

**Return of Private Foundation**

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

Department of the Treasury  
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation <b>THE HEISING-SIMONS FOUNDATION</b>		A Employer identification number <b>26-0799587</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>400 MAIN STREET</b>	Room/suite <b>200</b>	B Telephone number <b>(650) 887-0277</b>
City or town, state or province, country, and ZIP or foreign postal code <b>LOS ALTOS, CA 94022</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>448,598,569.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received	35,345,000.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,214,669.	1,214,669.		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	105,526,792.			
	b Gross sales price for all assets on line 6a	207,387,365.			
	7 Capital gain net income (from Part IV, line 2)		105,920,909.		
	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			773,568.		STATEMENT 2
12 Total. Add lines 1 through 11	142,086,461.	107,909,146.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	1,035,867.	0.		1,030,597.
	14 Other employee salaries and wages	2,766,605.	0.		2,578,873.
	15 Pension plans, employee benefits	1,424,097.	0.		1,400,508.
	16a Legal fees <b>STMT 3</b>	88,914.	0.		91,442.
	b Accounting fees <b>STMT 4</b>	56,894.	0.		56,722.
	c Other professional fees <b>STMT 5</b>	525,754.	0.		492,660.
	17 Interest				
	18 Taxes <b>STMT 6</b>	1,271,723.	0.		0.
	19 Depreciation and depletion	459,787.	0.		
	20 Occupancy	1,193,530.	0.		1,231,503.
	21 Travel, conferences, and meetings	390,946.	0.		392,974.
	22 Printing and publications	20,947.	0.		20,947.
	23 Other expenses <b>STMT 7</b>	312,879.	541,496.		325,886.
	24 Total operating and administrative expenses. Add lines 13 through 23	9,547,943.	541,496.		7,622,112.
	25 Contributions, gifts, grants paid	53,483,402.			51,944,892.
26 Total expenses and disbursements. Add lines 24 and 25	63,031,345.	541,496.		59,567,004.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	79,055,116.				
b Net investment income (if negative, enter -0-)		107,367,650.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only.	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	2,313,511.	2,808,001.	2,808,001.
	2 Savings and temporary cash investments	28,640,635.	3,192,128.	3,192,128.
	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	235,044.	264,676.	264,676.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds STMT 8	0.	32,289,958.	32,289,958.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other STMT 9	307,485,963.	327,348,710.	327,348,710.	
14 Land, buildings, and equipment: basis 4,432,211.				
Less: accumulated depreciation STMT 10 808,736.	3,925,542.	3,623,475.	3,623,475.	
15 Other assets (describe STATEMENT 11)	27,494,418.	79,071,621.	79,071,621.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	370,095,113.	448,598,569.	448,598,569.	
Liabilities	17 Accounts payable and accrued expenses	504,644.	1,089,650.	
	18 Grants payable	29,316,318.	30,906,664.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe STATEMENT 12)	2,533,000.	2,496,000.	
23 Total liabilities (add lines 17 through 22)	32,353,962.	34,492,314.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	337,741,151.	414,106,255.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	337,741,151.	414,106,255.		
31 Total liabilities and net assets/fund balances	370,095,113.	448,598,569.		

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	337,741,151.
2 Enter amount from Part I, line 27a	2	79,055,116.
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	416,796,267.
5 Decreases not included in line 2 (itemize) UNREALIZED LOSSES ON INVESTMENTS	5	2,690,012.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	414,106,255.

**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	09/30/16
b CHARLES SCHWAB	P	01/01/16	12/31/16
c MADRIGAL FOUNDATION FUND, LP	P	01/01/16	12/31/16
d MADRIGAL FOUNDATION FUND, LP	P	01/01/16	12/31/16
e MADRIGAL FOUNDATION FUND, LP	P	01/01/16	12/31/16

(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 117,717,339.		12,138,676.	105,578,663.
b 89,670,026.		89,721,897.	-51,871.
c 456,427.			456,427.
d		24,924.	-24,924.
e		37,386.	-37,386.

(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))
			105,578,663.
			-51,871.
			456,427.
			-24,924.
			-37,386.

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	105,920,909.
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))
2015	46,144,878.	390,439,779.	.118187
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

2 Total of line 1, column (d) .....	2	.490590
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	.098118
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5 .....	4	458,412,014.
5 Multiply line 4 by line 3 .....	5	44,978,470.
6 Enter 1% of net investment income (1% of Part I, line 27b) .....	6	1,073,677.
7 Add lines 5 and 6 .....	7	46,052,147.
8 Enter qualifying distributions from Part XII, line 4 .....	8	59,567,004.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,073,677.
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	1,073,677.
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	1,073,677.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	992,808.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	399,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,391,808.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	45.	
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	318,086.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 318,086.   Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) STMT 13
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.HSFUNDATION.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
16 At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See 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.

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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.)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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 2016?
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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? 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.)
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?
b If "Yes," did it have excess business holdings in 2016 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 2016.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?

**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

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

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		1,035,867.	217,439.	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	307,529.	87,368.	0.
MARTHA MOOREHOUSE - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM DIRECTOR 37.50	237,323.	51,136.	0.
JUDY BLUMENSTEIN - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	DIRECTOR OF FINANCE 37.50	188,742.	75,342.	0.
JOCHEN MARSCHALL - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM OFFICER 37.50	162,070.	71,090.	0.
JUSTINE CHOY - 400 MAIN STREET, SUITE 200, LOS ALTOS, CA 94022	PROGRAM OFFICER 37.50	138,064.	52,492.	0.
<b>Total</b> number of other employees paid over \$50,000				18

**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
ENERGY INNOVATION POLICY AND TECHNOLOGY - 98 BATTERY STREET, #202, SAN FRANCISCO, CA 94111	GRANT MAKING SERVICES	100,000.
ARABELLA ADVISORS - 340 PINE STREET, SUITE 401, SAN FRANCISCO, CA 94104	STRATEGIC FRAMEWORK DEVELOPMENT	78,750.
VARSITY TECHNOLOGIES - 1390 MARKET STREET, #1100, SAN FRANCISCO, CA 94102	IT SERVICES	51,775.

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

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 16	25,000.
2 SEE STATEMENT 17	33,000.
3 SEE STATEMENT 18	82,194.
4 SEE STATEMENT 19	20,000.

**Part IX-B Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities .....	1a	0.
b	Average of monthly cash balances .....	1b	26,417,942.
c	Fair market value of all other assets .....	1c	438,974,966.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	465,392,908.
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	465,392,908.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	6,980,894.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	458,412,014.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	22,920,601.

**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	22,920,601.
2a	Tax on investment income for 2016 from Part VI, line 5 .....	2a	1,073,677.
b	Income tax for 2016. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	1,073,677.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	21,846,924.
4	Recoveries of amounts treated as qualifying distributions .....	4	1,066,338.
5	Add lines 3 and 4 .....	5	22,913,262.
6	Deduction from distributable amount (see instructions) .....	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 .....	7	22,913,262.

**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	59,567,004.
b	Program-related investments - total from Part IX-B .....	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes .....	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required) .....	3a	
b	Cash distribution test (attach the required schedule) .....	3b	
4	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 .....	4	59,567,004.
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	1,073,677.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	58,493,327.

**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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				22,913,262.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013		4,784,243.		
d From 2014		32,387,587.		
e From 2015		46,395,531.		
f Total of lines 3a through e	83,567,361.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 59,567,004.				
a Applied to 2015, 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) **	59,567,004.			
d Applied to 2016 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	22,913,262.			22,913,262.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	120,221,103.			
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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	120,221,103.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014	14,258,568.			
d Excess from 2015	46,395,531.			
e Excess from 2016	59,567,004.			

\*\* SEE STATEMENT 20

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 2016, enter the date of the ruling

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

Table with 5 columns: (a) 2016, (b) 2015, (c) 2014, (d) 2013, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-d (Alternative tests).

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

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

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient 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
<b>a Paid during the year</b>				
ACADIA CENTER P.O. BOX 583 ROCKPORT, ME 04856-0583	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	75,000.
ACCOUNTABILITY COUNSEL 244 KEARNY STREET, FLOOR 6 SAN FRANCISCO, CA 94108	N/A	PC	HUMAN RIGHTS - GENERAL	60,000.
ADVANCED ENERGY ECONOMY INSTITUTE 135 MAIN STREET, SUITE 1320 SAN FRANCISCO, CA 94105	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL & NATIONAL, INTELLECTUAL	410,000.
ADVANCEMENT PROJECT 1910 WEST SUNSET BLVD., SUITE 500 LOS ANGELES, CA 90026-3291	N/A	PC	EARLY EDUCATION - POLICY PLUS, EVIDENCE ADVOCACY & INVESTMENT	300,000.
ALLIANCE FOR CLIMATE EDUCATION INC. 4696 BROADWAY, SUITE 2 BOULDER, CO 80304	N/A	PC	COMMUNITY - LOCAL	10,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>51,944,892.</b>
<b>b Approved for future payment</b>				
ADVANCED ENERGY ECONOMY INSTITUTE 135 MAIN STREET, SUITE 1320 SAN FRANCISCO, CA 94105	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - NATIONAL & REGIONAL	160,000.
ADVANCEMENT PROJECT 1910 WEST SUNSET BLVD., SUITE 500 LOS ANGELES, CA 90026-3291	N/A	PC	EARLY EDUCATION - EVIDENCE ADVOCACY & INVESTMENT	200,000.
ALLIANCE FOR EARLY SUCCESS P.O. BOX 6756 LEAWOOD, KS 66206	N/A	PC	EARLY EDUCATION - EVIDENCE ADVOCACY & INVESTMENT	900,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>24,930,471.</b>

**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) Exclu- sion code	(d) Amount	
<b>1</b> Program service revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies .....					
<b>2</b> Membership dues and assessments .....					
<b>3</b> Interest on savings and temporary cash investments .....			14	1,214,669.	
<b>4</b> Dividends and interest from securities .....					
<b>5</b> Net rental income or (loss) from real estate:					
<b>a</b> Debt-financed property .....					
<b>b</b> Not debt-financed property .....					
<b>6</b> Net rental income or (loss) from personal property .....					
<b>7</b> Other investment income .....					
<b>8</b> Gain or (loss) from sales of assets other than inventory .....	900099	-1,547.	18	105,528,339.	
<b>9</b> Net income or (loss) from special events .....					
<b>10</b> Gross profit or (loss) from sales of inventory .....					
<b>11</b> Other revenue:					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal. Add columns (b), (d), and (e) .....		-1,547.		106,743,008.	0.
<b>13 Total.</b> Add line 12, columns (b), (d), and (e) .....			13	106,741,461.	

