

Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

OMB No. 1545-0052

**2012**

Open to public inspection

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

**For calendar year 2012 or tax year beginning** \_\_\_\_\_, **and ending** \_\_\_\_\_

Name of foundation: **MARGUERITE CASEY FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **1425 4TH AVENUE** Room/suite: **900**

City or town, state, and ZIP code: **SEATTLE, WA 98101-2222**

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 619,185,416.**

**J** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**A** Employer identification number: **91-2062197**

**B** Telephone number: **206-691-3134**

**C** If exemption application is pending, check here

**D** 1. Foreign organizations, check here   
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,906.	1,906.		
	4 Dividends and interest from securities	2,533,816.	2,286,261.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	8,422,261.			
	b Gross sales price for all assets on line 6a	83,628,582.			
	7 Capital gain net income (from Part IV, line 2)		8,434,771.		
	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		47,094.		STATEMENT1	
12 <b>Total.</b> Add lines 1 through 11	10,957,983.	10,770,032.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	785,403.	0.	785,403.	
	14 Other employee salaries and wages	1,833,600.	0.	1,838,477.	
	15 Pension plans, employee benefits	737,591.	0.	739,427.	
	16a Legal fees STMT 2	71,554.	0.	70,168.	
	b Accounting fees STMT 3	60,736.	0.	55,696.	
	c Other professional fees STMT 4	2,418,648.	1,964,268.	440,795.	
	17 Interest				
	18 Taxes STMT 5	484,154.	3,287.	5,692.	
	19 Depreciation and depletion	24,964.	0.		
	20 Occupancy	318,203.	0.	320,743.	
	21 Travel, conferences, and meetings	192,906.	0.	191,897.	
	22 Printing and publications	6,063.	0.	6,063.	
	23 Other expenses STMT 6	1,859,734.	247,561.	1,831,139.	
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	8,793,556.	2,215,116.	6,285,500.	
	25 Contributions, gifts, grants paid	26,909,812.		21,514,332.	
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	35,703,368.	2,215,116.	27,799,832.		
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-24,745,385.				
b <b>Net investment income</b> (if negative, enter -0-)		8,554,916.			
c <b>Adjusted net income</b> (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		671,767.	585,900.	585,900.	
	2	Savings and temporary cash investments		1,282,689.	8,041,706.	8,041,706.	
	3	Accounts receivable					
		Less: allowance for doubtful accounts		261,989.			
	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			76,962.	366,398.	366,398.
	10a	Investments - U.S. and state government obligations	STMT 7		70,460,784.	73,182,929.	73,182,929.
	b	Investments - corporate stock	STMT 8		336,367,418.	364,731,507.	364,731,507.
	c	Investments - corporate bonds	STMT 9		45,715,282.	42,097,151.	42,097,151.
	11	Investments - land, buildings, and equipment: basis					
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 10		119,726,722.	130,096,375.	130,096,375.	
14	Land, buildings, and equipment: basis		393,882.				
	Less: accumulated depreciation	STMT 11		310,432.	68,085.	83,450.	
15	Other assets (describe )						
16	<b>Total assets</b> (to be completed by all filers)			574,631,698.	619,185,416.	619,185,416.	
Liabilities	17	Accounts payable and accrued expenses		523,186.	532,624.		
	18	Grants payable		10,834,391.	16,229,871.		
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe STATEMENT12)			1,569,107.	2,385,262.	
23	<b>Total liabilities</b> (add lines 17 through 22)			12,926,684.	19,147,757.		
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		561,705,014.	600,037,659.		
	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	<b>Total net assets or fund balances</b>			561,705,014.	600,037,659.		
31	<b>Total liabilities and net assets/fund balances</b>			574,631,698.	619,185,416.		

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	561,705,014.
2	Enter amount from Part I, line 27a	2	-24,745,385.
3	Other increases not included in line 2 (itemize) UNREALIZED GAIN ON INVESTMENTS	3	63,078,030.
4	Add lines 1, 2, and 3	4	600,037,659.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	600,037,659.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>		P		
<b>b PASS THROUGH INVESTMENTS REPORTED ON SCH K-1</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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 83,628,582.		76,046,780.	7,581,802.	
b			852,969.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			7,581,802.	
b			852,969.	
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	8,434,771.	
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))
2011	30,940,959.	598,357,692.	.051710
2010	25,956,692.	560,395,370.	.046319
2009	27,296,710.	485,509,619.	.056223
2008	37,853,013.	622,318,669.	.060826
2007	33,702,589.	735,116,614.	.045847
2 Total of line 1, column (d)			.260925
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			.052185
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			599,509,971.
5 Multiply line 4 by line 3			31,285,428.
6 Enter 1% of net investment income (1% of Part I, line 27b)			85,549.
7 Add lines 5 and 6			31,370,977.
8 Enter qualifying distributions from Part XII, line 4			27,840,161.

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 type="checkbox"/> and enter 1% of Part I, line 27b		1	171,098.
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	171,098.
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	171,098.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		490,190.
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	490,190.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	319,092.
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 319,092. Refunded		11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) WA		
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 2012 or the taxable year beginning in 2012 (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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWW.CASEYGRANTS.ORG</b>	13	X	
14	The books are in care of <b>JOYCE LEE</b> Telephone no. <b>206-691-3134</b> Located at <b>1425 4TH AVENUE, SUITE 900, SEATTLE, WA</b> ZIP+4 <b>98101-2222</b>			
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 2012, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16		X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
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 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

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

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

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

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

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

**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 13		785,403.	214,286.	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 RENFRO - 1425 4TH AVENUE, #900, SEATTLE, WA 98101-2222	DIRECTOR OF PROGRAM & EVALUATION 40.00	330,139.	42,754.	0.
KATHLEEN BACA - 1425 4TH AVENUE, #900, SEATTLE, WA 98101-2222	DIRECTOR OF COMMUNICATION 40.00	173,298.	36,375.	0.
ERICKA COX - 1426 4TH AVENUE, #900, SEATTLE, WA 98101-2223	PROGRAM OFFICER 40.00	104,800.	38,104.	0.
PIILANI PANG - 1425 4TH AVENUE, #900, SEATTLE, WA 98101-2222	HUMAN RESOURCES & OFFICE MANAGER 40.00	106,667.	26,440.	0.
GUADALUPE LOPEZ - 1425 4TH AVENUE, #900, SEATTLE, WA 98101-2222	DIR OF STRATEGIC COLLECT CAPACITY 40.00	110,356.	15,676.	0.
<b>Total</b> number of other employees paid over \$50,000				10

**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
ADAMS STREET PARTNERS - ONE NORTH WACKER DRIVE, SUITE 2200, CHICAGO, IL 60606	INVESTMENT MANAGER	521,330.
RCP ADVISORS, LLC - 100 N RIVERSIDE PLAZA, SUITE 2400, CHICAGO, IL 60606	INVESTMENT MANAGER	298,296.
HARBOURVEST PARTNERS, LLC - ONE FINANCIAL CENTER, 44TH FLOOR, BOSTON, MA 02111	INVESTMENT MANAGER	271,399.
K & L GATES, LLP - 925 FOURTH AVENUE, SUITE 2900, SEATTLE, WA 98104	ATTORNEY	244,587.
HEWITT ENNISKNUPP, INC. - 10 SOUTH RIVERSIDE PLAZA, SUITE 1600, CHICAGO, IL 60606	INVESTMENT CONSULTANT	227,698.
<b>Total</b> number of others receiving over \$50,000 for professional services		8

**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 SUPPORTING CHARITABLE ORGANIZATIONS THROUGH SPONSORSHIPS AND MEMBERSHIPS.	427,095.
2 PUBLICATIONS AND SUPPORT ACTIVITIES FOR GRANTEE PROGRAMS AND ORGANIZATIONS, INCLUDING GRANTEE CONVENINGS.	946,305.
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
<b>Total.</b> 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	470,015,309.
b	Average of monthly cash balances .....	1b	8,527,880.
c	Fair market value of all other assets .....	1c	130,096,375.
d	<b>Total</b> (add lines 1a, b, and c) .....	1d	608,639,564.
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	608,639,564.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) .....	4	9,129,593.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 .....	5	599,509,971.
6	<b>Minimum investment return.</b> Enter 5% of line 5 .....	6	29,975,499.

**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	29,975,499.
2a	Tax on investment income for 2012 from Part VI, line 5 .....	2a	171,098.
b	Income tax for 2012. (This does not include the tax from Part VI.) .....	2b	
c	Add lines 2a and 2b .....	2c	171,098.
3	Distributable amount before adjustments. Subtract line 2c from line 1 .....	3	29,804,401.
4	Recoveries of amounts treated as qualifying distributions .....	4	0.
5	Add lines 3 and 4 .....	5	29,804,401.
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	29,804,401.

**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	27,799,832.
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	40,329.
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	27,840,161.
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	0.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 .....	6	27,840,161.

**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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				29,804,401.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			236,886.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 27,840,161.				
a Applied to 2011, but not more than line 2a			236,886.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				27,603,275.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				2,201,126.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

**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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here  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 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
3 GRACES THEATER COMPANY PO BOX 442, GRAND CENTRAL STATION NEW YORK, NY 10163	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	400.
ATLANTA WORKING WOMEN FISCAL SPONSOR: 9TO5, NAT'L ASSOC OF WORKING WOMEN 501 PULLIAM STREET, #344 ATLANTA, GA 30312	NONE	509(A)(1) OR (A)(2)	TO PROMOTE STATE AND LOCAL POLICIES THAT ADDRESS THE ISSUE OF WORKING POVERTY.	75,000.
ACCELERATE CHANGE FISCAL SPONSOR: CENTER FOR PUBLIC INTEREST RESEARCH 44 WINTER STREET, 4TH FLOOR BOSTON, MA 02108	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT OF THE ACCELERATE CHANGE PROJECT.	15,000.
ADRIANA AGUILAR 3941 LANGFORD STREET LOS ANGELES, CA 90063	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
ALBANY PARK NEIGHBORHOOD COUNCIL 3334 W. LAWRENCE, 3RD FLOOR CHICAGO, IL 60625	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
<b>Total</b>	SEE CONTINUATION SHEET(S) ▶ <b>3a</b>			<b>21,514,332.</b>
<b>b Approved for future payment</b>				
AMERICAN FRIENDS SERVICE COMMITTEE-US MEXICO BORDER PROGRAM 3850 WESTGATE PLACE, BUILDING 100 SAN DIEGO, CA 92105	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
AMERICAN INDIANS IN TEXAS - SPANISH COLONIAL MISSIONS 1313 GUADALUPE STREET, SUITE 104 SAN ANTONIO, TX 78207	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	210,000.
AMERICANS FOR INDIAN OPPORTUNITY 1001 MARQUETTE AVENUE NW ALBUQUERQUE, NM 87102	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
<b>Total</b>	SEE CONTINUATION SHEET(S) ▶ <b>3b</b>			<b>14,162,500.</b>



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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in column (c).

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 [x] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A' in column (a).

