,711.	0.
BRIAN EULE 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	DIRECTOR OF COMMUNICATIONS & SECRETARY 37.50	111,846.	32,288.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		809,046.	158,745.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 15
PART VII-B, LINE 5C

GRANTEE'S NAME

MATHEMATICA POLICY RESEARCH, INC

GRANTEE'S ADDRESS

P.O. BOX 2393
PRINCETON, NJ 08543

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
702,060.	02/28/15	97,559.

PURPOSE OF GRANT

TO DOCUMENT WHAT IT TAKES TO INTEGRATE MATH EDUCATION INTO EXISTING FAMILY ENGAGEMENT PROGRAMS AND TO ENGAGE PARENTS TO PARTICIPATE IN THEIR CHILDREN'S EARLY MATH LEARNING.

DATES OF REPORTS BY GRANTEE

12/31/15

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

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
564,356.	06/30/15	63,301.

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

08/28/15

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

NATIONAL JOURNAL GROUP, INC

GRANTEE'S ADDRESS

600 NEW HAMPSHIRE AVE, NW
WASHINGTON, DC 20037

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
110,000.	09/01/15	2,200.

PURPOSE OF GRANT

NATIONAL JOURNAL HAD DEVELOPED THE NEXT AMERICA TO ANALYZE HOW PUBLIC POLICY IS RESPONDING TO AMERICA'S CONVERGENCE TOWARDS A MORE RACIALLY AND CULTURALLY DIVERSE SOCIETY. THROUGH POLLS, FEATURES, LIVE EVENTS, AND A DEDICATED LANDING PAGE ON NATIONALJOURNAL.COM, THE NEXT AMERICA SOUGHT TO TO EXPLORE THE SOCIAL, POLITICAL AND ECONOMIC CONSIDERATIONS POSED BY THE EMERGENCE OF THIS NEW GENERATION OF AMERICANS--AND DISTILL THE LESSONS AND POLICIES THAT WILL HELP THEM FLOURISH.

DATES OF REPORTS BY GRANTEE

02/29/16

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

CLIMATE POLICY INITIATIVE, INC.

GRANTEE'S ADDRESS

235 MONTGOMERY STREET, 13TH FL
SAN FRANCISCO, CA 94104

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
150,000.	08/15/15	86,530.

PURPOSE OF GRANT

TO DEVELOP THE FINANCIAL TOOLS AND STAKEHOLDER ENGAGEMENT PROCESSES NEEDED TO DEVELOP AN AGGRESSIVE BUT REALISTIC LOW-CARBON TRANSITION PATHWAY FOR INVESTOR-OWNED UTILITIES.

DATES OF REPORTS BY GRANTEE

11/30/15

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 16

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.

AMENDED AND RESTATED BYLAWS

OF

THE HEISING-SIMONS FOUNDATION

September 2015

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Page

AMENDED AND RESTATED BYLAWS

OF

THE HEISING-SIMONS FOUNDATION

ARTICLE I

PRINCIPAL OFFICE

1.1 **Principal Office.** The principal office of this corporation shall be located in the City of Los Altos, County of Santa Clara, California.

ARTICLE II

MEMBERSHIP

2.1 **No Members.** This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one (1) or more classes of nonvoting members and provide for eligibility requirements for membership and the rights and duties of members, including the obligation to pay dues.

ARTICLE III

BOARD OF DIRECTORS

3.1 **Powers.** This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

3.2 **Number and Qualification of Directors.** The authorized number of directors of the corporation shall not be less than one (1) or more than nine (9) until changed by amendment of the Articles of Incorporation or by a Bylaw amending this Section 3.2. The exact number of directors shall be fixed from time to time, within the limits specified in this Section 3.2, by the Board of Directors. Subject to the above provisions for changing the number of directors, the authorized number of directors of this corporation shall be two (2).

3.3 **Limitations on Interested Persons.** At all times not more than forty-nine percent (49%) of the directors of this corporation may be interested persons. An interested person means either of the following:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as a director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person described in subparagraph (a) above.