(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

<p><b>1</b> 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?</p> <p><b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash .....</p> <p>(2) Other assets .....</p> <p><b>b</b> Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization .....</p> <p>(2) Purchases of assets from a noncharitable exempt organization .....</p> <p>(3) Rental of facilities, equipment, or other assets .....</p> <p>(4) Reimbursement arrangements .....</p> <p>(5) Loans or loan guarantees .....</p> <p>(6) Performance of services or membership or fundraising solicitations .....</p> <p><b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees .....</p> <p><b>d</b> 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.</p>	<table border="1"> <tr> <td></td> <td style="font-size: small;"><b>Yes</b></td> <td style="font-size: small;"><b>No</b></td> </tr> <tr> <td><b>1a(1)</b></td> <td></td> <td style="text-align: center;"><b>X</b></td> </tr> <tr> <td><b>1a(2)</b></td> <td></td> <td style="text-align: center;"><b>X</b></td> </tr> <tr> <td><b>1b(1)</b></td> <td></td> <td style="text-align: center;"><b>X</b></td> </tr> <tr> <td><b>1b(2)</b></td> <td></td> <td style="text-align: center;"><b>X</b></td> </tr> <tr> <td><b>1b(3)</b></td> <td></td> <td style="text-align: center;"><b>X</b></td> </tr> <tr> <td><b>1b(4)</b></td> <td></td> <td style="text-align: center;"><b>X</b></td> </tr> <tr> <td><b>1b(5)</b></td> <td></td> <td style="text-align: center;"><b>X</b></td> </tr> <tr> <td><b>1b(6)</b></td> <td></td> <td style="text-align: center;"><b>X</b></td> </tr> <tr> <td><b>1c</b></td> <td></td> <td style="text-align: center;"><b>X</b></td> </tr> </table>		<b>Yes</b>	<b>No</b>	<b>1a(1)</b>		<b>X</b>	<b>1a(2)</b>		<b>X</b>	<b>1b(1)</b>		<b>X</b>	<b>1b(2)</b>		<b>X</b>	<b>1b(3)</b>		<b>X</b>	<b>1b(4)</b>		<b>X</b>	<b>1b(5)</b>		<b>X</b>	<b>1b(6)</b>		<b>X</b>	<b>1c</b>		<b>X</b>
	<b>Yes</b>	<b>No</b>																													
<b>1a(1)</b>		<b>X</b>																													
<b>1a(2)</b>		<b>X</b>																													
<b>1b(1)</b>		<b>X</b>																													
<b>1b(2)</b>		<b>X</b>																													
<b>1b(3)</b>		<b>X</b>																													
<b>1b(4)</b>		<b>X</b>																													
<b>1b(5)</b>		<b>X</b>																													
<b>1b(6)</b>		<b>X</b>																													
<b>1c</b>		<b>X</b>																													

(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		

<b>Sign Here</b>	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.		<div style="border: 1px solid black; padding: 2px; font-size: x-small;">                     May the IRS discuss this return with the preparer shown below (see instr.)?  <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                 </div>
	<div style="display: flex; justify-content: space-between;"> <span>Signature of officer or trustee</span> <span>Date</span> </div>	<div style="display: flex; justify-content: space-between;"> <span>TREASURER</span> <span>Title</span> </div>	

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MAGA E. KISRIV				P01008919
	Firm's name ▶ HOOD & STRONG LLP			Firm's EIN ▶ 94-1254756	
Firm's address ▶ 275 BATTERY ST, STE 900 SAN FRANCISCO, CA 94111				Phone no. 415.781.0793	

**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	N/A	PC	EARLY EDUCATION - POLICY PLUS, EVIDENCE ADVOCACY & INVESTMENT	1,175,000.
AMERICAN ASSOCIATION FOR THE ADVANCEMENT OF SCIENCE 1200 NEW YORK AVENUE NW WASHINGTON, DC 20005-3928	N/A	PC	SCIENCE - COMMUNICATIONS & LINKAGES	40,000.
AMERICAN CIVIL LIBERTIES UNION FOUNDATION OF NORTHERN CALIFORNIA 39 DRUMM ST. SAN FRANCISCO, CA 94111-4805	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	75,000.
AMERICAN INSTITUTE OF CHEMICAL ENGINEERS 120 WALL STREET, 23RD FLOOR NEW YORK, NY 10005-4020	N/A	PC	SCIENCE - COMMUNICATIONS & LINKAGES	10,000.
AMERICAN INSTITUTES FOR RESEARCH IN THE BEHAVIORAL SCIENCES 1000 THOMAS JEFFERSON STREET, N.W. WASHINGTON, DC 20007	N/A	PC	EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS	733,700.
AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH 1110 VERMONT AVENUE, NW, SUITE 900 WASHINGTON, DC 20005-3538	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT, POLICY PLUS	270,000.
ANITA BORG INSTITUTE FOR WOMEN AND TECHNOLOGY 1501 PAGE MILL ROAD PALO ALTO, CA 94394	N/A	PC	COMMUNITY - LOCAL	10,000.
ANTI-RECIDIVISM COALITION 448 S HILL STREET, SUITE 908 LOS ANGELES, CA 90013-1136	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	75,000.
ARIZONA BOARD OF REGENTS, UNIVERSITY OF ARIZONA 2020 N CENTRAL AVE PHOENIX, AZ 85004	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT, SCIENCE - CLIMATE CHANGE SCIENCE	210,587.
ASIAN AMERICAN-PACIFIC ISLANDERS IN PHILANTHROPY 300 FRANK H. OGAWA PLAZA, SUITE 256 OAKLAND, CA 94612	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	2,500.
<b>Total from continuation sheets</b>				<b>51,089,892.</b>

**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
ASPEN GLOBAL CHANGE INSTITUTE INC. 104 MIDLAND AVENUE, SUITE 205 BASALT, CO 81621	N/A	PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION, SCIENCE - CLIMATE CHANGE SCIENCE	906,432.
ASYLUM ACCESS 1611 TELEGRAPH AVENUE, SUITE 1111 OAKLAND, CA 94612-2138	N/A	PC	HUMAN RIGHTS - GENERAL	25,000.
BARD COLLEGE P.O. BOX 5000 ANNANDALE-ON-HUDSON, NY 12504-5000	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	35,000.
BOYS & GIRLS CLUB OF THE PENINSULA 401 PIERCE ROAD MENLO PARK, CA 94025-1240	N/A	PC	EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS	25,000.
BROOKINGS INSTITUTION 1775 MASSACHUSETTS AVE NW WASHINGTON, DC 20036-2103	N/A	PC	EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS	122,976.
CALIFORNIA ACADEMY OF SCIENCE 55 MUSIC CONCOURSE DRIVE SAN FRANCISCO, CA 94118-4503	N/A	PC	COMMUNITY - LOCAL	50,000.
CALIFORNIA ASSOCIATION FOR RESEARCH IN ASTRONOMY 65-1120 MAMALAHOA HIGHWAY KAMUELA, HI 96743-8431	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	2,015,000.
CALIFORNIA CHILD CARE RESOURCE AND REFERRAL NETWORK 111 NEW MONTGOMERY ST., 7TH FLOOR SAN FRANCISCO, CA 94105	N/A	PC	EARLY EDUCATION - POLICY PLUS	425,000.
CALIFORNIA CHILDREN AND FAMILIES COMMISSION 2389 GATEWAY OAKS DRIVE, STE. 260 SACRAMENTO, CA 95833	N/A	PC	EARLY EDUCATION - POLICY PLUS	10,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BOULEVARD PASADENA, CA 91125	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	372,963.
<b>Total from continuation sheets</b> .....				

**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 SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037-1254	N/A	PC	SCIENCE - COMMUNICATIONS & LINKAGES	82,500.
CALIFORNIANS DEDICATED TO EDUCATION FOUNDATION 425 BROADWAY REDWOOD CITY, CA 94063	N/A	PC	EARLY EDUCATION - EARLY MATH	25,000.
CALIFORNIANS TOGETHER 525 EAST 7TH STREET 2ND FLOOR LONG BEACH, CA 90813-4559	N/A	PC	EARLY EDUCATION - DUAL LANGUAGE LEARNERS	109,825.
CATHOLIC CHARITIES OF SANTA CLARA COUNTY 2625 ZANKER ROAD SAN JOSE, CA 95134-2130	N/A	PC	EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS	25,000.
CENTER FOR AMERICAN PROGRESS 1333 H STREET, NW, 10TH FLOOR WASHINGTON, DC 20005	N/A	PC	EARLY EDUCATION - POLICY PLUS	200,000.
CENTER FOR LAW AND SOCIAL POLICY 1200 18TH STREET NW, SUITE 200 WASHINGTON, DC 20036	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	300,000.
CENTRAL FLORIDA FOUNDATION INC. 800 N. MAGNOLIA AVENUE, SUITE 1200 ORLANDO, FL 32803-3267	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	25,000.
CERRITOS COLLEGE FOUNDATION 11110 ALONDRA BLVD. NORWALK, CA 90650	N/A	PC	EARLY EDUCATION - EARLY MATH	191,510.
CHILD CARE LAW CENTER 445 CHURCH STREET, 4TH FLOOR SAN FRANCISCO, CA 94114	N/A	PC	EARLY EDUCATION - POLICY PLUS	75,000.
CHILD TRENDS INCORPORATED 7315 WISCONSIN AVE STE 1200W BETHESDA, MD 20814-3666	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT, POLICY PLUS	55,000.
<b>Total from continuation sheets</b>				