Sign Here: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee: JANE M. SEARING, Date: [blank], Title: PRESIDENT & CEO

Paid Preparer Use Only: Print/Type preparer's name: JANE M. SEARING, Preparer's signature: [blank], Date: [blank], Check [ ] if self-employed, PTIN: P00000565, Firm's name: CLARK NUBER, P.S., Firm's EIN: 91-1194016, Firm's address: 10900 NE 4TH STREET, SUITE 1700 BELLEVUE, WA 98004, Phone no.: 425-454-4919

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

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
ALL SAINTS EPISCOPAL CHURCH 2076 SUTTERVILLE ROAD SACRAMENTO, CA 95822	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	5,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	50,000.
AMERICAN FOUNDATION FOR SUICIDE PREVENTION 120 WALL STREET, 29TH FLOOR NEW YORK, NY 10005	NONE	509(A)(1) OR (A)(2)	FOR THE CHARLESTON WALK IN SUPPORT OF LYGRA CAMPBELL.	200.
AMERICAN FRIENDS SERVICE COMMITTEE-US MEXICO BORDER PROGRAM 3850 WESTGATE PLACE, BUILDING 100 SAN DIEGO, CA 92105	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
AMERICAN INDIAN ASSOCIATION OF TUCSON DBA TUCSON INDIAN CENTER 97 EAST CONGRESS, SUITE 101 TUCSON, AZ 85701	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
AMERICAN INDIAN CENTER 1630 W. WILSON AVENUE CHICAGO, IL 60640	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	135,000.
AMERICANS FOR INDIAN OPPORTUNITY 1001 MARQUETTE AVENUE NW ALBUQUERQUE, NM 87102	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
<b>Total from continuation sheets</b>				<b>21,268,932.</b>