3.4 Designation and Term of Office of Directors. The directors shall be elected at each annual meeting of the Board of Directors, but, if any such annual meeting is not held or the directors are not elected at the meeting, the directors may be elected at any meeting of the Board. Each director, including a director appointed by a former director or elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. A director may succeed himself or herself in office.

3.5 Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Each member of the Board may appoint his or her successor or successors in the event he or she ceases to act as director. Vacancies in the Board of Directors for which no person has been appointed pursuant to the preceding sentence who is able and willing to act as director, may be filled either by a majority of the directors present at a meeting at which a quorum is present, or if the number of directors then in office is less than a quorum, as follows: (a) by unanimous written consent of the directors then in office, (b) by the vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice in compliance with these Bylaws, or (c) by a sole remaining director. Each director so elected shall hold office until his or her successor is elected at an annual or other meeting of the Board of Directors.

3.6 Resignation and Removal. Resignations shall be effective upon receipt in writing by the President or the Secretary of this corporation, unless a later effective date is specified in the resignation. The Board of Directors may remove any director at any time, with or without cause.

3.7 Annual Meetings. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chair of the Board, President and CEO, or any two (2) directors, and noticed in accordance with Section 3.9.

3.8 Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board, the President and CEO, or any two directors, and noticed in accordance with Section 3.9.

3.9 Notice. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four (4) days before any such meeting if given by first-class mail or forty-eight (48) hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail or facsimile, in compliance with Section 9.7 of these Bylaws.

3.10 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing, which may include electronic mail or facsimile transmitted by a director in compliance with Section 9.7 of these Bylaws. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

3.11 Quorum. A majority of the total number of directors then in office shall constitute a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in Sections 3.12, 4.1, 6.3, 7.2, and 9.5 of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

3.12 Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors. Written consent shall include electronic mail or facsimile transmitted by a director in compliance with Section 9.7 of these Bylaws.

3.13 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Section 9.7 of these Bylaws so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

3.14 Standard of Care. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) one or more officers or employees of the corporation whom the director believes to be reliable and competent as to the matters presented;

(b) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(c) a Board Committee upon which the director does not serve, as to matters within its designated authority, provided that the director believes such Committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions of omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

3.15 Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

3.16 Compensation. The Board of Directors may authorize, by resolution, the payment to a director of a reasonable fee for services and expenses as a director and for attending meetings of the Board and Board Committees.

ARTICLE IV

COMMITTEES

4.1 Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of one or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

(a) set the number of directors within a range specified in these Bylaws;

(b) fill vacancies on any Board Committee;

(c) remove any director without cause;

(d) fix compensation of directors for serving on the Board or any Board Committee;

(e) amend or repeal these Bylaws or adopt new Bylaws;

(f) adopt amendments to the Articles of Incorporation of this corporation;

(g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(h) create any other Board Committees or appoint the members of any Board Committees; or

(i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements of Section 6.3 of these Bylaws; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements in Section 6.3 and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

4.2 Advisory Committees. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

4.3 Audit Committee. This corporation shall have an Audit Committee comprised of one or more members, whose members shall be appointed by the Board of Directors and who may include both directors and non-directors, subject to the following limitations: (a) a majority of the members of the Audit Committee may not consist of members of the Finance Committee, if any; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or Treasurer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

If the Audit Committee includes only directors, it shall be deemed a Board Committee on which the other directors may rely as provided in Section 3.14(c); otherwise, the Board of Directors shall remain responsible for oversight and supervision of the Audit Committee as an Advisory Committee.

The Audit Committee shall: (1) recommend to the Board of Directors the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of the corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

4.4 Meetings.

(a) Of Board Committees. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

(b) Of Advisory Committees. Advisory Committees shall determine their own meetings rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE V

OFFICERS

5.1 Officers. The officers of this corporation shall be a Chair of the Board, one or more Vice Chairs, a President and CEO, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President or Chair of the Board.