**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	N/A	PC	EARLY EDUCATION - EVIDENCE ADVOCACY & INVESTMENT	200,000.
CHILDREN'S HEALTH COUNCIL, INC. 650 CLARK WAY PALO ALTO, CA 94304	N/A	PC	COMMUNITY - LOCAL	20,000.
CLIMATE CENTRAL INC. ONE PALMER SQUARE, SUITE 330 PRINCETON, NJ 08542	N/A	PC	CLIMATE & CLEAN ENERGY - COMMUNICATIONS	250,000.
CLIMATE POLICY INITIATIVE, INC. 235 MONTGOMERY STREET, 13TH FLOOR SAN FRANCISCO, CA 94104-3006	N/A	POF	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	150,000.
COLLEGE TRACK 112 LINDEN STREET OAKLAND, CA 94607	N/A	PC	HUMAN RIGHTS - UNDOCUMENTED COMMUNITIES	165,000.
COLORADO SEMINARY 2199 S. UNIVERSITY BLVD. DENVER, CO 80210	N/A	PC	EARLY EDUCATION - EARLY MATH	300,000.
COMMON SENSE MEDIA 650 TOWNSEND STREET, SUITE 435 SAN FRANCISCO, CA 94103-6222	N/A	PC	EARLY EDUCATION - POLICY PLUS	300,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	N/A	PC	HUMAN RIGHTS - UNDOCUMENTED COMMUNITIES, JUSTICE REFORM	433,500.
COMMUNITY LEGAL SERVICES IN EAST PALO ALTO INC 1861 BAY ROAD EAST PALO ALTO, CA 94303	N/A	PC	HUMAN RIGHTS - UNDOCUMENTED COMMUNITIES	202,500.
CORPORATION OF THE FINE ARTS MUSEUMS 50 HAGIWARA TEA GARDEN DRIVE SAN FRANCISCO, CA 94118-4502	N/A	PC	COMMUNITY - LOCAL	10,000.
<b>Total from continuation sheets</b>				

**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 FOR A STRONG AMERICA 1212 NEW YORK AVE. NW, SUITE 300 WASHINGTON, DC 20005-0000	N/A	PC	EARLY EDUCATION - EARLY MATH	225,000.
COUNCIL ON FOUNDATIONS INC. 2121 CRYSTAL DRIVE, SUITE 700 ARLINGTON, VA 22202	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	21,600.
COUNTY OF SAN MATEO HUMAN SERVICES AGENCY 1 DAVIS DRIVE BELMONT, CA 94002	N/A	PC	HUMAN RIGHTS - UNDOCUMENTED COMMUNITIES	4,000.
CSUSB PHILANTHROPIC FOUNDATION 5500 UNIVERSITY PARKWAY SAN BERNARDINO, CA 92407-2393	N/A	PC	EARLY EDUCATION - EARLY MATH	78,540.
CURIODYSSEY 1651 COYOTE POINT DRIVE SAN MATEO, CA 94401-1002	N/A	PC	COMMUNITY - LOCAL	10,000.
DEFY VENTURES INC. 5 PENN PLAZA, 19TH FLOOR NEW YORK, NY 10001-1738	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	15,000.
EAST PALO ALTO KIDS FOUNDATION P.O. BOX 50542 PALO ALTO, CA 94303	N/A	PC	COMMUNITY - LOCAL	10,000.
EASTSIDE COLLEGE PREPARATORY SCHOOL INC. 1041 MYRTLE STREET EAST PALO ALTO, CA 94303-2013	N/A	PC	COMMUNITY - LOCAL	15,000.
EDSOURCE, INC. 436 14TH STREET, SUITE 1005 OAKLAND, CA 94612	N/A	PC	EARLY EDUCATION - POLICY PLUS	465,000.
EDUCATION DEVELOPMENT CENTER INC. 43 FOUNDRY AVE WALTHAM, MA 02453-8313	N/A	PC	EARLY EDUCATION - EARLY MATH	1,245,592.
<b>Total from continuation sheets</b>				

**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
EDUCATIONAL COMMISSION OF THE STATES 700 N BROADWAY STE 810 DENVER, CO 80203-3442	N/A	PC	EARLY EDUCATION - POLICY PLUS	102,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS IN CALIFORNIA 1970 BROADWAY, SUITE 1125 OAKLAND, CA 94612-2234	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	42,500.
ENVIRONMENTAL DEFENSE FUND, INC. 123 MISSION STREET SAN FRANCISCO, CA 94105	N/A	PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	3,750,000.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 475 RIVERSIDE DR. RM. 900 NEW YORK, NY 10115-0066	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	14,000.
ENVIRONMENTAL VOLUNTEERS INC. 2560 EMBARCADERO WAY PALO ALTO, CA 94303-3319	N/A	PC	COMMUNITY - LOCAL	10,000.
EQUAL JUSTICE INITIATIVE 122 COMMERCE ST. MONTGOMERY, AL 36104-2538	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	100,000.
ESSIE JUSTICE GROUP 300 FRANK H. OGAWA PLAZA SUITE 420 OAKLAND, CA 94612-0000	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	30,000.
FAMILIES IN SCHOOLS 1545 WILSHIRE BLVD., SUITE 700 LOS ANGELES, CA 90017-4508	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	75,000.
FOOTHILL - DE ANZA COMMUNITY COLLEGES FOUNDATION 12345 EL MONTE ROAD LOS ALTOS, CA 94022	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	540,000.
FRAMEWORKS INSTITUTE 1333 H STREET NW SUITE 700 WEST WASHINGTON, DC 20005-4754	N/A	PC	EARLY EDUCATION - POLICY PLUS, FAMILY ENGAGEMENT	230,000.
<b>Total from continuation sheets</b>				

**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
FRESH LIFELINES FOR YOUTH, INC. 568 VALLEY WAY MILPITAS, CA 95035-4106	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	20,000.
FUND FOR GLOBAL HUMAN RIGHTS 1301 CONNECTICUT AVENUE NW, SUITE 400 WASHINGTON, DC 20036	N/A	PC	HUMAN RIGHTS - GENERAL	35,000.
GEOHAZARDS INTERNATIONAL 687 BAY ROAD MENLO PARK, CA 94025	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	25,000.
GEORGETOWN UNIVERSITY 37TH AND O STREETS NW WASHINGTON, DC 20057-0001	N/A	PC	EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS, POLICY PLUS	541,255.
GILROY UNIFIED SCHOOL DISTRICT 7810 ARROYO CIRCLE GILROY, CA 95020-7313	N/A	PC	EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS	25,000.
GRANTMAKERS CONCERNED WITH IMMIGRANTS AND REFUGEES P.O. BOX 1100 SEBASTOPOL, CA 95473-1100	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	4,000.
GRANTMAKERS FOR EDUCATION 851 SW 6TH AVENUE, SUITE 350 PORTLAND, OR 97204	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	5,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET NW, SUITE 404 WASHINGTON, DC 20036-4406	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	16,000.
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC. 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	N/A	PC	EARLY EDUCATION - POLICY PLUS	110,000.
GREEN TECHNOLOGY LEADERSHIP GROUP 426 17TH STREET, SUITE 700 OAKLAND, CA 94612	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	150,000.
<b>Total from continuation sheets</b> .....				

**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
HISTORICAL SOCIETY OF CENTRAL FLORIDA, INC 65 E CENTRAL BOULEVARD ORLANDO, FL 32801-2401	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	5,000.
HUMAN RIGHTS FIRST 75 BROAD STREET, 31ST FLOOR NEW YORK, NY 10004-2471	N/A	PC	HUMAN RIGHTS - GENERAL	35,000.
HUMAN RIGHTS WATCH INC. 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	150,000.
INSTITUTE FOR LOCAL GOVERNMENT 1400 K STREET SUITE 205 SACRAMENTO, CA 95814-3916	N/A	PC	HUMAN RIGHTS - UNDOCUMENTED COMMUNITIES	60,000.
INTERNATIONAL RESCUE COMMITTEE 122 E 42ND STREET NEW YORK, NY 10168	N/A	PC	COMMUNITY - LOCAL	25,000.
INTERSECTION FOR THE ARTS 901 MISSION ST. SUITE 306 SAN FRANCISCO, CA 94103-3052	N/A	PC	COMMUNITY - LOCAL	15,000.
JAMES BELL ASSOCIATES 3033 WILSON BLVD., SUITE 650 ARLINGTON, VA 22201	N/A	NC	EARLY EDUCATION - FAMILY ENGAGEMENT	1,011,316.
JOBTRAIN INC. 1200 O'BRIEN DRIVE MENLO PARK, CA 94025-1413	N/A	PC	COMMUNITY - LOCAL	10,000.
JOHNSON GROUP CONSULTING, INC. 175 RED PINE ROAD HINESBURG, VT 05461	N/A	NC	EARLY EDUCATION - FAMILY ENGAGEMENT	10,318.
KQED INC. 2601 MARIPOSA STREET SAN FRANCISCO, CA 94110-1426	N/A	PC	COMMUNITY - LOCAL	35,000.
<b>Total from continuation sheets</b> .....				