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
ARCHDIOCESE OF SEATTLE 205 2ND AVE N SEATTLE, WA 98109	NONE	509(A)(1) OR (A)(2)	FOR THE 2012 ANNUAL CATHOLIC APPEAL.	1,500.
ARISE CITIZENS' POLICY PROJECT PO BOX 1188 MONTGOMERY, AL 36101	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
ARISE SUPPORT CENTER 1417 S. TOWER ROAD ALAMO, TX 78516	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
ASIAN AMERICANS/PACIFIC ISLANDERS IN PHILANTHROPY (AAPIP) 211 SUTTER STREET, SUITE 600 SAN FRANCISCO, CA 94108	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
ASIAN COUNSELING AND REFERRAL SERVICE 3639 MARTIN LUTHER KING JR. WAY S SEATTLE, WA 98144	NONE	509(A)(1) OR (A)(2)	TO SUPPORT WALK FOR RICE.	400.
ASIAN PACIFIC AMERICAN LEGAL CENTER 1145 WILSHIRE BOULEVARD, 2ND FLOOR LOS ANGELES, CA 90017	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	250,000.
ASIAN PACIFIC ENVIRONMENTAL NETWORK 310 8TH STREET, SUITE 309 OAKLAND, CA 94607	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	225,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
BIG BROTHERS BIG SISTERS OF KENTUCKIANA 1519 GARDINER LANE, SUITE B LOUISVILLE, KY 40218	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	1,000.
BLACK ALLIANCE FOR JUST IMMIGRATION 1212 BROADWAY, SUITE 842 OAKLAND, CA 94615	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
BLACK MESA WATER COALITION FISCAL SPONSOR: NATIVE MOVEMENT PO BOX 613 FLAGSTAFF, AZ 86002	NONE	509(A)(1) OR (A)(2)	FOR DEVELOPING THE LEADERSHIP OF NAVAJO AND HOPI FAMILIES AND YOUTH TO ENGAGE IN ADVOCACY AND ACTIVISM FOR SUSTAINABLE ECONOMIC DEVELOPMENT AND GREEN JOBS.	105,000.
BREAST CANCER CONNECTIONS 390 CAMBRIDGE AVENUE PALO ALTO, CA 94306	NONE	509(A)(1) OR (A)(2)	GENERAL SUPPORT FOR THE GABRIELLA PASTER PROGRAM.	50,000.
BROWNSVILLE COMMUNITY HEALTH CENTER 2137 EAST 22ND STREET BROWNSVILLE, TX 78521	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
BUCKHORN CHILDREN AND FAMILY SERVICES 116 BUCKHORN LANE BUCKHORN, KY 41721	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	2,000.
BUILDING MOVEMENT PROJECT FISCAL SPNSR:DEMOS:A NETWORK FOR IDEAS AND ACTION 220 FIFTH AVE, 5TH FLOOR NEW YORK, NY 10001	NONE	509(A)(1) OR (A)(2)	FOR RESEARCH, PUBLICATIONS THAT PROVIDE IDEAS, DATA AND EVIDENCE TO SUPPORT WAYS IN WHICH NONPROFIT ORGANIZATIONS CAN EMBRACE AND EMPLOY MOVEMENT BUILDING FOR SOCIAL CHANGE THAT ALIGNS WITH THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	50,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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 CALLS FISCAL SPONSOR: STRATEGIC CONCEPTS IN ORG. & POLICY EDU. 1715 W. FLORENCE AVE LOS ANGELES, CA 90047	NONE	509(A)(1) OR (A)(2)	FOR USING THE EQUAL VOICE FRAMEWORK TO INCREASE CIVIC ENGAGEMENT OF LOW-INCOME AND COMMUNITIES OF COLOR THROUGHOUT CALIFORNIA AND BUILDING INFRASTRUCTURE TO SUSTAIN MOVEMENT TOWARD LONG-TERM SOCIAL AND ECONOMIC POLICY CHANGE.	550,000.
CALIFORNIA CHILD CARE RESOURCE AND REFERRAL NETWORK - PARENT VOICES 111 NEW MONTGOMERY STREET, 7TH FLOOR SAN FRANCISCO, CA 94105	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	187,500.
CALIFORNIA COMMUNITY FOUNDATION 221 S. FIGUEROA ST., SUITE 400 LOS ANGELES, CA 90012	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
CALIFORNIA HUMAN DEVELOPMENT 3315 AIRWAY DR SANTA ROSA, CA 95403	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT AND SERVICES ON HEALTH NEEDS/DAY CLINIC ORGANIZED BY GEORGE ORTIZ.	5,000.
CAMPESINOS SIN FRONTERAS 725 E. MAIN STREET, SUITE 11 SOMERTON, AZ 85350	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
CANGRESS DBA LOS ANGELES COMMUNITY ACTION NETWORK 530 S. MAIN STREET LOS ANGELES, CA 90013	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	152,500.
CASA DE MARYLAND 8151 15TH AVE. HYATTSVILLE, MD 20783	NONE	509(A)(1) OR (A)(2)	FOR SUPPORT OF CASA DE MARYLAND'S EFFORTS ON BEHALF OF THE DREAM ACT.	10,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CASA FAMILIAR 119 W. HALL AVENUE SAN YSIDRO, CA 92173	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
CATHOLIC CHARITIES USA PO BOX 17066 BALTIMORE, MD 21297	NONE	509(A)(1) OR (A)(2)	FOR COALITION BUILDING ON ISSUES OF POVERTY.	50,000.
CDC FOUNDATION 55 PARK PLACE, SUITE 400 ATLANTA, GA 30303	NONE	509(A)(1) OR (A)(2)	FOR THE EDWARD JENNER MUSEUM.	20,000.
CELEBRATION FOUNDATION, INC. 610 SYCAMORE STREET #110 CELEBRATION, FL 34747	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	3,000.
CENTER FOR AMERICAN PROGRESS: HALF IN TEN 1333 H STREET NW, 10TH FLOOR WASHINGTON, DC 20005	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
CENTER FOR CIVIC POLICY 323 ATLANTIC AVE SW ALBUQUERQUE, NM 87104	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	350,000.
CENTER FOR COMMUNITY ACTION AND ENVIRONMENTAL JUSTICE (CCEAJ) 7701 MISSION BOULEVARD JURUPA VALLEY, CA 92509	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	350,000.
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	225,000.
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	NONE	509(A)(1) OR (A)(2)	TO SUPPORT IMMIGRANT COMMUNITY PARTICIPATION IN SELMA TO MONTGOMERY, AL MARCH FROM MARCH 4-9, 2012.	30,000.
CENTER FOR SOCIAL INCLUSION 150 BROADWAY, SUITE 303 NEW YORK, NY 10038	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
CENTER FOR THIRD WORLD ORGANIZING 1218 E. 21ST STREET OAKLAND, CA 94606	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
CENTRAL AMERICAN RESOURCE CENTER (CARECEN) OF SAN FRANCISCO 3101 MISSION STREET, SUITE 101 SAN FRANCISCO, CA 94110	NONE	509(A)(1) OR (A)(2)	FOR GENERAL OPERATING SUPPORT.	30,000.
CENTRO BINACIONAL PARA EL DESARROLLO INDGENA OAXAQUEO 744 N. ABBY STREET FRESNO, CA 93701	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	75,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CENTRO HISPANO OF DANE COUNTY 810 WEST BADGER ROAD MADISON, WI 53713	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	20,000.
CHICAGO COALITION FOR THE HOMELESS 70 E. LAKE STREET, SUITE 700 CHICAGO, IL 60601	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	360,000.
CHILD HEALTH FOUNDATION 10630 LITTLE PATUXENT PKY, CENTURY PLAZA, SUITE 126 COLUMBIA, MD 21044	NONE	509(A)(1) OR (A)(2)	FOR ICDDR,B CORE SUPPORT.	4,000.
CHILD WELFARE LEAGUE OF AMERICA (CWLA) 1726 M STREET NW, SUITE 500 WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR RESEARCH, TRAINING AND POLICY ADVOCACY IN SUPPORT OF CHILD WELFARE ISSUES AND IN ALIGNMENT WITH THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	150,000.
CHRISTINA SAETEURN 3018 SHANE DRIVE RICHMOND, CA 94806	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
COALITION OF AFRICAN, ARAB, ASIAN, EUROPEAN & LATINO IMMIGRANTS OF ILLINOIS 4300 N. HERMITAGE AVENUE CHICAGO, IL 60613	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
COLEMAN ADVOCATES FOR CHILDREN AND YOUTH 459 VIENNA STREET SAN FRANCISCO, CA 94112	NONE	509(A)(1) OR (A)(2)	TO SUPPORT THE 'EAR TO THE GROUND' PROJECT.	25,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
COLLEGEBOUND FOUNDATION THE CANTON HOUSE, 300 WATER STREET, SUITE 300 BALTIMORE, MD 21202	NONE	509(A)(1) OR (A)(2)	SUPPORT OF THE WORK OF THE COLLEGEBOUND FOUNDATION IN PREPARING BALTIMORE CITY AT RISK STUDENTS FOR COLLEGE.	5,000.
COMMON CAUSE EDUCATION FUND 1133 19TH STREET, 9TH FLOOR WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR COMMON CAUSE EDUCATION FUND.	3,000.
COMMUNITY JUSTICE FOR YOUTH INSTITUTE 3424 S. STATE STREET, #3C3-1 CHICAGO, IL 60616	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	75,000.
COMM MEDIA ORG PROJ FISCAL SPONSOR: STATEWIDE ORG FOR COMMUNITY EMPOWERMENT 2921 KENILWORTH LANE KNOXVILLE, TN 37917	NONE	509(A)(3) - TYPE 1	FOR INCREASING THE USE OF MEDIA TO SUPPORT AND IMPROVE COMMUNITY ORGANIZING IN THE SOUTH AS A MEANS OF BUILDING A MOVEMENT FOR SOCIAL CHANGE USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING IN THE REGION.	60,000.
CONCENTRIC EDUCATIONAL SOLUTIONS 4455 CONNECTICUT AVE NW, SUITE 310 WASHINGTON, DC 20008	NONE	509(A)(1) OR (A)(2)	FOR WORKING WITH URBAN SCHOOLS ON ATTENDANCE AND BEHAVIOR ISSUES OF STUDENTS, ESPECIALLY BOYS OF COLOR. SPECIAL EMPHASIS BEING PLACED ON BUILDING RELATIONSHIPS BETWEEN THE SCHOOLS AND FAMILIES OF THESE CHILDREN.	30,000.
CONCENTRIC EDUCATIONAL SOLUTIONS 4455 CONNECTICUT AVE NW, SUITE 310 WASHINGTON, DC 20008	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	30,000.
CONCENTRIC EDUCATIONAL SOLUTIONS 4455 CONNECTICUT AVE NW, SUITE 310 WASHINGTON, DC 20008	NONE	509(A)(1) OR (A)(2)	TO SUPPORT A PARTNERSHIP WITH EDUCATION ACHIEVEMENT AUTHORITY OF MICHIGAN FOR THE 2012-13 SCHOOL YEAR.	40,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
CONSORTIUM OF HISPANIC AGENCIES FISCAL SPONSOR: DETROIT HISPANIC DEV CORP 1211 TRUMBULL AVENUE DETROIT, MI 48216-1940	NONE	509(A)(1) OR (A)(2)	A ONE-TIME GRANT FOR STRATEGIC PLANNING AND COORDINATION.	25,000.
DARIUS ANDERSON 901 E. 40TH #305 CHICAGO, IL 60653	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
DESALES HIGH SCHOOL 425 KENWOOD DRIVE LOUISVILLE, KY 40214	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200.
DEVELOPING COMMUNITIES PROJECT 212 E 95TH STREET CHICAGO, IL 60619	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	105,000.
DIN CITIZENS AGAINST RUINING OUR ENVIRONMENT HC-63 PMB 6113 WINSLOW, AZ 86047	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	75,000.
DISCOVERY PTS 2 69 2300 228TH AVE. SE SAMMAMISH, WA 98075	NONE	509(A)(1) OR (A)(2)	FOR WALKATHON.	300.
DR. PHILLIPS CENTER FOR THE PERFORMING ARTS 455 S. ORANGE AVE., SUITE 700 ORLANDO, FL 32801	NONE	509(A)(1) OR (A)(2)	FOR SUPPORT OF PERFORMING ARTS.	3,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
EAST BAY ALLIANCE FOR A SUSTAINABLE ECONOMY 1814 FRANKLIN STREET, SUITE 325 OAKLAND, CA 94612	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	175,000.
EAST BAY DEPOT OF BAY AREA CREATIVE REUSE 4695 TELEGRAPH AVENUE OAKLAND, CA 94609	NONE	509(A)(1) OR (A)(2)	FOR A WINTER WELLNESS PROGRAM FOR LOW-INCOME IMMIGRANT/MIGRANT WORKERS BY PROVIDING WINTER CLOTHES AND OVER-THE-COUNTER MEDICATION.	10,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS 1970 BROADWAY, SUITE 450 OAKLAND, CA 94612	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
EMERGING PRACTITIONERS IN PHILANTHROPY FISCAL SPONSOR: TIDES CENTER POLICY, STRATEGY, GLOBAL INITIATIVES SAN FRANCISCO, CA 94129	NONE	509(A)(1) OR (A)(2)	TO PROVIDE GENERAL SUPPORT FOR EMERGING PRACTITIONERS IN PHILANTHROPY AS A LEADERSHIP INVESTMENT IN THE EPIP FUNDING THE FUTURE CAMPAIGN.	25,000.
ENGLISH SPEAKING UNION OF THE UNITED STATES 144 EAST 39TH STREET NEW YORK, NY 10016	NONE	509(A)(1) OR (A)(2)	FOR EDUCATIONAL PROGRAMS.	12,000.
ERIE NEIGHBORHOOD HOUSE 1701 WEST SUPERIOR STREET CHICAGO, IL 60622	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
FAMILIES AND FRIENDS OF LOUISIANA'S INCARCERATED CHILDREN (FFLIC) 1600 ORETHA CASTLE HALEY BLVD NEW ORLEANS, LA 70113	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
FAMILIES USA FOUNDATION 1201 NEW YORK AVENUE, NW WASHINGTON, DC 20005	NONE	509(A)(1) OR (A)(2)	FOR HEALTH CARE PUBLIC EDUCATION EFFORT.	50,000.
FAMILIES USA FOUNDATION 1201 NEW YORK AVENUE, NW WASHINGTON, DC 20005	NONE	509(A)(1) OR (A)(2)	TO WORK WITH STATE-BASED GRASSROOTS ORGANIZATIONS IN ARKANSAS AND FLORIDA TO CATALYZE BROAD COALITION OF VERY DIVERSE GROUPS TO ENSURE THAT THE STATES PICK UP THE CRUCIAL MEDICAID EXPANSION.	50,000.
FARMWORKERS SELF-HELP FISCAL SPONSOR: FARMWORKER ASSOCIATION OF FLORIDA 37240 CALLE DE MILAGROS DADE CITY, FL 33523	NONE	509(A)(1) OR (A)(2)	FOR DEVELOPING LEADERSHIP AMONG FARMWORKERS FOR POLICY ADVOCACY USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	75,000.
FEDERATION OF SOUTHERN COOPERATIVES LAND ASSISTANCE FUND 2769 CHURCH STREET EAST POINT, GA 30344	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
FERRET SHELTER NORTHWEST PO BOX 1963 VASHON, WA 98070	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	600.
FLORIDA IMMIGRANT COALITION 2800 BISCAYNE BLVD, SUITE 800 MIAMI, FL 33137	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
FLORIDA NEW MAJORITY EDUCATION FUND FISCAL SPONSOR: MIAMI WORKERS CENTER 8330 BISCAYNE BLVD. MIAMI, FL 33138	NONE	509(A)(1) OR (A)(2)	FOR SHIFTING THE PUBLIC DEBATE IN FLORIDA TOWARD A MORE EXPANSIVE AND EQUITABLE CULTURE OF DEMOCRACY, IN ALIGNMENT WITH THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	550,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
FOUNDATION FOR MADISON'S PUBLIC SCHOOLS 455 SCIENCE DRIVE, SUITE 130 MADISON, WI 53711	NONE	509(A)(1) OR (A)(2)	FOR THE BENEFIT OF LEOPOLD ELEMENTARY SCHOOL.	10,000.
FRIENDS OF THE TUALATIN RIVER NATIONAL WILDLIFE REFUGE 19255 SW PACIFIC HIGHWAY SHERWOOD, OR 97140	NONE	509(A)(1) OR (A)(2)	FOR THE BILL WHEELER MEMORIAL FUND.	200.
FUTURO MEDIA GROUP 87 LAFAYETTE STREET, 3RD FLOOR NEW YORK, NY 10013	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200,000.
GAMALIEL FOUNDATION 203 NORTH WABASH, SUITE 808 CHICAGO, IL 60601	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	277,500.
GLOBAL WASHINGTON 500 UNION STREET, SUITE 801 SEATTLE, WA 98101	NONE	509(A)(1) OR (A)(2)	FOR STAND FOR GIRLS.	200.
GRANTMAKERS FOR SOUTHERN PROGRESS FISCAL SPONSOR: FOUNDATION FOR LOUISIANA 4354 S. SHERWOOD FOREST BLVD., SUITE 200 BATON ROUGE, LA 70816	NONE	509(A)(1) OR (A)(2)	TO SUPPORT GRANTMAKERS FOR SOUTHERN PROGRESS.	50,000.
GRASSROOTS COLLABORATIVE FISCAL SPONSOR: CHICAGO COALITION FOR THE HOMELESS 637 SOUTH DEARBORN, 3RD FLOOR CHICAGO, IL 60605	NONE	509(A)(1) OR (A)(2)	FOR USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING TO ENGAGE LOW-INCOME FAMILY LEADERS IN ORGANIZING AND POLICY ADVOCACY, SKILLS DEVELOPMENT AND EFFECTIVE COALITION PARTNERSHIPS FOR POLICY CHANGE.	75,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
GRASSROOTS GLOBAL JUSTICE C/O CINDY WIESNER, P.O. BOX 610663 NORTH MIAMI, FL 33261-0663	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
GRASSROOTS INSTITUTE FOR FUNDRAISING TRAINING 1904 FRANKLIN STREET, SUITE 705 OAKLAND, CA 94612	NONE	509(A)(1) OR (A)(2)	GIFT CONFERENCE DONATION.	200.
HEIFER PROJECT INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK, AR 72202	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	1,500.
HELP NOW OF OSCEOLA PO BOX 420370 KISSIMMEE, FL 34742	NONE	509(A)(1) OR (A)(2)	TO HELP PROVIDE SAFE SHELTER, COUNSELING, ANSWER CRISIS CALLS AND AID VIOLENCE VICTIMS WHO MUST LEAVE THEIR HOMES.	10,000.
HIGHLANDER RESEARCH AND EDUCATION CENTER 1959 HIGHLANDER WAY NEW MARKET, TN 37820	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
HINDMAN SETTLEMENT SCHOOL PO BOX 844 HINDMAN, KY 41822	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	600.
HISPANIC INTEREST COALITION OF ALABAMA PO BOX 190299 BIRMINGHAM, AL 35219	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	190,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
HISPANICS IN PHILANTHROPY 55 SECOND STREET, SUITE 1500 SAN FRANCISCO, CA 94105	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	125,000.
HISPANICS IN PHILANTHROPY FISCAL SPONSOR: RAZOO FOUNDATION ATTN: GRANTS DEPARTMENT, 1020 19TH STREET NW SUITE 800 WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	5,000.
HISPANICS IN PHILANTHROPY FISCAL SPONSOR: RAZOO FOUNDATION ATTN: GRANTS DEPARTMENT, 1020 19TH STREET NW SUITE 800 WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR KELLOGG FOUNDATION MATCH CAMPAIGN.	5,000.
HISPANICS IN PHILANTHROPY FISCAL SPONSOR: RAZOO FOUNDATION ATTN: GRANTS DEPARTMENT, 1020 19TH STREET NW SUITE 800 WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	5,000.
HOLLY MARTINEZ 17705 148TH LANE SE #31E RENTON, WA 98058	NONE	INDIVIDUAL	JOURNALISM SCHOLARSHIP ON POVERTY.	1,000.
HOLY ROSARY PARISH 4139 42ND AVE. SW SEATTLE, WA 98126	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	1,500.
HOPE COMMUNITY CENTER 1016 N. PARK AVE. APOPKA, FL 32712	NONE	509(A)(1) OR (A)(2)	FOR YOUTH PROGRAMS AND ADULT EDUCATION OF MIGRANTS.	10,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
HUMANE SOCIETY FOR SEATTLE - KING COUNTY 13212 SE EASTGATE WAY BELLEVUE, WA 98005	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200.
ILLINOIS COALITION FOR IMMIGRANT AND REFUGEE RIGHTS 55 EAST JACKSON BLVD., SUITE 2075 CHICAGO, IL 60604	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
INDEPENDENT SECTOR 1602 L STREET NW, SUITE 900 WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200,000.
INNER-CITY MUSLIM ACTION NETWORK 2744 WEST 63RD STREET CHICAGO, IL 60629	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200,000.
INNERCITY STRUGGLE 124 NORTH TOWNSEND AVE. LOS ANGELES, CA 90063	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
INTERCULTURAL DEVELOPMENT RESEARCH ASSOCIATION 5815 CALLAGHAN ROAD, SUITE 101 SAN ANTONIO, TX 78228	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	125,000.
INTERFAITH WORKER JUSTICE 1020 WEST BRYN MAWR, 4TH FLOOR CHICAGO, IL 60660-4627	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
INTERNATIONAL EXAMINER 622 S WASHINGTON ST. SEATTLE, WA 98104	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200.
ISAIAH INSTITUTE 5542 CHATHAM DRIVE NEW ORLEANS, LA 70122	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	50,000.
JASON FULLER 3418 MARINO DRIVE SE RIO RANCHO, NM 87124	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
JOBS WITH JUSTICE EDUCATION FUND 1325 MASSACHUSETTS AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	225,000.
KENTUCKY PUBLIC RADIO DBA LOUISVILLE PUBLIC MEDIA 619 S. FOURTH ST. LOUISVILLE, KY 40202	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200.
KIRKLAND INTERFAITH TRANSITIONS IN HOUSING (KITH) 125 STATE STREET S. KIRKLAND, WA 98033	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300.
KPLU FM 88.5 - PACIFIC LUTHERAN UNIVERSITY 12182 PARK AVE S. TACOMA, WA 98447	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	730.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
LA UNIN DEL PUEBLO ENTERO PO BOX 188 SAN JUAN, TX 78589	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	210,000.
LABOR COMMUNITY STRATEGY CENTER 3780 WILSHIRE BLVD., SUITE 1200 LOS ANGELES, CA 90010	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	500,000.
LAKESIDE SCHOOL DEVELOPMENT OFFICE, 14050 1ST AVE NE SEATTLE, WA 98125	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	2,230.
LAKESIDE SCHOOL DEVELOPMENT OFFICE, 14050 1ST AVE NE SEATTLE, WA 98125	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	700.
LATINO CENTER FOR PREVENTION AND ACTION IN HEALTH AND WELFARE 450 W. 4TH STREET, SUITE 130 SANTA ANA, CA 92701	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
LATINO CENTER FOR PREVENTION AND ACTION IN HEALTH AND WELFARE 450 W. 4TH STREET, SUITE 130 SANTA ANA, CA 92701	NONE	509(A)(1) OR (A)(2)	FOR CREATION OF LATINO HEALTH ACCESS COMPUTER LAB.	25,000.
LATINO COMMUNITY FUND OF WASHINGTON STATE PO BOX 30669 SEATTLE, WA 98103	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	1,380.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
LATINO COMMUNITY FUND OF WASHINGTON STATE PO BOX 30669 SEATTLE, WA 98103	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	640.
LATINO COMMUNITY FUND OF WASHINGTON STATE PO BOX 30669 SEATTLE, WA 98103	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	600.
LAURIANO RIVERA 4328 N RIDGEWAY AVE CHICAGO, IL 60618	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
LEADERSHIP CENTER FOR THE COMMON GOOD 11 DUPONT CIRCLE, SUITE 240 WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200,000.
LEADERSRING FISCAL SPONSOR: THE TIDES CENTER 655 13TH STREET, SUITE 100 OAKLAND, CA 94612	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	5,000.
LEAGUE OF WOMEN VOTERS OF FLORIDA EDUCATION FUND 540 BEVERLY COURT TALLAHASSEE, FL 32301	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	3,000.
LES FAERIES VERTES 9558 GREENWOOD AVE. N. #106 SEATTLE, WA 98103	NONE	509(A)(1) OR (A)(2)	GENERAL SUPPORT.	750.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
LESTER MEZA 221 3/4 S BONNIE BEACH PLAZA LOS ANGELES, CA 90023	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
LEUKEMIA & LYMPHOMA SOCIETY 3715 NORTHSIDE PARKWAY, BLDG. 400, STE. 300 ATLANTA, GA 30327	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300.
LISA GRAY-GARCIA 1230 MARKET STREET #137 SAN FRANCISCO, CA 94102	NONE	INDIVIDUAL	JOURNALISM FELLOWSHIP ON POVERTY.	4,000.
LIVING CLASSROOMS FOUNDATION 802 S. CAROLINE STREET BALTIMORE, MD 21231	NONE	509(A)(1) OR (A)(2)	SUPPORT OF THE TURNING THE CORNER ACHIEVEMENT PROGRAM WHICH HELPS TO BRIDGE THE GAP BETWEEN ELEMENTARY & HIGH SCHOOL PROGRAMS PARTICULARLY MIDDLE SCHOOL YOUTH.	5,000.
LOGAN SQUARE NEIGHBORHOOD ASSOCIATION 2840 N. MILWAUKEE AVE. CHICAGO, IL 60618	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	157,500.
LORREN DEMETRA DANGERFIELD 1535 REVERE AVENUE SAN FRANCISCO, CA 94124	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
LOS ANGELES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVENUE, SUITE 202 LOS ANGELES, CA 90017	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	350,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
LOUISIANA CHILDREN'S MUSEUM 420 JULIA STREET NEW ORLEANS, LA 70130	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
LA HSG ALLIANCE FISCAL SPONSOR: GREATER NEW ORLEANS FAIR HSG ACTION CENTER 460 N. 11TH STREET BATON ROUGE, LA 70802	NONE	509(A)(1) OR (A)(2)	FOR USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING TO ENSURE THE PRESERVATION AND PRODUCTION OF QUALITY AFFORDABLE HOUSING FOR LOW- AND MODERATE-INCOME LOUISIANANS AND THOSE WITH SPECIAL NEEDS.	75,000.
LOUISIANA JUSTICE INSTITUTE 1631 ELYSIAN FIELDS AVENUE NEW ORLEANS, LA 70117	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	75,000.
LOWER 9TH WARD NEIGHBORHOOD EMPOWERMENT NETWORK ASSOCIATION 1120 LAMANCHE STREET NEW ORLEANS, LA 70117	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	75,000.
LUSSIER COMMUNITY EDUCATION CENTER 55 S. GAMMON ROAD MADISON, WI 53717	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	4,500.
MADISON AREA TECHNICAL COLLEGE FOUNDATION 3550 ANDERSON STREET, ROOM 254 MADISON, WI 53704	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	6,000.
MADISON CHILDREN'S MUSEUM FOUNDATION 100 N. HAMILTON STREET MADISON, WI 53703	NONE	509(A)(3) - TYPE II	FOR GENERAL SUPPORT.	7,500.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
MADISON SYMPHONY ORCHESTRA 222 WEST WASHINGTON AVE. SUITE 460 MADISON, WI 53703	NONE	509(A)(1) OR (A)(2)	FOR MUSIC EDUCATION.	3,000.
MADISON SYMPHONY ORCHESTRA 222 WEST WASHINGTON AVE. SUITE 460 MADISON, WI 53703	NONE	509(A)(1) OR (A)(2)	FOR MUSIC EDUCATION.	7,800.
MARIN COUNTY GRASSROOTS LEADERSHIP NETWORK 30 NORTH SAN PEDRO ROAD, SUITE 290 SAN RAFAEL, CA 94903	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
MASTERFLIGHT FOUNDATION 600 IL ROUTH 173 RICHMOND, IL 60071	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	5,000.
MASTERFLIGHT FOUNDATION 600 IL ROUTH 173 RICHMOND, IL 60071	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	5,000.
MAURA RODRIGUEZ 3336 W. TONTO STREET PHOENIX, AZ 85009	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
MICHELS EDUCATION INSTITUTE 3020 MARCONI AVENUE SACRAMENTO, CA 95821	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	15,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
MICHIGAN NONPROFIT ASSOCIATION 330 MARSHALL ST, SUITE 200 LANSING, MI 48912	NONE	509(A)(1) OR (A)(2)	FOR BUILDING ADVOCACY INFRASTRUCTURE IN MICHIGAN.	50,000.
MISSISSIPPI IMMIGRANTS RIGHTS ALLIANCE (MIRA) 612 N. STATE STREET JACKSON, MS 39202	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
MISSISSIPPI LOW-INCOME CHILD CARE INITIATIVE PO BOX 204 BILOXI, MS 39533	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
MOUNT SINAI HOSPITAL - ADOLESCENT HEALTH CENTER ONE GUSTAVE LEVY PLACE NEW YORK, NY 10029-6574	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT FOR THE ADOLESCENT HEALTH CENTER.	35,000.
MOUNT SINAI SCHOOL OF MEDICINE 1 GUSTAR LEVY PLACE NEW YORK, NY 10128	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	30,000.
MUJERES LATINAS EN ACCIN 2124 WEST 21ST PLACE CHICAGO, IL 60608	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	127,500.
MUSIC FOR AUTISM PO BOX 569, LENOX HILL STATION NEW YORK, NY 10021-9998	NONE	509(A)(1) OR (A)(2)	TO SUPPORT FULLY SUBSIDIZED MUSIC PROGRAMS FOR INDIVIDUALS WITH AUTISM.	5,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL ASSOCIATION FOR THE ADVANCEMENT OF COLORED PEOPLE (NAACP) 4805 MT. HOPE DRIVE BALTIMORE, MD 21215	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
NAT'L ASSOC OF LATINO ELECTED & APPOINTED OFFICIALS EDUCATIONAL FUND (NALEO) 1122 W. WASHINGTON BLVD., 3RD FLOOR LOS ANGELES, CA 90015	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET NW, SUITE 200 WASHINGTON, DC 20005	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	500.
NATIONAL COUNCIL OF CHURCHES USA 110 MARYLAND AVENUE NE, SUITE 108 WASHINGTON, DC 20002	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
NATIONAL DOMESTIC WORKERS ALLIANCE 330 SEVENTH AVE., 19TH FLOOR NEW YORK, NY 10001	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
NATIONAL GAY AND LESBIAN TASK FORCE 80 MAIDEN LANE, SUITE 1504 NEW YORK, NY 10038	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	500.
NATIONAL PEOPLE'S ACTION 810 N. MILWAUKEE AVENUE CHICAGO, IL 60642	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATIONAL URBAN LEAGUE 120 WALL STREET, 8TH FLOOR NEW YORK, NY 10005	NONE	509(A)(1) OR (A)(2)	FOR EDUCATION AND ADVOCACY FOR LOW-INCOME AFRICAN-AMERICAN COMMUNITIES, IN PARTNERSHIP WITH CASEY FAMILY PROGRAMS.	100,000.
NATURAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET NEW YORK, NY 10011	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	3,000.
NEW FACULTY MAJORITY FDTN FISCAL SPONSOR: COMM TRAINING & ASSISTANCE CENTER 1700 W. MARKET STREET, SUITE 159 AKRON, OH 44313	NONE	509(A)(1) OR (A)(2)	FOR NEW FACULTY MAJORITY FOUNDATION.	15,000.
NEW PARTNERSHIP FOUNDATION 11518 E. WIMBLEY COURT CERRITOS, CA 90703	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	30,000.
NONPROFIT ASSISTANCE CENTER 1618 S. LANE STREET, SUITE 201 SEATTLE, WA 98144	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
NORTH STAR FUND 520 8TH AVE., SUITE 2203 NEW YORK, NY 10018-6656	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	400.
NYC OUTWARD BOUND 29-46 NORTHERN BLVD LONG ISLAND CITY, NY 11101	NONE	509(A)(1) OR (A)(2)	SUPPORT FOR NYC OUTWARD BOUND'S GROWING NETWORK OF PUBLIC SCHOOLS AND ITS ADVENTURE AND TEAM BUILDING PROGRAMS FOR YOUTH OUTSIDE OF OUR NETWORK.	5,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
OFFICINA LEGAL DEL PUEBLO UNIDO DBA SOUTH TEXAS CIVIL RIGHTS PROJECT 1017 WEST HACKBERRY ALAMO, TX 78516	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	120,000.
PACIFIC LUTHERAN UNIVERSITY OFFICE OF DEVELOPMENT, 12165 PACIFIC AVENUE TACOMA, WA 98447-0003	NONE	509(A)(1) OR (A)(2)	FOR THE LOREN AND MARYANN ANDERSON WANG CENTER STUDENT-FACULTY RESEARCH FUND	20,000.
PAM G. DEMPSEY COLLEGE OF MEDIA, 119 GREGORY HALL, 810 S. WRITE ST. URBANA, IL 61801	NONE	INDIVIDUAL	JOURNALISM FELLOWSHIP ON POVERTY.	4,000.
PARENTS FOR PUBLIC SCHOOLS 200 NORTH CONGRESS STREET, SUITE 500 JACKSON, MS 39201	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
PARTNERSHIP FOR COMMUNITY ACTION 318 ISLETA BOULEVARD SW ALBUQUERQUE, NM 87110	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	120,000.
PEDRO LOPEZ 6236 W. MARIPOSA STREET PHOENIX, AZ 85033	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
PHILANTHROPY NORTHWEST 2101 4TH AVE., SUITE 650 SEATTLE, WA 98121	NONE	509(A)(1) OR (A)(2)	TO SUPPORT THE EQUAL VOICE NATIONAL CONVENING 2012 IN LOS ANGELES, CA IN ACCORDANCE WITH THE ATTACHED MEMORANDUM OF UNDERSTANDING.	494,252.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
PHILANTHROPY NORTHWEST 2101 4TH AVE., SUITE 650 SEATTLE, WA 98121	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	600.
PHILANTHROPY NORTHWEST 2101 4TH AVE., SUITE 650 SEATTLE, WA 98121	NONE	509(A)(1) OR (A)(2)	FOR CAPACITY-BUILDING CAMPAIGN.	50,000.
PICO NATIONAL NETWORK 171 SANTA ROSA AVENUE OAKLAND, CA 94610	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	750,000.
PLAN INTERNATIONAL USA DBA PLAN USA 1255 23RD STREET, NW, SUITE 300 WASHINGTON, DC 20037	NONE	509(A)(1) OR (A)(2)	FOR THE 'BECAUSE I'M A GIRL' PROGRAM.	30,000.
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W. 33RD STREET NEW YORK, NY 10001	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	500.
PLANNED PARENTHOOD OF GREATER ORLANDO 726 S. TAMPA AVENUE ORLANDO, FL 32805	NONE	509(A)(1) OR (A)(2)	FOR HEALTH SERVICES FOR LOW INCOME WOMEN.	10,000.
PLANNED PARENTHOOD OF GREATER ORLANDO 726 S. TAMPA AVENUE ORLANDO, FL 32805	NONE	509(A)(1) OR (A)(2)	FOR HEALTH SERVICES FOR LOW-INCOME WOMEN.	1,500.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
PLANNED PARENTHOOD OF THE GREAT NORTHWEST 2001 E. MADISON STREET SEATTLE, WA 98122	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200.
PRIMAVERA FOUNDATION 702 SOUTH 6TH AVENUE TUCSON, AZ 85701	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
PROGRESSIVE TECHNOLOGY PROJECT 2801 21ST AVENUE S, SUITE 132E MINNEAPOLIS, MN 55407	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
PROJECT SOUTH: INSTITUTE FOR THE ELIMINATION OF POVERTY & GENOCIDE 9 GAMMON AVENUE ATLANTA, GA 30315	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	600.
PROMISE ARIZONA FISCAL SPONSOR: CENTER FOR COMMUNITY CHANGE PO BOX 18181 PHOENIX, AZ 85005	NONE	509(A)(1) OR (A)(2)	FOR ENGAGEMENT OF COMMUNITY LEADERS IN ADVOCACY FOR IMPROVED EDUCATION AND IMMIGRATION POLICIES, USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	120,000.
PUBLIC EDUCATION NETWORK 601 13TH ST. NW SUITE 710 SOUTH WASHINGTON, DC 20005	NONE	509(A)(1) OR (A)(2)	TO SUPPORT COLLEGE AND CAREER-READY COMPACT (CCRC).	50,000.
PUBLIC EDUCATION NETWORK 601 13TH ST. NW SUITE 710 SOUTH WASHINGTON, DC 20005	NONE	509(A)(1) OR (A)(2)	TO FUND PUBLISHING OF NEWSBLAST THROUGH THE END OF FY2012.	20,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PUBLIC INTEREST PROJECTS: STATE CAPACITY & INNOVATION FUND 45 W. 36TH ST. 6TH FLOOR NEW YORK, NY 10018	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
PUSHBACK NETWORK C/O TONY ZISA, 245 8TH AVE #154 NEW YORK, NY 10011	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	250,000.
RADIO BILINGUE 5005 E. BELMONT AVE. FRESNO, CA 93727	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
RESOURCE GENERATION FISCAL SPONSOR: THIRD SECTOR NEW ENGLAND 89 SOUTH STREET, SUITE 700 BOSTON, MA 02111	NONE	509(A)(1) OR (A)(2)	FOR GENERAL OPERATING SUPPORT.	25,000.
ROBERT F. KENNEDY CENTER FOR JUSTICE AND HUMAN RIGHTS 1367 CONNECTICUT AVENUE NW, SUITE 200 WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR GENERAL OPERATING SUPPORT.	50,000.
SACRED HEART CATHEDRAL PREPARATORY 1055 ELLIS STREET SAN FRANCISCO, CA 94109	NONE	509(A)(1) OR (A)(2)	FOR 2012 WALKATHON SPONSORSHIP OF ALYNNA VEGA.	300.
SACRED HEART CATHEDRAL PREPARATORY 1055 ELLIS STREET SAN FRANCISCO, CA 94109	NONE	509(A)(1) OR (A)(2)	FOR 2012 WALKATHON SPONSORSHIP OF AMANDA VEGA.	300.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
SACRED HEART OF JESUS PARISH 205 2ND AVE. N. SEATTLE, WA 98109	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	2,700.
SACRED HEART OF JESUS PARISH 205 2ND AVE. N. SEATTLE, WA 98109	NONE	509(A)(1) OR (A)(2)	FOR SUPPORT OF SACRED HEART FOOD & ASSISTANCE PROGRAM	30,000.
SAN FRANCISCO SENATORS PO BOX 94612 SAN FRANCISCO, CA 94124	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	6,000.
SAN FRANCISCO SENATORS PO BOX 94612 SAN FRANCISCO, CA 94124	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	9,000.
SEATTLE INFANT DEVELOPMENT CENTER 1217 6TH AVENUE SEATTLE, WA 98101	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	400.
SEATTLE INTERNATIONAL FILM FESTIVAL (SIFF) 400 9TH AVENUE NORTH SEATTLE, WA 98109	NONE	509(A)(1) OR (A)(2)	FOR MEMBERSHIP/DONATION.	250.
SEATTLE INTERNATIONAL FOUNDATION 500 UNION STREET, SUITE 801 SEATTLE, WA 98101	NONE	509(A)(3) - TYPE 1	FOR HUMANOSPHERE OPERATIONS.	20,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
SERGIO RODRIGUEZ 8001 W. MINNEZONA AVE. PHOENIX, AZ 85033	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
SHELDON LAMAR SMITH 2136 E 68TH STREET CHICAGO, IL 60649	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
SHUNPIKE ARTS COLLECTIVE 3518 FREMONT AVE N, #118 SEATTLE, WA 98103-8814	NONE	509(A)(1) OR (A)(2)	TO SUPPORT THE SATORI GROUP.	250.
SOCIAL JUSTICE FUND NORTHWEST 603 STEWART STREET, SUITE 1007 SEATTLE, WA 98101	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	750,000.
SOCIAL JUSTICE FUND NORTHWEST 603 STEWART STREET, SUITE 1007 SEATTLE, WA 98101	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200.
SOUTH BY SOUTHWEST EXPERIMENT FISCAL SPONSOR: SOUTHWEST ORGANIZING PROJECT 211 10TH STREET SW ALBUQUERQUE, NM 87102	NONE	509(A)(1) OR (A)(2)	2012 PATINO-MOORE LEGACY AWARD RECIPIENT.	150,000.
SOUTH TEXAS ADULT RESOURCE AND TRAINING CENTER 743 NORTH SAM HOUSTON BLVD. SAN BENITO, TX 78586	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	75,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
SOUTHERN ECHO 1350 LIVINGSTON LANE, SUITE C JACKSON, MS 39213	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200.
SOUTHERN EDUCATION FOUNDATION 135 AUBURN AVE. NE, 2ND FLOOR ATLANTA, GA 30303	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	187,500.
SOUTHERN MUTUAL HELP ASSOCIATION 3602 OLD JEANERETTE ROAD NEW IBERIA, LA 70563	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
SOUTHWEST ORGANIZING PROJECT 211 10TH STREET SW ALBUQUERQUE, NM 87102	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	247,500.
SOUTHWEST ORGANIZING PROJECT 2609 W. 63RD STREET CHICAGO, IL 60629	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
ST. MARK'S CATHEDRAL 1245 104TH AVENUE EAST SEATTLE, WA 98102	NONE	509(A)(1) OR (A)(2)	GENERAL SUPPORT.	10,000.
ST. MARY'S S.F. YOUTH BASKETBALL CLUB 163 LONGFORD DRIVE SOUTH SAN FRANCISCO, CA 94080	NONE	509(A)(1) OR (A)(2)	TO CREATE A FIRST-CLASS TRAINING PROGRAM AVAILABLE FOR INTERESTED KIDS FROM DIVERSE CULTURES, RACE AND ECONOMIC BACKGROUNDS; EMPHASIZING ACADEMIC ACHIEVEMENT IN ACCORD WITH ATHLETIC EXPERTISE AND ACCOMPLISHMENT FOR EVERYONE PARTICIPATING.	30,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
STATE VOICES 719 GRISWOLD STREET, SUITE 600 DETROIT, MI 48226	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	250,000.
STATEWIDE POVERTY ACTION NETWORK FISCAL SPONSOR: SOLID GROUND 1501 N. 45TH STREET SEATTLE, WA 98103	NONE	509(A)(1) OR (A)(2)	FOR USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING TO ENGAGE LOW-INCOME FAMILIES IN EFFECTING POLICIES THAT HAVE A POSITIVE IMPACT ON THEIR LIVES.	112,500.
SWARTHMORE COLLEGE 500 COLLEGE AVENUE SWARTHMORE, PA 19081	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	500.
TENNESSEANS FOR FAIR TAXATION P. O. BOX 68427, 1103 CHAPEL AVE NASHVILLE, TN 37206	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
TENNESSEE IMMIGRANT AND REFUGEE RIGHTS COALITION (TIRRC) 446 METROPLEX DRIVE, BLDG A, SUITE 224 NASHVILLE, TN 37211	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
TEWA WOMEN UNITED PO BOX 397 SANTA CRUZ, NM 87567	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	105,000.
TEXAS CIVIC ENGAGEMENT TABLE FISCAL SPONSOR: YOUTH AND FAMILY ALLIANCE 503 WALSH STREET AUSTIN, TX 78703	NONE	509(A)(1) OR (A)(2)	FOR SUPPORTING STATEWIDE ADVOCACY AND CIVIC ENGAGEMENT THROUGH STRATEGIC COLLABORATION AND RESOURCE SHARING WITH A NETWORK OF NONPROFIT PARTNER ORGANIZATIONS, IN ALIGNMENT WITH THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	450,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
TEXAS RIOGRANDE LEGAL AID 300 S. TEXAS BLVD. WESLACO, TX 78596	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	187,500.
THE ASPEN INSTITUTE 281 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	509(A)(1) OR (A)(2)	TO SUPPORT ASPEN ROUNDTABLE ON COMMUNITY CHANGE.	25,000.
THE BERTSCHI SCHOOL 2227 10TH AVENUE E SEATTLE, WA 98102	NONE	509(A)(1) OR (A)(2)	FOR GENERAL OPERATING SUPPORT.	200.
THE BERTSCHI SCHOOL 2227 10TH AVENUE E SEATTLE, WA 98102	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200.
THE GREEN BAG PROJECT CELEBRATION 34747 CARES, PO BOX 470893 CELEBRATION, FL 34747	NONE	509(A)(1) OR (A)(2)	FOR 34747 CARES TO FEED HOMELESS CHILDREN.	3,000.
THE RIGHTS OF THE CHILD 118 LITTLE PHILADELPHIA ROAD WASHINGTON, NJ 07888	NONE	509(A)(1) OR (A)(2)	TO PROVIDE FOOD FOR ORPHANS ON THE THAI/MYANMAR BORDER.	5,000.
THE TASK FORCE FOR GLOBAL HEALTH 325 SWANTON WAY DECATUR, GA 30300	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	10,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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 TIDES CENTER - WOMEN'S LEADERSHIP CIRCLES 6230-A WILSHIRE BLVD, SUITE 2115 LOS ANGELES, CA 90048	NONE	509(A)(1) OR (A)(2)	FOR ADVISORY BOARD CONVENING, OCTOBER 2012.	10,000.
TRINITY CATHEDRAL 2620 CAPITOL AVENUE SACRAMENTO, CA 95816	NONE	509(A)(1) OR (A)(2)	GENERAL SUPPORT OF CHURCH THAT PROVIDES A VARIETY OF COMMUNITY SERVICES.	5,000.
UCLA LABOR CENTER - UNITED WE DREAM NETWORK FISCAL SPONSOR: REGENTS UCLA 10945 LECONTE AVE., SUITE 1103 LOS ANGELES, CA 90095	NONE	509(A)(1) OR (A)(2)	FOR GENERAL OPERATING SUPPORT FOR DREAM SUMMER.	15,000.
UNITED CONGRESS OF COMM & RELG ORGS FISCAL SPNSR: INNER-CITY MUSLIM ACT NET 1542 W. 79TH STREET CHICAGO, IL 60620	NONE	509(A)(1) OR (A)(2)	FOR FAMILY ENGAGEMENT, LEADERSHIP DEVELOPMENT, NETWORK DEVELOPMENT AND POLICY ADVOCACY TO ADVANCE EQUITY FOR LOW-INCOME FAMILIES USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	150,000.
UNITED WAY OF CENTRAL MARYLAND 100 S. CHARLES STREET BALTIMORE, MD 21203	NONE	509(A)(1) OR (A)(2)	TO SUPPORT THE ASSOCIATED BLACK CHARITIES FOR THEIR WORK WITH INNER-CITY CHILDREN AND FAMILIES.	15,000.
UNIVERSITY OF MARYLAND FOUNDATION FOR UMBC 3300 METZEROTT ROAD ADELPHI, MD 20783	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	27,000.
UNIVERSITY OF MARYLAND FOUNDATION FOR UMBC 3300 METZEROTT ROAD ADELPHI, MD 20783	NONE	509(A)(1) OR (A)(2)	TO SUPPORT TEACHING AND LEARNING AT UMBC (FACULTY AND STUDENTS).	30,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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 WASHINGTON FOUNDATION - THOMAS FRANCIS FUND UNIVERSITY OF WASHINGTON SCHOOL OF PUBLIC HEALTH, BOX 357230 SEATTLE, WA 98195	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	5,000.
URBAN HABITAT 1212 BROADWAY, SUITE 500 OAKLAND, CA 94612	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
VASHON UNITED METHODIST CHURCH PO BOX 330 VASHON, WA 98070	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	4,500.
VASHON UNITED METHODIST CHURCH PO BOX 330 VASHON, WA 98070	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	1,500.
VASHON UNITED METHODIST CHURCH PO BOX 330 VASHON, WA 98070	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	1,500.
VASHON UNITED METHODIST CHURCH PO BOX 330 VASHON, WA 98070	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	1,500.
VERA PROJECT 305 HARRISON STREET SEATTLE, WA 98109	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	250.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
VILLAGE OF HOPE FISCAL SPONSOR: PEOPLE'S INSTITUTE FOR SURVIVAL AND BEYOND 9421 18TH AVENUE SW SEATTLE, WA 98106	NONE	509(A)(1) OR (A)(2)	FOR FAMILY ENGAGEMENT, LEADERSHIP DEVELOPMENT, ORGANIZING AND POLICY ADVOCACY TO REDUCE RACIAL INEQUITIES AND PROMOTE COMMUNITY WELL-BEING, USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	80,000.
VOICES FOR ALABAMA'S CHILDREN PO BOX 4576 MONTGOMERY, AL 36103	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
W. HAYWOOD BURNS INSTITUTE 180 HOWARD STREET, SUITE 320 SAN FRANCISCO, CA 94105	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	187,500.
WELLSPRING, INC. P.O BOX 1927 LOUISVILLE, KY 40201-1927	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	2,000.
WILLIAMS COLLEGE 75 PARK STREET WILLIAMSTOWN, MA 01267	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200.
WINDCALL INSTITUTE FISCAL SPONSOR: COMMON COUNSEL FOUNDATION 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	NONE	509(A)(1) OR (A)(2)	FOR DEVELOPMENT OF A THREE-YEAR STRATEGIC PLAN.	15,000.
WISCONSIN PUBLIC RADIO ASSOCIATION INC. 821 UNIVERSITY AVE. MADISON, WI 53706	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	3,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3a Grants and Contributions Paid During the Year**