5.2 Election. The Officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

5.3 Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

5.4 Resignation. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by the Secretary or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

5.5 Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

5.6 **Chair of the Board**. The Chair of the Board shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.7 **Vice Chair**. There may be one or more Vice Chairs. The Vice Chair(s) shall, in coordination with each other if there is more than one Vice Chair, fulfill the duties of the Chair of the Board when the Chair of the Board is not available, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.8 **President and CEO.** The President and CEO, who may also be referred to as the President, shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct, and control the business and other officers of this corporation, except for the Chair of the Board and the Vice Chair(s). The President shall have the general powers and duties of management usually vested in the office of president of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.9 **Secretary.** The Secretary shall supervise the keeping of a full and complete record of the proceedings of the directors, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

5.10 **Treasurer.** The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VI

PROHIBITED TRANSACTIONS

6.1 **Loans.** Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

6.2 **Self-Dealing Transactions.** Except as provided in Section 6.3 below, the Board of Directors shall not approve or permit the corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

6.3 **Approval.** This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

6.4 **Compliance with Private Foundation Rules.** Any provision of these Bylaws or the Articles of Incorporation of this corporation to the contrary notwithstanding, so long as this corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), this corporation:

(a) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Code;

(b) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;

(c) shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;

(d) shall not make any investments in such a manner as to subject this corporation to tax under Section 4944 of the Code; and

(e) shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

7.1 **Right of Indemnity.** To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify and advance expenses to its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

7.2 Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

7.3 Advancing Expenses. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and except as otherwise determined by the Board of Directors in specific instances, the Board shall authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

(a) the requested advances are reasonable in amount under the circumstances; and

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

Unless the Board finds compelling reasons to do otherwise, the undertaking shall be unsecured, and no interest shall be charged on the obligation created thereby.

7.4 Insurance. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE VIII

GRANTS ADMINISTRATION

8.1 Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation. Except as provided in Section 8.3, which applies solely to the Board of Directors and not to Board Committees, all references to the Board of Directors in this Article VIII also apply to Board Committees.

8.2 Exclusive Power in the Board of Directors. The Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. The Board shall review all requests for funds and shall require that such requests specify the use to which the funds will be put. If the Board approves a request for funds, the Board shall authorize payment of such funds to the approved grantee.

8.3 Refusal; Withdrawal. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation.

8.4 Accounting Required. The Board of Directors may require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

8.5 Restrictions on Contributions. This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the donation was made.

ARTICLE IX

MISCELLANEOUS

9.1 Fiscal Year. The fiscal year of this corporation shall end each year on December 31st.

9.2 Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by an officer of this corporation or the person or persons on whom such power may be conferred by the Board from time to time.

9.3 Annual Reports to Directors. Within 120 days after the end of this corporation's fiscal year, the President shall furnish a written report to all directors of this corporation containing the following information:

(a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) the revenue or receipts of this corporation, both unrestricted and restricted for particular purposes for the fiscal year;

(d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year;

(e) any transaction during the previous fiscal year involving Fifty Thousand Dollars ($50,000.00) or more between this corporation and any of its directors or officers, and the amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars ($10,000.00) paid during the fiscal year to any director or officer of this corporation. The report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation.

9.4 Required Financial Audits. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of $2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Audited financial statements shall be available for inspection by the Attorney General and the general public within nine (9) months after the close of the fiscal year to which the statements relate, and shall remain available for three (3) years, by (1) making them available at the corporation's principal, regional, and district offices during regular business hours, and (2) by either mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

9.5 Amendments. The vote of a majority of the directors then in office or the unanimous written consent of the directors shall be required to adopt a Bylaw amendment.

9.6 Governing Law. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

9.7 Electronic Transmissions. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions *from* the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

CERTIFICATE OF SECRETARY

I certify that I am presently the duly elected and acting Secretary of the Heising-Simons Foundation, a California nonprofit public benefit corporation, and the above Bylaws, consisting of 11 pages, are the amended and restated Bylaws of this corporation as adopted by the Board of Directors on September 9, 2015.

Dated: 9/29/15

Brian Eule, Secretary