**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
LAWYERS COMMITTEE FOR CIVIL RIGHTS OF THE SAN FRANCISCO BAY AREA 131 STEUART STREET SUITE 400 SAN FRANCISCO, CA 94105-1243	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	25,000.
LEARNING POLICY INSTITUTE 1530 PAGE MILL RD STE 200 PALO ALTO, CA 94304-1140	N/A	PC	EARLY EDUCATION - POLICY PLUS	300,000.
LEGAL AID SOCIETY OF SAN MATEO COUNTY 330 TWIN DOLPHIN DRIVE, SUITE 123 REDWOOD CITY, CA 94065-1455	N/A	PC	HUMAN RIGHTS - UNDOCUMENTED COMMUNITIES	52,000.
LOS ALTOS COMMUNITY FOUNDATION 183 HILLVIEW AVENUE LOS ALTOS, CA 94022-3742	N/A	PC	COMMUNITY - LOCAL	40,000.
LUCILE PACKARD FOUNDATION FOR CHILDREN'S HEALTH 400 HAMILTON AVENUE, SUITE 340 PALO ALTO, CA 94301-1805	N/A	PC	COMMUNITY - LOCAL	15,000.
MARINE SCIENCE INSTITUTE 500 DISCOVERY PARKWAY REDWOOD CITY, CA 94063-4746	N/A	PC	COMMUNITY - LOCAL	10,000.
MARSHALL PROJECT INC. 156 W 56TH ST. SUITE 701 NEW YORK, NY 10019-3877	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	50,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	N/A	PC	SCIENCE - FUNDAMENTAL PHYSICS	149,462.
MATHEMATICA POLICY RESEARCH, INC. P.O. BOX 2393 PRINCETON, NJ 08543	N/A	NC	EARLY EDUCATION - FAMILY ENGAGEMENT	173,644.
MIGRATION POLICY INSTITUTE 1400 16TH ST NW STE 300 WASHINGTON, DC 20036-2203	N/A	PC	EARLY EDUCATION - DUAL LANGUAGE LEARNERS	150,000.
<b>Total from continuation sheets</b>				

**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
MK LEVEL PLAYING FIELD INSTITUTE 2148 BROADWAY OAKLAND, CA 94612	N/A	PC	COMMUNITY - LOCAL	10,000.
MOMSRISING EDUCATION FUND 12011 BEL-RED ROAD SUITE 100B BELLEVUE, WA 98005-2471	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	200,000.
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET, NW WASHINGTON, DC 20001	N/A	PC	EARLY EDUCATION - POLICY PLUS, SCIENCE - COMMUNICATIONS & LINKAGES	298,550.
NATIONAL ASSOCIATION FOR FAMILY SCHOOL AND COMMUNITY ENGAGEMENT 601 KING STREET, SUITE 401 ALEXANDRIA, VA 22314	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	250,000.
NATIONAL CENTER FOR FAMILY PHILANTHROPY INC 1667 K STREET NW, SUITE 550 WASHINGTON, DC 20006-1652	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	2,400.
NATIONAL CONFERENCE OF STATE LEGISLATURES 7700 E. FIRST PLACE DENVER, CO 80230	N/A	PC	EARLY EDUCATION - POLICY PLUS	199,736.
NATIONAL GOVERNORS ASSOCIATION CENTER FOR BEST PRACTICES 444 NORTH CAPITOL STREET, SUITE 267 WASHINGTON, DC 20001	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	125,000.
NATIONAL IMMIGRATION LAW CENTER 3435 WILSHIRE BLVD. STE. 1600 LOS ANGELES, CA 90010-1938	N/A	PC	HUMAN RIGHTS - UNDOCUMENTED COMMUNITIES	100,000.
NATIONAL JOURNAL GROUP, INC. 600 NEW HAMPSHIRE AVE, NW WASHINGTON, DC 20037	N/A	NC	EARLY EDUCATION - POLICY PLUS	110,000.
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE NW, SUITE 800 WASHINGTON, DC 20036-1209	N/A	PC	EARLY EDUCATION - POLICY PLUS	200,000.
<b>Total from continuation sheets</b>				

**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	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - NATIONAL	500,000.
NEO PHILANTHROPY INC. 45 W 36TH STREET, 6TH FLOOR NEW YORK, NY 10018-7635	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	20,000.
NEW AMERICA FOUNDATION 740 15TH STREET, NW, SUITE 900 WASHINGTON, DC 20005	N/A	PC	EARLY EDUCATION - POLICY PLUS	275,000.
NEW PROFIT INC 200 CLARENDON STREET 9TH FLOOR BOSTON, MA 02116-5021	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	250,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036-2605	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES, EARLY EDUCATION - FAMILY ENGAGEMENT, EVIDENCE ADVOCACY & INVESTMENT,	960,000.
NEW YORK HALL OF SCIENCE 4701 111TH STREET QUEENS, NY 11368-2950	N/A	PC	EARLY EDUCATION - POLICY PLUS	100,000.
NORTHERN CALIFORNIA GRANTMAKERS 160 SPEAR STREET, SUITE 360 SAN FRANCISCO, CA 94105-1543	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	16,750.
OAK GROVE SCHOOL DISTRICT 6578 SANTA TERESA BLVD. SAN JOSE, CA 95119-1204	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	200,000.
OPPORTUNITY FUND NORTHERN CALIFORNIA 111 WEST ST. JOHN STREET, SUITE 800 SAN JOSE, CA 95113-1121	N/A	PC	COMMUNITY - LOCAL	50,000.
OUNCE OF PREVENTION FUND 33 WEST MONROE STREET, SUITE 2400 CHICAGO, IL 60603-5400	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT, EVIDENCE ADVOCACY & INVESTMENT	425,000.
<b>Total from continuation sheets</b>				



**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
PARENTS AS TEACHERS NATIONAL CENTER, INC. 2228 BALL DRIVE SAINT LOUIS, MO 96346	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	187,144.
PARTNERSHIP FOR CHILDREN AND YOUTH 1330 BROADWAY, SUITE 601 OAKLAND, CA 94612-2505	N/A	PC	EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS	200,000.
PEAK GRANTMAKING 1666 K STREET NW, SUITE 440 WASHINGTON, DC 20006-1242	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	6,900.
PEER HEALTH EXCHANGE INC 70 GOLD STREET SAN FRANCISCO, CA 94133-5103	N/A	PC	COMMUNITY - LOCAL	20,000.
PENINSULA OPEN SPACE TRUST 222 HIGH STREET PALO ALTO, CA 94301-1040	N/A	PC	COMMUNITY - LOCAL	10,000.
PHILANTHROPIC VENTURES FOUNDATION 1222 PRESERVATION PARK WAY OAKLAND, CA 94612	N/A	PC	EARLY EDUCATION - EARLY MATH	55,000.
PLANNED PARENTHOOD MAR MONTE, INC. 1605 THE ALAMEDA SAN JOSE, CA 95126	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	2,000.
PRESIDENT AND FELLOWS OF HARVARD COLLEGE 1033 MASSACHUSETTS AVENUE, 5TH FLOOR CAMBRIDGE, MA 02138	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT, HUMAN RIGHTS - UNDOCUMENTED COMMUNITIES	675,356.
PROTEUS FUND INC. 15 RESEARCH DRIVE, SUITE B AMHERST, MA 01002-2776	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	1,500.
PUBLIC POLICY INSTITUTE OF CALIFORNIA 500 WASHINGTON STREET, SUITE 600 SAN FRANCISCO, CA 94111-2932	N/A	PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	15,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PUENTE DE LA COSTA SUR P.O. BOX 554 PESCADERO, CA 94060-0554	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	280,246.
REACH OUT AND READ INC 89 SOUTH STREET BOSTON, MA 02111	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT, EARLY MATH	164,737.
RECTOR & VISITORS OF THE UNIVERSITY OF VIRGINIA 914 EMMET ST. N CHARLOTTESVILLE, VA 22903-4829	N/A	PC	EARLY EDUCATION - EARLY MATH	364,597.
REDWOOD CITY ELEMENTARY SCHOOL DISTRICT 750 BRADFORD STREET REDWOOD CITY, CA 94063-1727	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	199,500.
REFUGEE TRANSITIONS 870 MARKET STREET, SUITE 718 SAN FRANCISCO, CA 94102-2902	N/A	PC	COMMUNITY - LOCAL	10,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY SPONSORED PROJECTS OFFICE, 2150 SHATTUCK AVENUE, SUITE 300 BERKELEY, CA 94704	N/A	PC	EARLY EDUCATION - POLICY PLUS, SCIENCE - CLIMATE CHANGE SCIENCE, ASTRONOMY & COSMOLOGY, OTHER	3,093,818.
REGENTS OF THE UNIVERSITY OF CALIFORNIA AT RIVERSIDE 200 UNIVERSITY OFFICE BUILDING RIVERSIDE, CA 92521-0217	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE	264,114.
REGENTS OF THE UNIVERSITY OF CALIFORNIA SANTA CRUZ 1156 HIGH STREET SANTA CRUZ, CA 95064-1077	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE, COMMUNICATIONS & LINKAGES	455,552.
REGENTS OF THE UNIVERSITY OF COLORADO 3100 MARINE STREET, ROOM 479 BOULDER, CO 80303-1058	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	200,000.
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, ROOM 1062 ANN ARBOR, MI 48109-1274	N/A	PC	EARLY EDUCATION - EARLY MATH, SCIENCE - CLIMATE CHANGE SCIENCE	708,788.
<b>Total from continuation sheets</b> .....				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003	N/A	PC	EARLY EDUCATION - EARLY MATH	1,500,000.
RUTGERS, THE STATE UNIVERSITY OF NEW JERSEY 3 RUTGERS PLAZA, ASB III NEW BRUNSWICK, NJ 08901	N/A	PC	EARLY EDUCATION - POLICY PLUS	366,463.
SAN DIEGO GRANTMAKERS 5060 SHOREHAM PLACE SUITE 350 SAN DIEGO, CA 92122-5977	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	525.
SAN FRANCISCO BALLET ASSOCIATION 455 FRANKLIN STREET SAN FRANCISCO, CA 94102-4438	N/A	PC	COMMUNITY - LOCAL	10,000.
SAN FRANCISCO JAZZ ORGANIZATION 201 FRANKLIN STREET SAN FRANCISCO, CA 94102-5108	N/A	PC	COMMUNITY - LOCAL	10,000.
SAN FRANCISCO MUSEUM OF MODERN ART 151 3RD STREET SAN FRANCISCO, CA 94103-3107	N/A	PC	COMMUNITY - LOCAL	10,000.
SAN FRANCISCO OPERA ASSOCIATION 301 VAN NESS AVENUE SAN FRANCISCO, CA 94102-0000	N/A	PC	COMMUNITY - LOCAL	10,000.
SAN FRANCISCO SYMPHONY DAVIES SYMPHONY HALL, 201 VAN NESS AVENUE SAN FRANCISCO, CA 94102	N/A	PC	COMMUNITY - LOCAL	50,000.
SAN JOSE CHILDREN'S DISCOVERY MUSEUM 180 WOZ WAY SAN JOSE, CA 95110-2722	N/A	PC	COMMUNITY - LOCAL	10,000.
SAN JOSE CHILDREN'S MUSICAL THEATER 1401 PARKMOOR AVENUE, SUITE 100 SAN JOSE, CA 95126-3450	N/A	PC	COMMUNITY - LOCAL	10,000.
<b>Total from continuation sheets</b> .....				