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
WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104	NONE	509(A)(1) OR (A)(2)	FOR GENERAL OPERATING SUPPORT AND RE-GRANTING TO YOUTH-SERVING ORGANIZATIONS.	45,000.
WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104	NONE	509(A)(1) OR (A)(2)	FOR GENERAL OPERATING SUPPORT.	10,000.
WOMEN'S FOUNDATION OF CALIFORNIA 340 PINE STREET, SUITE 302 SAN FRANCISCO, CA 94104	NONE	509(A)(1) OR (A)(2)	TEN THOUSAND DOLLARS FOR GENERAL SUPPORT AND \$30,000 TO RE-GRANT TO STRENGTHEN THE CAPACITY OF EMERGING YOUTH-SERVING ORGANIZATIONS THROUGHOUT CALIFORNIA, PARTICULARLY THOSE SERVING LOW-INCOME COMMUNITIES, COMMUNITIES OF COLOR AND IMMIGRANT COMMUNITIES.	40,000.
WORKING PARTNERSHIPS USA 2102 ALMADEN ROAD, SUITE 107 SAN JOSE, CA 95125	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
YMCA OF GREATER LONG BEACH COMMUNITY DEVELOPMENT BRANCH 525 E. 7TH ST LONG BEACH, CA 90813	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
YWCA MADISON 101 EAST MIFFLIN STREET, SUITE 100 MADISON, WI 53703	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	10,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
ARISE CITIZENS' POLICY PROJECT PO BOX 1188 MONTGOMERY, AL 36101	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
ARISE SUPPORT CENTER 1417 S. TOWER ROAD ALAMO, TX 78516	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
ASIAN AMERICANS/PACIFIC ISLANDERS IN PHILANTHROPY (AAPIP) 211 SUTTER STREET, SUITE 600 SAN FRANCISCO, CA 94108	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
ASPEN INSTITUTE: ASPEN FORUM FOR COMMUNITY SOLUTIONS ONE DUPONT CIRCLE, NW SUITE 700 WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	250,000.
ASSOCIATION OF BLACK FOUNDATION EXECUTIVES (ABFE) 333 7TH AVENUE, 14TH FLOOR NEW YORK, NY 10001	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
ASSOCIATION OF BLACK FOUNDATION EXECUTIVES (ABFE) 333 7TH AVENUE, 14TH FLOOR NEW YORK, NY 10001	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	5,000.
BLACK ALLIANCE FOR JUST IMMIGRATION 1212 BROADWAY, SUITE 842 OAKLAND, CA 94615	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
<b>Total from continuation sheets</b>				13,690,000.