**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 GRAIL FAMILY SERVICES 2003 E. SAN ANTONIO STREET SAN JOSE, CA 95116-3048	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	199,995.
SAN JOSE JAZZ 38 WEST SANTA CLARA STREET SAN JOSE, CA 95113	N/A	PC	COMMUNITY - LOCAL	10,000.
SAN MATEO COUNTY OFFICE OF EDUCATION 101 TWIN DOLPHIN DRIVE REDWOOD CITY, CA 94065	N/A	PC	EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS	284,300.
SANTA CLARA COUNTY OFFICE OF EDUCATION 1290 RIDDER PARK DRIVE, MC 221 SAN JOSE, CA 95131	N/A	PC	EARLY EDUCATION - EARLY MATH	88,965.
SAVE THE CHILDREN FEDERATION INC. 2000 L STREET NW, SUITE 500 WASHINGTON, DC 20036	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	560,569.
SAVE THE REDWOODS LEAGUE 111 SUTTER STREET, 11TH FLOOR SAN FRANCISCO, CA 94104	N/A	PC	COMMUNITY - LOCAL	10,000.
SCIENCE FRIDAY INITIATIVE, INC. 19 WEST 44TH STREET, SUITE 412 NEW YORK, NY 10036-5900	N/A	PC	SCIENCE - COMMUNICATIONS & LINKAGES	200,000.
SCIENCE IS ELEMENTARY, INC. 650 ROSEWOOD COURT LOS ALTOS, CA 94024	N/A	PC	COMMUNITY - LOCAL	10,000.
SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES 750 CURTNER AVE. SAN JOSE, CA 95125-2113	N/A	PC	COMMUNITY - LOCAL	25,000.
SEMPERVIRENS FUND 419 SOUTH SAN ANTONIO ROAD, SUITE 211 LOS ALTOS, CA 94022-3640	N/A	PC	COMMUNITY - LOCAL	10,000.
<b>Total from continuation sheets</b>				

**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
SESAME WORKSHOP 1900 BROADWAY NEW YORK, NY 10023	N/A	PC	EARLY EDUCATION - EARLY MATH	450,000.
SF SB LEGACY INC. 825 BATTERY STREET, 3RD FLOOR SAN FRANCISCO, CA 94111-1528	N/A	PC	EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS	75,000.
SILICON VALLEY COMMUNITY FOUNDATION 2440 WEST EL CAMINO REAL, SUITE 300 MOUNTAIN VIEW, CA 94040	N/A	PC	COMMUNITY - LOCAL, EARLY EDUCATION - EARLY EDUCATIONAL TRANSITIONS	205,000.
SILICON VALLEY DE-BUG 701 LENZEN AVENUE SAN JOSE, CA 95126-2734	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	75,000.
SOCIETY FOR RESEARCH IN CHILD DEVELOPMENT 2950 SOUTH STATE STREET, SUITE 401 ANN ARBOR, MI 48104-6773	N/A	PC	EARLY EDUCATION - POLICY PLUS	349,849.
SOMOS MAYFAIR INC. 370B S. KING ROAD SAN JOSE, CA 95116	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	150,000.
SOUTH CENTRAL PARTNERSHIP FOR ENERGY EFFICIENCY AS A RESOURCE 3103 BEE CAVES ROAD, SUITE 135 AUSTIN, TX 78746	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	165,000.
SOUTHERN CALIFORNIA GRANTMAKERS 1000 N ALAMEDA STREET, SUITE 230 LOS ANGELES, CA 90012-1804	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	16,900.
SOUTHERN POVERTY LAW CENTER INC 400 WASHINGTON AVE MONTGOMERY, AL 36104-4344	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	20,000.
SOUTHWEST ENERGY EFFICIENCY PROJECT LLC 2334 BROADWAY SUITE A BOULDER, CO 80304	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	200,000.
<b>Total from continuation sheets</b> .....				

**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
SPARK 101A CLAY ST 188 SAN FRANCISCO, CA 94111-2033	N/A	PC	HUMAN RIGHTS - GENERAL	15,000.
TAHIRIH JUSTICE CENTER 6402 ARLINGTON BOULEVARD, SUITE 300 FALLS CHURCH, VA 22042-2333	N/A	PC	HUMAN RIGHTS - GENERAL	218,000.
TEACHERS COLLEGE COLUMBIA UNIVERSITY 525 W 120TH STREET NEW YORK, NY 10027	N/A	PC	EARLY EDUCATION - POLICY PLUS	375,000.
TECHNICAL EDUCATION RESEARCH CENTERS INC 2067 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02140-1340	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	156,731.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES, EARLY EDUCATION - EARLY MATH, FAMILY ENGAGEMENT, SCIENCE -	4,415,014.
THE EXPLORATORIUM PIER 17, SUITE 100 SAN FRANCISCO, CA 94111-0000	N/A	PC	COMMUNITY - LOCAL	10,000.
THE FRED ROGERS COMPANY 4802 FIFTH AVENUE PITTSBURG, PA 15213	N/A	PC	EARLY EDUCATION - EARLY MATH	250,000.
THE INSTITUTE FOR EDUCATIONAL LEADERSHIP INC 4301 CONNECTICUT AVENUE NW, SUITE 100 WASHINGTON, DC 20008-2304	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	150,000.
THE JOAN GANZ COONEY CENTER FOR EDUCATIONAL MEDIA AND RESEARCH, INC. ONE LINCOLN PLAZA NEW YORK, NY 10023-7129	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	100,000.
THE OPPORTUNITY INSTITUTE 2001 CENTER STREET, SUITE 500 BERKELEY, CA 94704-1242	N/A	PC	EARLY EDUCATION - POLICY PLUS, HUMAN RIGHTS - JUSTICE REFORM	1,200,000.
<b>Total from continuation sheets</b> .....				

**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 PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BUILDING UNIVERSITY PARK, PA 16802	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE	181,202.
THE SCHOOL FUND 455 COLERIDGE AVENUE PALO ALTO, CA 94301	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	15,000.
THE TEACHING DOCTORS 22 PEARCE MITCHEL PL STANFORD, CA 94305	N/A	NC	EARLY EDUCATION - EARLY MATH	80,000.
THE TECH MUSEUM OF INNOVATION 201 SOUTH MARKET STREET SAN JOSE, CA 95113-2008	N/A	PC	COMMUNITY - LOCAL	10,000.
THE TRUST FOR HIDDEN VILLA 26870 MOODY ROAD LOS ALTOS HILLS, CA 94022-4209	N/A	PC	COMMUNITY - LOCAL	5,000.
THE UCLA FOUNDATION 10920 WILSHIRE BOULEVARD LOS ANGELES, CA 90024-6502	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	54,600.
THEATREWORKS SILICON VALLEY P.O. BOX 50458 PALO ALTO, CA 94303	N/A	PC	COMMUNITY - LOCAL	10,000.
THIRD SECTOR NEW ENGLAND INC. 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111-2679	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	30,000.
TIDES CENTER P.O. BOX 29907 SAN FRANCISCO, CA 94129	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES, EARLY EDUCATION - FAMILY ENGAGEMENT, HUMAN RIGHTS - JUSTICE	457,500.
TIDES FOUNDATION P.O. BOX 29903 SAN FRANCISCO, CA 94129-0903	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES, HUMAN RIGHTS - GENERAL	75,000.
<b>Total from continuation sheets</b>				

**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
TRUST FOR PUBLIC LAND 101 MONTGOMERY STREET, SUITE 900 SAN FRANCISCO, CA 94104-4148	N/A	PC	COMMUNITY - LOCAL	10,000.
TRUSTEES OF BOSTON COLLEGE 140 COMMONWEALTH AVENUE CHESTNUT HILL, MA 02467-0000	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	44,297.
TRUSTEES OF BOSTON UNIVERSITY 25 BUICK ST BOSTON, MA 02215-1301	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	116,635.
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK 615 WEST 131ST STREET, SIXTH FLOOR NEW YORK, NY 10027	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	560,823.
TRUSTEES OF PURDUE UNIVERSITY 403 WEST WOOD ST W LAFAYETTE, IN 47907	N/A	PC	EARLY EDUCATION - EARLY MATH	180,000.
UNIVERSITY OF CALIFORNIA BERKELEY FOUNDATION 2080 ADDISON STREET #4200 BERKELEY, CA 94720	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES, SCIENCE - OTHER	555,239.
UNIVERSITY OF CHICAGO 6054 S DREXEL AVENUE CHICAGO, IL 60637-2612	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT, EARLY MATH, SCIENCE - ASTRONOMY & COSMOLOGY	752,717.
UNIVERSITY OF FLORIDA BOARD OF TRUSTEES 219 GRINTER HALL GAINESVILLE, FL 32611	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	329,501.
UNIVERSITY OF HAWAII 2440 CAMPUS ROAD, BOX 368 HONOLULU, HI 96822-2234	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE	116,692.
UNIVERSITY OF KANSAS CENTER FOR RESEARCH, INC. 2385 IRVING HILL ROAD LAWRENCE, KS 66045-7568	N/A	PC	EARLY EDUCATION - DUAL LANGUAGE LEARNERS	199,731.
<b>Total from continuation sheets</b> .....				



**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
UNIVERSITY OF TEXAS AT ARLINGTON 701 SOUTH NEDDERMAN DRIVE, BOX 19145 ARLINGTON, TX 76019-0145	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE	89,230.
UNIVERSITY OF TEXAS SOUTHWESTERN MEDICAL CENTER 5323 HARRY HINES BOULEVARD DALLAS, TX 75390	N/A	PC	SCIENCE - OTHER	240,000.
UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVENUE NE, BOX 359472 SEATTLE, WA 98195-9472	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY, CLIMATE CHANGE SCIENCE	327,668.
URBAN INSTITUTE 2100 M STREET NW WASHINGTON, DC 20037-1207	N/A	PC	EARLY EDUCATION - POLICY PLUS	300,000.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37235-6310	N/A	PC	EARLY EDUCATION - EARLY MATH	394,897.
VERA INSTITUTE OF JUSTICE INC. 233 BROADWAY, 12TH FLOOR NEW YORK, NY 10279-0001	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	50,000.
WESTED 730 HARRISON STREET SAN FRANCISCO, CA 94107	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	24,986.
WITNESS INC. 80 HANSON PLACE, 5TH FLOOR BROOKLYN, NY 11217-2998	N/A	PC	HUMAN RIGHTS - GENERAL	40,000.
YALE UNIVERSITY P.O. BOX 208327 NEW HAVEN, CT 06520-8327	N/A	PC	SCIENCE - COMMUNICATIONS & LINKAGES, FUNDAMENTAL PHYSICS, ASTRONOMY & COSMOLOGY	2,510,400.
YMCA OF SILICON VALLEY 80 SARATOGA AVE SANTA CLARA, CA 95051-7303	N/A	PC	EARLY EDUCATION - EARLY MATH, EARLY EDUCATIONAL TRANSITIONS, FAMILY ENGAGEMENT	204,555.
<b>Total from continuation sheets</b>				

**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
ARIZONA BOARD OF REGENTS, UNIVERSITY OF ARIZONA 2020 N CENTRAL AVE PHOENIX, AZ 85004	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT, SCIENCE - CLIMATE CHANGE SCIENCE	637,212.
CALIFORNIA ASSOCIATION FOR RESEARCH IN ASTRONOMY 65-1120 MAMALAHOA HIGHWAY KAMUELA, HI 96743-8431	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	400,000.
CALIFORNIA INSTITUTE OF TECHNOLOGY 1200 EAST CALIFORNIA BOULEVARD PASADENA, CA 91125	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	363,586.
CALIFORNIA SCIENCE CENTER FOUNDATION 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037-1254	N/A	PC	SCIENCE - COMMUNICATIONS & LINKAGES	82,500.
CENTER FOR LAW AND SOCIAL POLICY 1200 18TH STREET NW, SUITE 200 WASHINGTON, DC 20036	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	300,000.
CHILDREN NOW 1404 FRANKLIN STREET, SUITE 700 OAKLAND, CA 94612	N/A	PC	EARLY EDUCATION - EVIDENCE ADVOCACY & INVESTMENT	200,000.
CLIMATE POLICY INITIATIVE, INC. 235 MONTGOMERY STREET, 13TH FLOOR SAN FRANCISCO, CA 94104-3006	N/A	POF	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	70,000.
COMMUNITY INITIATIVES 354 PINE STREET, SUITE 700 SAN FRANCISCO, CA 94104	N/A	PC	HUMAN RIGHTS - UNDOCUMENTED COMMUNITIES, EDUCATION - POLICY PLUS	925,000.
CONSULTATIVE GROUP ON BIOLOGICAL DIVERSITY PO BOX 29361 SAN FRANCISCO, CA 94129-0361	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES	5,000.
COUNCIL FOR A STRONG AMERICA 1212 NEW YORK AVE. NW, SUITE 300 WASHINGTON, DC 20005-0000	N/A	PC	EARLY EDUCATION - EARLY MATH	150,000.
<b>Total from continuation sheets</b>				<b>23,670,471.</b>

**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
EDUCATION DEVELOPMENT CENTER INC. 43 FOUNDRY AVE WALTHAM, MA 02453-8313	N/A	PC	EARLY EDUCATION - EARLY MATH	200,000.
ENVIRONMENTAL DEFENSE FUND, INC. 123 MISSION STREET SAN FRANCISCO, CA 94105	N/A	PC	CLIMATE & CLEAN ENERGY - INTELLECTUAL FOUNDATION	1,250,000.
FOOTHILL - DE ANZA COMMUNITY COLLEGES FOUNDATION 12345 EL MONTE ROAD LOS ALTOS, CA 94022	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	275,000.
FRAMEWORKS INSTITUTE 1333 H STREET NW SUITE 700 WEST WASHINGTON, DC 20005-4754	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	95,000.
FUND FOR GLOBAL HUMAN RIGHTS 1301 CONNECTICUT AVENUE NW, SUITE 400 WASHINGTON, DC 20036	N/A	PC	HUMAN RIGHTS - GENERAL	40,000.
GREAT PLAINS INSTITUTE FOR SUSTAINABLE DEVELOPMENT INC. 2801 21ST AVENUE SOUTH MINNEAPOLIS, MN 55407	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	300,000.
GREATER WASHINGTON EDUCATIONAL TELECOMMUNICATIONS ASSOCIATION, INC. 3939 CAMPBELL AVENUE ARLINGTON, VA 22206	N/A	PC	EARLY EDUCATION - EVIDENCE ADVOCACY & INVESTMENT	150,000.
GROUNDSWELL FUND 436 14TH ST. SUITE 1312 OAKLAND, CA 94612-2709	N/A	PC	HUMAN RIGHTS - GENERAL	40,000.
HUMAN RIGHTS FIRST 75 BROAD STREET, 31ST FLOOR NEW YORK, NY 10004-2471	N/A	PC	HUMAN RIGHTS - GENERAL	40,000.
HUMAN RIGHTS WATCH INC. 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	25,000.
<b>Total from continuation sheets</b> .....				

**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
JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD STREET, SUITE C020 BALTIMORE, MD 21218-3637	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	1,000,000.
JUSTLEADERSHIPUSA INC. 1900 LEXINGTON AVENUE NEW YORK, NY 10035	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	25,000.
LEARNING POLICY INSTITUTE 1530 PAGE MILL RD STE 200 PALO ALTO, CA 94304-1140	N/A	PC	EARLY EDUCATION - POLICY PLUS	300,201.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	275,993.
MIGRATION POLICY INSTITUTE 1400 16TH ST NW STE 300 WASHINGTON, DC 20036-2203	N/A	PC	EARLY EDUCATION - DUAL LANGUAGE LEARNERS	150,000.
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET, NW WASHINGTON, DC 20001	N/A	PC	EARLY EDUCATION - EVIDENCE ADVOCACY & INVESTMENT	150,000.
NATIONAL GOVERNORS ASSOCIATION CENTER FOR BEST PRACTICES 444 NORTH CAPITOL STREET, SUITE 267 WASHINGTON, DC 20001	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	125,000.
NEW PROFIT INC 200 CLARENDON STREET 9TH FLOOR BOSTON, MA 02116-5021	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	250,000.
NEW VENTURE FUND 1201 CONNECTICUT AVENUE NW, SUITE 300 WASHINGTON, DC 20036-2605	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES, SCIENCE - COMMUNICATIONS & LINKAGES	200,000.
PARENTS AS TEACHERS NATIONAL CENTER, INC. 2228 BALL DRIVE SAINT LOUIS, MO 96346	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	181,048.
<b>Total from continuation sheets</b>				

**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 AT BERKELEY SPONSORED PROJECTS OFFICE, 2150 SHATTUCK AVENUE, SUITE 300 BERKELEY, CA 94704	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES, EARLY EDUCATION - EVIDENCE ADVOCACY & INVESTMENT, SCIENCE - ASTRONOMY &	3,100,553.
REGENTS OF THE UNIVERSITY OF CALIFORNIA SANTA CRUZ 1156 HIGH STREET SANTA CRUZ, CA 95064-1077	N/A	PC	SCIENCE - COMMUNICATIONS & LINKAGES	72,373.
REGENTS OF THE UNIVERSITY OF CALIFORNIA, DAVIS ONE SHIELD AVENUE DAVIS, CA 95616	N/A	PC	COMMUNITY - SPECIAL OPPORTUNITIES, EARLY EDUCATION - DUAL LANGUAGE LEARNERS	299,949.
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, ROOM 1062 ANN ARBOR, MI 48109-1274	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE	661,768.
ROBIN HOOD FOUNDATION 826 BROADWAY, 9TH FLOOR NEW YORK, NY 10003	N/A	PC	EARLY EDUCATION - EARLY MATH, FAMILY ENGAGEMENT	2,683,333.
SAN MATEO COUNTY OFFICE OF EDUCATION 101 TWIN DOLPHIN DRIVE REDWOOD CITY, CA 94065	N/A	PC	EARLY EDUCATION - EARLY MATH	100,000.
SAVE THE CHILDREN FEDERATION INC. 2000 L STREET NW, SUITE 500 WASHINGTON, DC 20036	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	280,000.
SOCIETY FOR RESEARCH IN CHILD DEVELOPMENT 2950 SOUTH STATE STREET, SUITE 401 ANN ARBOR, MI 48104-6773	N/A	PC	EARLY EDUCATION - POLICY PLUS	349,848.
SOUTH CENTRAL PARTNERSHIP FOR ENERGY EFFICIENCY AS A RESOURCE 3103 BEE CAVES ROAD, SUITE 135 AUSTIN, TX 78746	N/A	PC	CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL	115,000.
TAHIRIH JUSTICE CENTER 6402 ARLINGTON BOULEVARD, SUITE 300 FALLS CHURCH, VA 22042-2333	N/A	PC	HUMAN RIGHTS - GENERAL	75,334.
<b>Total from continuation sheets</b>				

**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
TECHNICAL EDUCATION RESEARCH CENTERS INC 2067 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02140-1340	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	156,732.
THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	N/A	PC	EARLY EDUCATION - EARLY MATH, SCIENCE - CLIMATE CHANGE SCIENCE	2,594,802.
THE FRED ROGERS COMPANY 4802 FIFTH AVENUE PITTSBURG, PA 15213	N/A	PC	EARLY EDUCATION - EARLY MATH	250,000.
THE JOAN GANZ COONEY CENTER FOR EDUCATIONAL MEDIA AND RESEARCH, INC. ONE LINCOLN PLAZA NEW YORK, NY 10023-7129	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	452,138.
THE OPPORTUNITY INSTITUTE 2001 CENTER STREET, SUITE 500 BERKELEY, CA 94704-1242	N/A	PC	HUMAN RIGHTS - JUSTICE REFORM	300,000.
THE PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BUILDING UNIVERSITY PARK, PA 16802	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE	237,148.
THE TEACHING DOCTORS 22 PEARCE MITCHEL PL STANFORD, CA 94305	N/A	NC	EARLY EDUCATION - EARLY MATH	77,180.
THE UCLA FOUNDATION 10920 WILSHIRE BOULEVARD LOS ANGELES, CA 90024-6502	N/A	PC	SCIENCE - ASTRONOMY & COSMOLOGY	115,800.
TRUSTEES OF COLUMBIA UNIVERSITY IN THE CITY OF NEW YORK 615 WEST 131ST STREET, SIXTH FLOOR NEW YORK, NY 10027	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	31,566.
TRUSTEES OF PURDUE UNIVERSITY 403 WEST WOOD ST W LAFAYETTE, IN 47907	N/A	PC	EARLY EDUCATION - EARLY MATH	678,049.
<b>Total from continuation sheets</b>				