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
BORDER NETWORK FOR HUMAN RIGHTS 2115 N. PIEDRAS EL PASO, TX 79930	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	375,000.
CALIFORNIA CHILD CARE RESOURCE AND REFERRAL NETWORK - PARENT VOICES 111 NEW MONTGOMERY STREET, 7TH FLOOR SAN FRANCISCO, CA 94105	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	187,500.
CAMPESINOS SIN FRONTERAS 725 E. MAIN STREET, SUITE 11 SOMERTON, AZ 85350	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
CAUSA JUSTA :: JUST CAUSE 3268 SAN PABLO AVENUE OAKLAND, CA 94608	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	225,000.
CENTER FOR COMMUNITY ACTION AND ENVIRONMENTAL JUSTICE (CCA EJ) 7701 MISSION BOULEVARD JURUPA VALLEY, CA 92509	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	225,000.
CENTER FOR THIRD WORLD ORGANIZING 1218 E. 21ST STREET OAKLAND, CA 94606	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
CENTRO BINACIONAL PARA EL DESARROLLO INDGENA OAXAQUEO 744 N. ABBY STREET FRESNO, CA 93701	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	75,000.
CENTRO POR LA JUSTICIA DBA SOUTHWEST WORKERS' UNION 1416 E. COMMERCE SAN ANTONIO, TX 78205	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
COALITION FOR HUMANE IMMIGRANT RIGHTS OF LOS ANGELES 2533 WEST 3RD STREET, SUITE 101 LOS ANGELES, CA 90057	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
CONSEJO DE FEDERACIONES MEXICANAS EN NORTE AMERICA (COFEM) 125 PASEO DE LA PLAZA, SUITE 101 LOS ANGELES, CA 90012	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	450,000.
EAST BAY ALLIANCE FOR A SUSTAINABLE ECONOMY 1814 FRANKLIN STREET, SUITE 325 OAKLAND, CA 94612	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	175,000.
EDGAR RICARDO ZAMUDIO GUILLEN 1336 E. WILLETTA STREET #12 PHOENIX, AZ 85006	NONE	INDIVIDUAL	SARGENT SHRIVER YOUTH WARRIORS AGAINST POVERTY AWARD	5,000.
ELLA BAKER CENTER FOR HUMAN RIGHTS 1970 BROADWAY, SUITE 450 OAKLAND, CA 94612	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
FAMILY SUPPORT NETWORK - OAK VALLEY HOSPITAL DISTRICT 1405 WEST F STREET, SUITE A OAKDALE, CA 95361	NONE	509(A)(1) OR (A)(2)	TO PROVIDE HEALTH CARE INFORMATION AND ASSISTANCE WITH THE IMMIGRATION AND CITIZENSHIP PROCESS.	5,000.
FARMWORKERS SELF-HELP FISCAL SPONSOR: FARMWORKER ASSOCIATION OF FLORIDA 37240 CALLE DE MILAGROS DADE CITY, FL 33523	NONE	509(A)(1) OR (A)(2)	FOR DEVELOPING LEADERSHIP AMONG FARMWORKERS FOR POLICY ADVOCACY USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	75,000.
GAMALIEL FOUNDATION 203 NORTH WABASH, SUITE 808 CHICAGO, IL 60601	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	277,500.
GEORGIA STRATEGIC ALLIANCE FOR NEW DIRECTIONS & UNIFIED POLICIES (STAND-UP) 501 PULLIAM STREET SW, SUITE 500 ATLANTA, GA 30312	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	375,000.
HISPANIC INTEREST COALITION OF ALABAMA PO BOX 190299 BIRMINGHAM, AL 35219	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
ILLINOIS COALITION FOR IMMIGRANT AND REFUGEE RIGHTS 55 EAST JACKSON BLVD., SUITE 2075 CHICAGO, IL 60604	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	450,000.
INNER-CITY MUSLIM ACTION NETWORK 2744 WEST 63RD STREET CHICAGO, IL 60629	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	200,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
INTERFAITH WORKER JUSTICE 1020 WEST BRYN MAWR, 4TH FLOOR CHICAGO, IL 60660-4627	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
ISAIAH INSTITUTE 5542 CHATHAM DRIVE NEW ORLEANS, LA 70122	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	50,000.
JOBS WITH JUSTICE EDUCATION FUND 1325 MASSACHUSETTS AVENUE NW, SUITE 200 WASHINGTON, DC 20005	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	225,000.
JUVENILE JUSTICE PROJECT OF LOUISIANA 1600 ORETHA CASTLE HALEY BLVD. NEW ORLEANS, LA 70113	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
KHMER GIRLS IN ACTION 1355 REDONDO AVE., SUITE 9 LONG BEACH, CA 90804	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	225,000.
LA UNIN DEL PUEBLO ENTERO PO BOX 188 SAN JUAN, TX 78589	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	210,000.
LATINO CENTER FOR PREVENTION AND ACTION IN HEALTH AND WELFARE 450 W. 4TH STREET, SUITE 130 SANTA ANA, CA 92701	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
LEADERSHIP CENTER FOR THE COMMON GOOD 11 DUPONT CIRCLE, SUITE 240 WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
LEADERSHIP INSTITUTE FISCAL SPONSOR: SANTA FE INDIAN SCHOOL 1501 CERRILLOS ROAD SANTA FE, NM 87501	NONE	509(A)(1) OR (A)(2)	FOR DEVELOPMENT OF NATIVE AMERICAN LEADERS AND ENGAGEMENT IN POLICY ADVOCACY USING THE EQUAL VOICE FRAMEWORK.	300,000.
LOGAN SQUARE NEIGHBORHOOD ASSOCIATION 2840 N. MILWAUKEE AVE. CHICAGO, IL 60618	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	157,500.
MCINTOSH SUSTAINABLE ENVIRONMENT AND ECONOMIC DEVELOPMENT 210 MUNRO STREET DARIEN, GA 31305	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
MISSISSIPPI LOW-INCOME CHILD CARE INITIATIVE PO BOX 204 BILOXI, MS 39533	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
MISSISSIPPI WORKERS' CENTER FOR HUMAN RIGHTS 213 MAIN STREET GREENVILLE, MS 38701	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	50,000.
NATIONAL COUNCIL OF CHURCHES USA 110 MARYLAND AVENUE NE, SUITE 108 WASHINGTON, DC 20002	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
<b>Total from continuation sheets</b>				