**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
TRUSTEES OF TUFTS COLLEGE 62R TALBOT AVENUE MEDFORD, MA 02155-5813	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	246,710.
UNIVERSITY OF CHICAGO 6054 S DREXEL AVENUE CHICAGO, IL 60637-2612	N/A	PC	EARLY EDUCATION - FAMILY ENGAGEMENT	216,303.
UNIVERSITY OF HAWAII 2440 CAMPUS ROAD, BOX 368 HONOLULU, HI 96822-2234	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE	235,215.
UNIVERSITY OF TEXAS AT ARLINGTON 701 SOUTH NEDDERMAN DRIVE, BOX 19145 ARLINGTON, TX 76019-0145	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE	217,555.
UNIVERSITY OF WASHINGTON 4333 BROOKLYN AVENUE NE, BOX 359472 SEATTLE, WA 98195-9472	N/A	PC	SCIENCE - CLIMATE CHANGE SCIENCE	504,038.
VANDERBILT UNIVERSITY 2301 VANDERBILT PLACE NASHVILLE, TN 37235-6310	N/A	PC	EARLY EDUCATION - EARLY MATH	200,000.
YALE UNIVERSITY P.O. BOX 208327 NEW HAVEN, CT 06520-8327	N/A	PC	SCIENCE - FUNDAMENTAL PHYSICS, COMMUNICATIONS & LINKAGES, ASTRONOMY & COSMOLOGY	1,113,537.
YMCA OF SILICON VALLEY 80 SARATOGA AVE SANTA CLARA, CA 95051-7303	N/A	PC	EARLY EDUCATION - EARLY MATH	100,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

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

NAME OF RECIPIENT - ADVANCED ENERGY ECONOMY INSTITUTE  
CLIMATE & CLEAN ENERGY - REGULATORY INTERVENTIONS - REGIONAL &  
NATIONAL, INTELLECTUAL FOUNDATION

NAME OF RECIPIENT - NEW VENTURE FUND  
COMMUNITY - SPECIAL OPPORTUNITIES, EARLY EDUCATION - FAMILY ENGAGEMENT,  
EVIDENCE ADVOCACY & INVESTMENT, SCIENCE - COMMUNICATIONS & LINKAGES

NAME OF RECIPIENT - THE BOARD OF TRUSTEES OF THE LELAND STANFORD JUNIOR  
UNIVERSITY  
COMMUNITY - SPECIAL OPPORTUNITIES, EARLY EDUCATION - EARLY MATH, FAMILY  
ENGAGEMENT, SCIENCE - CLIMATE CHANGE SCIENCE, ASTRONOMY & COSMOLOGY

NAME OF RECIPIENT - TIDES CENTER  
COMMUNITY - SPECIAL OPPORTUNITIES, EARLY EDUCATION - FAMILY ENGAGEMENT,  
HUMAN RIGHTS - JUSTICE REFORM



**Part XV** Supplementary Information

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - REGENTS OF THE UNIVERSITY OF CALIFORNIA AT BERKELEY  
COMMUNITY - SPECIAL OPPORTUNITIES, EARLY EDUCATION - EVIDENCE ADVOCACY  
& INVESTMENT, SCIENCE - ASTRONOMY & COSMOLOGY

**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](http://www.irs.gov/form990).

OMB No. 1545-0047

**2016**

Name of the organization

THE HEISING-SIMONS FOUNDATION

Employer identification number

26-0799587

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

**Special Rules**

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2016)

Name of organization  <b>THE HEISING-SIMONS FOUNDATION</b>	Employer identification number  <b>26-0799587</b>
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**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	\$ 35,345,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization  <b>THE HEISING-SIMONS FOUNDATION</b>	Employer identification number  <b>26-0799587</b>
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**Part II Noncash Property** (See instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization  <b>THE HEISING-SIMONS FOUNDATION</b>	Employer identification number  <b>26-0799587</b>
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**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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
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
<b>(e) Transfer of gift</b>			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

# Underpayment of Estimated Tax by Corporations

Department of the Treasury  
Internal Revenue Service

▶ Attach to the corporation's tax return. **FORM 990-PF**

**2016**

▶ Information about Form 2220 and its separate instructions is at [www.irs.gov/form2220](http://www.irs.gov/form2220).

Name **THE HEISING-SIMONS FOUNDATION** Employer identification number **26-0799587**

**Note:** Generally, the corporation isn't required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

<b>Part I Required Annual Payment</b>			
1	Total tax (see instructions) .....	1	1,073,677.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method .....	2b	
2c	Credit for federal tax paid on fuels (see instructions) .....	2c	
2d	<b>Total.</b> Add lines 2a through 2c .....	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation doesn't owe the penalty .....	3	1,073,677.
4	Enter the tax shown on the corporation's 2015 income tax return. See instructions. <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b> .....	4	250,653.
5	<b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 .....	5	250,653.

**Part II Reasons for Filing** - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it doesn't owe a penalty. See instructions.

6	<input type="checkbox"/> The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/> The corporation is using the annualized income installment method.
8	<input type="checkbox"/> The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

**Part III Figuring the Underpayment**

	(a)	(b)	(c)	(d)	
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th ( <b>Form 990-PF filers:</b> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	9	05/15/16	06/15/16	09/15/16	12/15/16
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column. ....	10	62,663.	62,664.	62,663.	62,663.
11 <b>Estimated tax paid or credited for each period.</b> For column (a) only, enter the amount from line 11 on line 15. See instructions .....	11	120,808.		624,000.	248,000.
<b>Complete lines 12 through 18 of one column before going to the next column.</b>					
12 Enter amount, if any, from line 18 of the preceding column .....	12		58,145.		556,818.
13 Add lines 11 and 12 .....	13		58,145.	624,000.	804,818.
14 Add amounts on lines 16 and 17 of the preceding column .....	14			4,519.	
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	15	120,808.	58,145.	619,481.	804,818.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	16		0.	0.	
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 .....	17		4,519.		
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column .....	18	58,145.		556,818.	

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.**  
LHA For Paperwork Reduction Act Notice, see separate instructions. Form 2220 (2016)

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <i>(C Corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.)</i> See instructions .....	<b>19</b>			
<b>20</b> Number of days from due date of installment on line 9 to the date shown on line 19 .....	<b>20</b>			
<b>21</b> Number of days on line 20 after 4/15/2016 and before 7/1/2016 .....	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\% (0.04)}{366}$ .....	<b>22</b>	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2016 and before 10/1/2016 .....	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\% (0.04)}{366}$ .....	<b>24</b>	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2016 and before 1/1/2017 .....	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 4\% (0.04)}{366}$ .....	<b>26</b>	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2016 and before 4/1/2017 .....	<b>27</b>	<b>SEE ATTACHED WORKSHEET</b>		
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 4\% (0.04)}{365}$ .....	<b>28</b>	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2017 and before 7/1/2017 .....	<b>29</b>			
<b>30</b> Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{365}$ .....	<b>30</b>	\$	\$	\$
<b>31</b> Number of days on line 20 after 6/30/2017 and before 10/1/2017 .....	<b>31</b>			
<b>32</b> Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{365}$ .....	<b>32</b>	\$	\$	\$
<b>33</b> Number of days on line 20 after 9/30/2017 and before 1/1/2018 .....	<b>33</b>			
<b>34</b> Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{365}$ .....	<b>34</b>	\$	\$	\$
<b>35</b> Number of days on line 20 after 12/31/2017 and before 3/16/2018 .....	<b>35</b>			
<b>36</b> Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$ .....	<b>36</b>	\$	\$	\$
<b>37</b> Add lines 22, 24, 26, 28, 30, 32, 34, and 36 .....	<b>37</b>	\$	\$	\$
<b>38 Penalty.</b> Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns .....	<b>38</b>			\$ <b>45.</b>

\* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at [www.irs.gov](http://www.irs.gov). You can also call 1-800-829-4933 to get interest rate information.

**FORM 990-PF  
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET**

Name(s) <b>THE HEISING-SIMONS FOUNDATION</b>					Identifying Number <b>26-0799587</b>
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
05/15/16	62,663.	62,663.			
05/15/16	-23,000.	39,663.			
05/15/16	-97,808.	-58,145.			
06/15/16	62,664.	4,519.	91	.000109290	45.
09/14/16	-624,000.	-619,481.			
09/15/16	62,663.	-556,818.			
12/12/16	-248,000.	-804,818.			
12/15/16	62,663.	-742,155.			
12/31/16	0.	-742,155.	135	.000109589	

Penalty Due (Sum of Column F). ..... **45.**

\* Date of estimated tax payment, withholding credit date or installment due date.



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	1,214,669.	1,214,669.	
TOTAL TO PART I, LINE 3	1,214,669.	1,214,669.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PASSTHROUGH INCOME		0.	773,568.
TOTAL TO FORM 990-PF, PART I, LINE 11		0.	773,568.

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	88,914.	0.		91,442.
TO FM 990-PF, PG 1, LN 16A	88,914.	0.		91,442.

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	56,894.	0.		56,722.
TO FORM 990-PF, PG 1, LN 16B	56,894.	0.		56,722.

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	474,468.	0.		440,885.
IT CONSULTANT	51,286.	0.		51,775.
TO FORM 990-PF, PG 1, LN 16C	525,754.	0.		492,660.

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	46,523.	0.		0.
FEDERAL EXCISE TAXES	1,225,200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,271,723.	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	32,398.	0.		50,949.
OFFICE SUPPLIES & EXPENSES	60,505.	0.		62,069.
OFFICE EQUIPMENT	14,317.	0.		14,317.
SOFTWARE	13,335.	0.		8,535.
MEMBERSHIPS	129,303.	0.		129,453.
TEMPORARY PERSONNEL	63,021.	0.		60,563.
PASSTHROUGH EXPENSES	0.	541,496.		0.
TO FORM 990-PF, PG 1, LN 23	312,879.	541,496.		325,886.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS		32,289,958.	32,289,958.
TOTAL TO FORM 990-PF, PART II, LINE 10C		32,289,958.	32,289,958.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MEDALLION CAPITAL INVESTMENTS, LTD.	FMV	199,630,039.	199,630,039.
MADRIGAL FOUNDATION FUNDS, LP	FMV	113,682,616.	113,682,616.
RENAISSANCE INSTITUTIONAL DIVERSIFIED ALPHA FUND LLC	FMV	9,983,490.	9,983,490.
MEDLEY HS F LLC	FMV	4,052,565.	4,052,565.
TOTAL TO FORM 990-PF, PART II, LINE 13		327,348,710.	327,348,710.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	692,794.	188,332.	504,462.
COMPUTER EQUIPMENT	268,021.	112,140.	155,881.
ARTWORK	223,266.	32,487.	190,779.
CONSTRUCTION IN PROCESS	32,285.	0.	32,285.
TENANT IMPROVEMENTS	3,215,845.	475,777.	2,740,068.
TOTAL TO FM 990-PF, PART II, LN 14	4,432,211.	808,736.	3,623,475.

FORM 990-PF	OTHER ASSETS		STATEMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
SECURITY DEPOSIT	80,000.	80,000.	80,000.
FUNDS IN TRANSIT	25,000,000.	76,495,953.	76,495,953.
LOAN RECEIVABLE	2,414,418.	2,495,668.	2,495,668.
TOTAL TO FORM 990-PF, PART II, LINE 15	27,494,418.	79,071,621.	79,071,621.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 12
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED TAX LIABILITY	2,533,000.	2,496,000.	
TOTAL TO FORM 990-PF, PART II, LINE 22	2,533,000.	2,496,000.	

FORM 990-PF

LIST OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 13

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  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DEANNA GOMBY 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	PRESIDENT AND CEO 37.50	482,115.	87,730.	0.
JEFFREY P. MALLOY 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	COO AND TREASURER 37.50	337,794.	84,696.	0.
BRIAN EULE 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	DIRECTOR OF COMMUNICATIONS & SECRETARY 37.50	215,958.	45,013.	0.
ELIZABETH D SIMONS 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	CHAIR OF THE BOARD 20.00	0.	0.	0.
MARK W HEISING 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	VICE CHAIR OF THE BOARD 2.00	0.	0.	0.
CAITLIN HEISING 400 MAIN STREET, SUITE 200 LOS ALTOS, CA 94022	MEMBER OF THE BOARD 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		1,035,867.	217,439.	0.

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

GRANTEE'S NAME

CLIMATE POLICY INITIATIVE, INC.

GRANTEE'S ADDRESS

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
150,000.	08/15/15	150,000.

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

11/7/2016

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

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
285,000.	11/08/16	145,000.

PURPOSE OF GRANT

TO EXECUTE ON THE CAPITAL RECYCLING STRATEGY IN COLORADO AND TO LAY THE GROUNDWORK FOR EXPANSION OF FINANCING TOOLS TO OTHER UTILITIES AND MARKET STRUCTURES ACROSS US.

DATES OF REPORTS BY GRANTEE

3/31/2017

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

JAMES BELL ASSOCIATES

GRANTEE'S ADDRESS3033 WILSON BLVD., SUITE 650  
ARLINGTON, VA 22201

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
564,356.	06/30/15	59,016.

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

3/31/2016

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.



GRANTEE'S NAME

JAMES BELL ASSOCIATES

GRANTEE'S ADDRESS

3033 WILSON BLVD., SUITE 650  
ARLINGTON, VA 22201

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
1,972,633.	03/31/16	669,904.

PURPOSE OF GRANT

THE HOME VISITING SHARE PROJECT WILL COLLECT, SYNTHESIZE, AND DISSEMINATE AUTHORITY INFORMATION ON HOME VISITING TO IMPROVE PRACTICE AND POLICY AT THE NATIONAL, STATE, AND LOCAL LEVELS.

DATES OF REPORTS BY GRANTEE

4/30/2017

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

JOHNSON GROUP CONSULTING, INC.

GRANTEE'S ADDRESS

175 RED PINE ROAD  
HINESBURG, VT 05461

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
10,318.	03/25/16	10,312.

PURPOSE OF GRANT

TO PROVIDE A FORUM FOR PEER-TO-PEER LEARNING AMONG STATES REGARDING WAYS TO USE MEDICAID TO FINANCE HOME VISITING SERVICES FOR MOTHERS AND YOUNG CHILDREN.

DATES OF REPORTS BY GRANTEE

12/29/2016

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

MATHEMATICA POLICY RESEARCH, INC

GRANTEE'S ADDRESSP.O. BOX 2393  
PRINCETON, NJ 08543

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
416,275.	06/15/14	416,275.

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

11/14/2016

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

MATHEMATICA POLICY RESEARCH, INC

GRANTEE'S ADDRESS

P.O. BOX 2393  
PRINCETON, NJ 08543

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
297,959.	02/02/15	297,959.

PURPOSE OF GRANT

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

DATES OF REPORTS BY GRANTEE

1/31/2017

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

NATIONAL JOURNAL GROUP, INC

GRANTEE'S ADDRESS600 NEW HAMPSHIRE AVE, NW  
WASHINGTON, DC 20037

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
220,000.	08/18/15	71,808.

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 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

4/30/2017

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

GRANTEE'S NAME

THE TEACHING DOCTORS

GRANTEE'S ADDRESS

22 PEARCE MITCHEL PL  
STANFORD, CA 94305

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>
157,180.	06/01/16	49,437.

PURPOSE OF GRANT

TO IMPROVE 600 SAN MATEO COUNTY LOW-INCOME PRESCHOOLERS' MATHEMATICS OUTCOMES THROUGH IMPLEMENTING AN EXPERIMENTALLY PROVE IPAD EARLY MATHEMATICS CURRICULUM AND TEXTING TEACHERS WEEKLY DIFFERENTIATED HANDS ON MATH LESSONS TO THEIR MOBILE PHONES.

DATES OF REPORTS BY GRANTEE

11/30/2016

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

ALL EXPENDITURES WERE MADE FOR PROPER PURPOSES.

FORM 990-PF                      SUMMARY OF DIRECT CHARITABLE ACTIVITIES                      STATEMENT 16

ACTIVITY ONE

PRE-PLANNING MEETING FOR HOME VISITING FIELD COORDINATION AND LEADERSHIP WITH 10-12 HOME VISITING LEADERS, REPRESENTING FEDERAL ADVOCATES, STATE ADMINISTRATORS, PHILANTHROPY, NATIONAL HOME VISITING MODELS, RESEARCHERS, AND TECHNICAL ASSISTANCE PROVIDERS. PARTICIPANTS IN THE PRE-PLANNING MEETING WERE SELECTED FOR THEIR EXPERTISE, BUT ALSO THEIR TEMPERAMENT AND VISION.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

25,000.

FORM 990-PF                      SUMMARY OF DIRECT CHARITABLE ACTIVITIES                      STATEMENT 17

ACTIVITY TWO

SPONSORSHIP OF MINUTE PHYSICS AND MINUTE EARTH VIDEOS - THREE VIDEOS WILL FURTHER GENERAL UNDERSTANDING OF SCIENCE, THUS FITTING WITH THE SCIENCE PROGRAM'S APPROACH OF COMMUNICATING WITH THE PUBLIC, AND EQUALLY IMPORTANT, WILL PROVIDE A USEFUL AND SHAREABLE TOOL FOR GRANTEEES TO INTRODUCE AND EXPLAIN THEIR FIELDS OF STUDY.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 2

33,000.

FORM 990-PF                      SUMMARY OF DIRECT CHARITABLE ACTIVITIES                      STATEMENT 18

ACTIVITY THREE

SPITFIRE STRATEGIES EXECUTIVE TRAINING PROGRAM DESIGNED TO GIVE A COHORT OF NONPROFIT EXECUTIVE DIRECTORS THE OPPORTUNITY TO HONE THEIR COMMUNICATIONS SKILLS AND STRATEGIES TO EFFECTIVELY SHARE THEIR VISION, INSPIRE ACTION, AND PROPEL THEIR WORK FORWARD--THUS BETTERING THEIR FIELDS WITH THEIR INCREASED EFFECTIVENESS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 3

82,194.

ACTIVITY FOUR

CALIFORNIA POLICY ROADMAP FOR YOUNG DUAL LANGUAGE LEARNERS - THE DLL ROADMAP WILL OUTLINE OPPORTUNITIES FOR POLICY DEVELOPMENT, SUCH AS SUPPORTING THE WORKFORCE IN UNDERSTANDING HOW TO BETTER TEACH DLLS, LINGUISTICALLY APPROPRIATE ASSESSMENTS, IDENTIFYING AND/OR REPLICATING BEST PRACTICES, AND MONITORING OF FEDERAL AND STATE DOLLARS TO SUPPORT DLL CHILDREN. FOUNDATION STAFF WILL WORK WITH OTHER EXPERTS IN THE DLL FIELD TO VET AND REFINE THE ROADMAP, AND WITH THE MAJOR ADVOCATES IN THE STATE TO ADOPT AND BEGIN WORKING TO IMPLEMENT RECOMMENDATIONS. WITH THIS ROADMAP, THE FIELD SHOULD START SEEING A CHANGE IN THE TONE AND TENURE OF EARLY EDUCATION ADVOCACY WITHIN THE NEXT YEAR, AND MAYBE IN THE FOLLOWING COUPLE OF YEARS DOWN THE LINE, A CHANGE IN POLICY AND RESOURCE ALLOCATION FOR CALIFORNIA'S DLL CHILDREN.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 4

20,000.



FORM 990-PF

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

STATEMENT 20

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.