**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
NATIONAL COUNCIL OF LA RAZA 1126 16TH STREET NW, 6TH FLOOR WASHINGTON, DC 20036	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
NATIONAL DOMESTIC WORKERS ALLIANCE 330 SEVENTH AVE., 19TH FLOOR NEW YORK, NY 10001	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
NEW YORK PRESBYTERIAN HOSPITAL - FARRELL CLINIC 610 W 158TH STREET NEW YORK, NY 10032	NONE	509(A)(1) OR (A)(2)	IMPROVEMENT OF PATIENT SATISFACTION BY INCREASING ACCESS TO PATIENT PORTAL AND WAITING ROOM DESIGN.	10,000.
OFFICINA LEGAL DEL PUEBLO UNIDO DBA SOUTH TEXAS CIVIL RIGHTS PROJECT 1017 WEST HACKBERRY ALAMO, TX 78516	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	120,000.
ONE VOICE 1072 LYNCH STREET, SUITE 7 JACKSON, MS 39203	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	450,000.
PARENTS FOR PUBLIC SCHOOLS 200 NORTH CONGRESS STREET, SUITE 500 JACKSON, MS 39201	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
PARTNERSHIP FOR COMMUNITY ACTION 318 ISLETA BOULEVARD SW ALBUQUERQUE, NM 87110	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	120,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
PEOPLE ORGANIZED TO WIN EMPLOYMENT RIGHTS 335 SOUTH VAN NESS AVE., 2ND FLOOR SAN FRANCISCO, CA 94103	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	300,000.
PICO NATIONAL NETWORK 171 SANTA ROSA AVENUE OAKLAND, CA 94610	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	750,000.
PROGRESSIVE TECHNOLOGY PROJECT 2801 21ST AVENUE S, SUITE 132E MINNEAPOLIS, MN 55407	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
PROJECT SOUTH: INSTITUTE FOR THE ELIMINATION OF POVERTY & GENOCIDE 9 GAMMON AVENUE ATLANTA, GA 30315	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	375,000.
PROMISE ARIZONA FISCAL SPONSOR: CENTER FOR COMMUNITY CHANGE PO BOX 18181 PHOENIX, AZ 85005	NONE	509(A)(1) OR (A)(2)	FOR ENGAGEMENT OF COMMUNITY LEADERS IN ADVOCACY FOR IMPROVED EDUCATION AND IMMIGRATION POLICIES, USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	120,000.
PROYECTO AZTECA PO BOX 27 SAN JUAN, TX 78589	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	450,000.
PROYECTO JUAN DIEGO PO BOX 8038 BROWNSVILLE, TX 78526	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	210,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information (continued)**3b Grants and Contributions 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
RADIO BILINGUE 5005 E. BELMONT AVE. FRESNO, CA 93727	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	100,000.
SIXTH AVENUE BAPTIST CHURCH 1101 MARTIN LUTHER KING, JR. DRIVE SW BIRMINGHAM, AL 35211	NONE	509(A)(1) OR (A)(2)	TO SUPPORT WORK WITH CHILDREN AND FAMILIES.	5,000.
SOUTHERN MUTUAL HELP ASSOCIATION 3602 OLD JEANERETTE ROAD NEW IBERIA, LA 70563	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	150,000.
SOUTHERN RURAL BLACK WOMEN'S INITIATIVE FISCAL SPONSOR:CHILDREN'S DEF FUND PO BOX 11437 JACKSON, MS 39283	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	450,000.
TENNESSEE HEALTH CARE CAMPAIGN 1103 CHAPEL AVENUE NASHVILLE, TN 37206	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	50,000.
TEXAS ORGANIZING PROJECT EDUCATION FUND 2955 GULF FREEWAY, SUITE B HOUSTON, TX 77003	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	375,000.
UNITED CONGRESS OF COMM & RELG ORGS FISCAL SPNSR: INNER-CITY MUSLIM ACT NET 1542 W. 79TH STREET CHICAGO, IL 60620	NONE	509(A)(1) OR (A)(2)	FOR FAMILY ENGAGEMENT, LEADERSHIP DEVELOPMENT, NETWORK DEVELOPMENT AND POLICY ADVOCACY TO ADVANCE EQUITY FOR LOW-INCOME FAMILIES USING THE EQUAL VOICE FRAMEWORK FOR MOVEMENT BUILDING.	150,000.
<b>Total from continuation sheets</b>				

**Part XV** **Supplementary Information** (continued)

**3b Grants and Contributions 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
UNIVERSITY OF MARYLAND BALTIMORE COUNTY SHRIVER CENTER, CHOICE PROGRAM 1000 HILLTOP CIRCLE BALTIMORE, MD 21250	NONE	GOVERNMENT	FOR GENERAL SUPPORT.	450,000.
UNIVERSITY OF WISCONSIN - CARBONE CANCER CENTER 600 HIGHLAND AVENUE, K4/610 CSC MADISON, WI 53792	NONE	509(A)(1) OR (A)(2)	FOR HISPANIC OUTREACH WITH THE CANCER HEALTH DISPARITIES INITIATIVE.	15,000.
VOICES FOR ALABAMA'S CHILDREN PO BOX 4576 MONTGOMERY, AL 36103	NONE	509(A)(1) OR (A)(2)	FOR GENERAL SUPPORT.	112,500.
WESTERN SERVICE WORKERS ASSOCIATION FISCAL SPONSOR: FRESH PRODUCERS 420 I STREET SACRAMENTO, CA 95814	NONE	509(A)(1) OR (A)(2)	TO SUPPORT THE WESTERN SERVICE WORKERS ASSOCIATION.	5,000.
<b>Total from continuation sheets</b>				

# Underpayment of Estimated Tax by Corporations

Department of the Treasury  
Internal Revenue Service

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

2012

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

Name <b>MARGUERITE CASEY FOUNDATION</b>	Employer identification number <b>91-2062197</b>
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**Note:** Generally, the corporation is not 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) .....		<b>1</b>	171,098.
2 a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 .....	<b>2a</b>		
b 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 .....	<b>2b</b>		
c Credit for federal tax paid on fuels (see instructions) .....	<b>2c</b>		
d Total. Add lines 2a through 2c .....		<b>2d</b>	
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 does not owe the penalty .....		<b>3</b>	171,098.
4 Enter the tax shown on the corporation's 2011 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> .....		<b>4</b>	299,803.
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 .....		<b>5</b>	171,098.

**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 does not owe a penalty (see instructions).

- 6  The corporation is using the adjusted seasonal installment method.
- 7  The corporation is using the annualized income installment method.
- 8  The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

<b>Part III Figuring the Underpayment</b>					
		(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year .....	<b>9</b>	05/15/12	06/15/12	09/15/12	12/15/12
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% of line 5 above in each column. ....	<b>10</b>	42,775.	42,774.	6,967.	78,582.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 .....	<b>11</b>	400,190.	90,000.		
<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 .....	<b>12</b>		357,415.	404,641.	397,674.
13 Add lines 11 and 12 .....	<b>13</b>		447,415.	404,641.	397,674.
14 Add amounts on lines 16 and 17 of the preceding column .....	<b>14</b>				
15 Subtract line 14 from line 13. If zero or less, enter -0- .....	<b>15</b>	400,190.	447,415.	404,641.	397,674.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- .....	<b>16</b>		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 .....	<b>17</b>				
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 .....	<b>18</b>	357,415.	404,641.	397,674.	

**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.**

**Part IV Figuring the Penalty**

	(a)	(b)	(c)	(d)
<b>19</b> Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). <b>(Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)</b> .....	<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 4/15/2012 and before 7/1/2012 .....	<b>21</b>			
<b>22</b> Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 3\%}{366}$ .....	<b>22</b>	\$	\$	\$
<b>23</b> Number of days on line 20 after 06/30/2012 and before 10/1/2012 .....	<b>23</b>			
<b>24</b> Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 3\%}{366}$ .....	<b>24</b>	\$	\$	\$
<b>25</b> Number of days on line 20 after 9/30/2012 and before 1/1/2013 .....	<b>25</b>			
<b>26</b> Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{366}$ .....	<b>26</b>	\$	\$	\$
<b>27</b> Number of days on line 20 after 12/31/2012 and before 4/1/2013 .....	<b>27</b>			
<b>28</b> Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{365}$ .....	<b>28</b>	\$	\$	\$
<b>29</b> Number of days on line 20 after 3/31/2013 and before 7/1/2013 .....	<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 6/30/2013 and before 10/01/2013 .....	<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 9/30/2013 and before 1/1/2014 .....	<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 12/31/2013 and before 2/16/2014 .....	<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>	\$		0.

\* 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.

**Schedule A** Adjusted Seasonal Installment Method and Annualized Income Installment Method (see instructions)

**Form 1120S filers:** For lines 1, 2, 3, and 21, below, "taxable income" refers to excess net passive income or the amount on which tax is imposed under section 1374(a), whichever applies.

**Part I - Adjusted Seasonal Installment Method (Caution:** Use this method only if the base period percentage for

any 6 consecutive months is at least 70%. See instructions.)

		(a)	(b)	(c)	(d)
		First 3 months	First 5 months	First 8 months	First 11 months
<b>1</b>	Enter taxable income for the following periods:				
<b>a</b>	Tax year beginning in 2009 .....				
<b>b</b>	Tax year beginning in 2010 .....				
<b>c</b>	Tax year beginning in 2011 .....				
<b>2</b>	Enter taxable income for each period for the tax year beginning in 2011. (see instructions for the treatment of extraordinary items).				
<b>3</b>	Enter taxable income for the following periods:	First 4 months	First 6 months	First 9 months	Entire year
<b>a</b>	Tax year beginning in 2009 .....				
<b>b</b>	Tax year beginning in 2010 .....				
<b>c</b>	Tax year beginning in 2011 .....				
<b>4</b>	Divide the amount in each column on line 1a by the amount in column (d) on line 3a .....				
<b>5</b>	Divide the amount in each column on line 1b by the amount in column (d) on line 3b .....				
<b>6</b>	Divide the amount in each column on line 1c by the amount in column (d) on line 3c .....				
<b>7</b>	Add lines 4 through 6 .....				
<b>8</b>	Divide line 7 by 3.0 .....				
<b>9a</b>	Divide line 2 by line 8 .....				
<b>b</b>	Extraordinary items (see instructions) .....				
<b>c</b>	Add lines 9a and 9b .....				
<b>10</b>	Figure the tax on the amt on ln 9c using the instr for Form 1120, Sch J, ln 2 (or comparable ln of corp's return) ...				
<b>11a</b>	Divide the amount in columns (a) through (c) on line 3a by the amount in column (d) on line 3a .....				
<b>b</b>	Divide the amount in columns (a) through (c) on line 3b by the amount in column (d) on line 3b .....				
<b>c</b>	Divide the amount in columns (a) through (c) on line 3c by the amount in column (d) on line 3c .....				
<b>12</b>	Add lines 11a through 11c .....				
<b>13</b>	Divide line 12 by 3.0 .....				
<b>14</b>	Multiply the amount in columns (a) through (c) of line 10 by columns (a) through (c) of line 13. In column (d), enter the amount from line 10, column (d) .....				
<b>15</b>	Enter any alternative minimum tax for each payment period (see instructions) .....				
<b>16</b>	Enter any other taxes for each payment period (see instr) .....				
<b>17</b>	Add lines 14 through 16 .....				
<b>18</b>	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) .....				
<b>19</b>	Total tax after credits. Subtract line 18 from line 17. If zero or less, enter -0- .....				

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
OTHER INCOME FROM PARTNERSHIP INVSTMTS	0.	47,094.		
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	47,094.		

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	71,554.	0.		70,168.
TO FM 990-PF, PG 1, LN 16A	71,554.	0.		70,168.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND AUDITING FEES	60,736.	0.		55,696.
TO FORM 990-PF, PG 1, LN 16B	60,736.	0.		55,696.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	1,964,268.	1,964,268.		0.
CONSULTANTS	418,163.	0.		409,496.
INFO SYSTEMS SERVICES	36,217.	0.		31,299.
TO FORM 990-PF, PG 1, LN 16C	2,418,648.	1,964,268.		440,795.



FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN INCOME TAXES	0.	3,287.		0.
EXCISE TAX CURRENT & DEFERRED	478,736.	0.		0.
SALES AND USE TAX	3,117.	0.		3,391.
BUSINESS TAX	125.	0.		125.
PERSONAL PROPERTY TAX	2,176.	0.		2,176.
TO FORM 990-PF, PG 1, LN 18	484,154.	3,287.		5,692.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES & EQUIPMENT	202,317.	0.		203,119.
POSTAGE	12,187.	0.		12,027.
DUES & SUBSCRIPTIONS	10,567.	0.		10,567.
FIDUCIARY & ADVISORY	74,675.	0.		74,675.
INSURANCE	22,155.	0.		22,155.
TEMPORARY SERVICES	121,691.	0.		117,037.
TRAINING	39,472.	0.		39,472.
BANK FEES	3,270.	3,270.		0.
OTHER CHARITABLE PROGRAM SERVICES	1,373,400.	0.		1,352,087.
PARTNERSHIP INVESTMENT EXPENSES	0.	244,291.		0.
TO FORM 990-PF, PG 1, LN 23	1,859,734.	247,561.		1,831,139.

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**FORM 990-PF**                      **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS**                      **STATEMENT**                      **7**


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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BARCLAYS CAPITAL INTERMEDIATE AGGREGATE STRATEGY	x		73,182,929.	73,182,929.
<b>TOTAL U.S. GOVERNMENT OBLIGATIONS</b>			73,182,929.	73,182,929.
<b>TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS</b>				
<b>TOTAL TO FORM 990-PF, PART II, LINE 10A</b>			73,182,929.	73,182,929.

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**FORM 990-PF**                                      **CORPORATE STOCK**                                      **STATEMENT**                      **8**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BGI US EQUITY MARKET FUND B	247,009,004.	247,009,004.
BGI ACWI EX-US SUPERFUND B	117,722,503.	117,722,503.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	364,731,507.	364,731,507.

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**FORM 990-PF**                                      **CORPORATE BONDS**                                      **STATEMENT**                      **9**


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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BARCLAYS CAPITAL INTERMEDIATE AGGREGATE STRATEGY	42,097,151.	42,097,151.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10C</b>	42,097,151.	42,097,151.

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**FORM 990-PF**                                      **OTHER INVESTMENTS**                                      **STATEMENT**                      **10**


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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESCO REAL ESTATE FUND II, L.P.	FMV	8,893,691.	8,893,691.
PRUDENTIAL PRISA II	FMV	8,614,782.	8,614,782.
BLACKROCK GRANITE PROPERTY FUND	FMV	12,247,166.	12,247,166.
LASALLE INCOME & GROWTH FUND V	FMV	9,160,188.	9,160,188.
CORNERSTONE PATRIOT FUND LP	FMV	17,865,972.	17,865,972.

## MARGUERITE CASEY FOUNDATION

91-2062197

ADAMS STREET PARTNERSHIP FUND - 2007 NON-U.S. FUND, L.P.	FMV	6,746,729.	6,746,729.
ADAMS STREET 2008 DIRECT FUND, L.P.	FMV	1,415,951.	1,415,951.
ADAMS STREET PARTNERSHIP FUND - 2008 NON-U.S. FUND, L.P.	FMV	2,639,545.	2,639,545.
ADAMS STREET PARTNERSHIP FUND - 2008 U.S. FUND, L.P.	FMV	4,279,691.	4,279,691.
ADAMS STREET 2011 US FUND LP	FMV	3,828,277.	3,828,277.
HARBOURVEST PARTNERS VIII-CAYMAN BUYOUT FUND L.P.	FMV	7,427,080.	7,427,080.
HARBOURVEST PARTNERS VIII-CAYMAN MEZZANINE AND DISTRESSED DEBT FUND L.P.	FMV	3,557,808.	3,557,808.
HARBOURVEST PARTNERS VIII-CAYMAN VENTURE FUND L.P.	FMV	8,573,711.	8,573,711.
AQR GLOBAL RISK PREMIUM OFFSHORE FUND, LTD.	FMV	32,608,006.	32,608,006.
RCP FUND VII FEEDER, LTD.	FMV	2,237,778.	2,237,778.
TOTAL TO FORM 990-PF, PART II, LINE 13		130,096,375.	130,096,375.

## FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	36,163.	3,428.	32,735.
FURNITURE	152,863.	135,677.	17,186.
EQUIPMENT	204,856.	171,327.	33,529.
TOTAL TO FM 990-PF, PART II, LN 14	393,882.	310,432.	83,450.

## FORM 990-PF OTHER LIABILITIES STATEMENT 12

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
BOARD OF DIRECTOR DEFERRED COMPENSATION & INTEREST	760,573.	856,305.
EXECUTIVE DEFERRED COMPENSATION & INTEREST	516,084.	617,670.
DEFERRED TAX LIABILITY	292,450.	911,287.
TOTAL TO FORM 990-PF, PART II, LINE 22	1,569,107.	2,385,262.

FORM 990-PF                      PART VIII - LIST OF OFFICERS, DIRECTORS                      STATEMENT 13  
    TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
FREEMAN A. HRABOWSKI III 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	CHAIR 7.00	28,598.	17,325.	0.
PATRICIA SCHROEDER 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	VICE-CHAIR 5.00	28,598.	17,285.	0.
DAVID VILLA 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	TREASURER 4.00	28,598.	14,721.	0.
DOUGLAS X. PATINO 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	SECRETARY 10.00	28,598.	17,364.	0.
WILLIAM H. FOEGE 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	DIRECTOR 4.00	25,265.	15,588.	0.
MELODY BARNES 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	DIRECTOR 2.00	15,061.	6,725.	0.
ANGELA DIAZ 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	DIRECTOR 4.00	15,061.	6,725.	0.
LUZ VEGA-MARQUIS 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	PRESIDENT, CEO 40.00	441,723.	94,965.	0.
STEPHEN SAGE 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	CHIEF FINANCIAL OFFICER THRU 3/2012 40.00	58,566.	14,203.	0.
JOYCE LEE 1425 4TH AVENUE, SUITE 900 SEATTLE, WA 98101-2222	CHIEF FINANCIAL OFFICER 40.00	115,335.	9,385.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		785,403.	214,286.	0.

## GENERAL EXPLANATION

STATEMENT 14

FORM 990-PF, PART VII-B, LINE 1A(3) AND 1A(4): SELF-DEALING

MARGUERITE CASEY FOUNDATION PAYS REASONABLE COMPENSATION FOR THE GRANT-MAKING AND ADMINISTRATIVE SERVICES PROVIDED TO THE FOUNDATION BY VARIOUS MEMBERS OF THE BOARD. THESE SERVICES ARE NECESSARY IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE AND COMPENSATION IS REASONABLE BASED ON COMPARATIVE SALARIES. AS SUCH, THE COMPENSATION IS NOT CONSIDERED AN ACT OF SELF-DEALING UNDER IRC SECTION 4941(D)(2)(E). PLEASE SEE FORM 990-PF, PART VIII FOR DETAIL OF COMPENSATION PROVIDED.

**Part II - Annualized Income Installment Method**

		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>3</u> months	First <u>6</u> months	First <u>9</u> months	
20	Annualization periods (see instructions) .....	20				
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items) ...	21	2,399,797.	2,526,913.	3,083,877.	7,490,656.
22	Annualization amounts (see instructions) .....	22	6.000000	4.000000	2.000000	1.333330
23a	Annualized taxable income. Multiply line 21 by line 22 ...	23a	14,398,782.	10,107,652.	6,167,754.	9,987,516.
	<b>b</b> Extraordinary items (see instructions) .....	23b				
	<b>c</b> Add lines 23a and 23b .....	23c	14,398,782.	10,107,652.	6,167,754.	9,987,516.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return) .....	24	287,976.	202,153.	123,355.	199,750.
25	Enter any alternative minimum tax for each payment period (see instructions) .....	25				
26	Enter any other taxes for each payment period (see instr) .....	26				
27	Total tax. Add lines 24 through 26 .....	27	287,976.	202,153.	123,355.	199,750.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions) .....	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0- .....	29	287,976.	202,153.	123,355.	199,750.
30	Applicable percentage .....	30	25%	50%	75%	100%
31	Multiply line 29 by line 30 .....	31	71,994.	101,077.	92,516.	199,750.

**Part III - Required Installments**

		1st installment	2nd installment	3rd installment	4th installment	
		<b>Note:</b> Complete lines 32 through 38 of one column before completing the next column.				
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the <b>smaller</b> of the amounts in each column from line 19 or line 31 .....	32	71,994.	101,077.	92,516.	199,750.
33	Add the amounts in all preceding columns of line 38 (see instructions) .....	33		42,775.	85,549.	92,516.
34	<b>Adjusted seasonal or annualized income installments.</b> Subtract line 33 from line 32. If zero or less, enter -0- ...	34	71,994.	58,302.	6,967.	107,234.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. <b>Note:</b> "Large corporations," see the instructions for line 10 for the amounts to enter .....	35	42,775.	42,774.	42,775.	42,774.
36	Subtract line 38 of the preceding column from line 37 of the preceding column .....	36				35,808.
37	Add lines 35 and 36 .....	37	42,775.	42,774.	42,775.	78,582.
38	<b>Required installments.</b> Enter the <b>smaller</b> of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions) .....	38	42,775.	42,774.	6,967.	78,582.

\*\* ANNUALIZED INCOME INSTALLMENT METHOD USING STANDARD OPTION