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Form **990-PF**

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

OMB No 1545-0052

**2008**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply:  Initial return  Final return  Amended return  Address change  Name change

Name of foundation: **THE OAK FOUNDATION, U. S. A.**  
 C/O P. ROBERTS, PRICEWATERHOUSECOOPERS LLP  
 Number and street (or P O box number if mail is not delivered to street address): **THREE EMBARCADERO CENTER**  
 Room/suite:   
 City or town, state, and ZIP code: **SAN FRANCISCO, CA 94111**

A Employer identification number: **13-3321196**  
 B Telephone number (see page 10 of the instructions): **(415) 498-5000**

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) ▶ \$ **228,638,442.**

J Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) . . . . .	7,100,000.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. . . . .				
	3 Interest on savings and temporary cash investments . . . . .	708,438.	708,438.		
	4 Dividends and interest from securities . . . . .	879,440.	924,285.		
	5a Gross rents . . . . .				
	b Net rental income or (loss) . . . . .				
	6a Net gain or (loss) from sale of assets not on line 10 . . . . .	-1,945,149.			
	b Gross sales price for all assets on line 6a . . . . .	198,440,254.			
	7 Capital gain net income (from Part IV, line 2) . . . . .				
	8 Net short-term capital gain . . . . .				
	9 Income modifications . . . . .				
	10 a Gross sales less returns and allowances . . . . .				
b Less Cost of goods sold . . . . .					
c Gross profit or (loss) (attach schedule) . . . . .					
11 Other income (attach schedule) . . . . .	200,000.	-11,319.		STMT 1	
12 Total. Add lines 1 through 11 . . . . .	6,942,729.	1,621,404.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc. . . . .	NONE			
	14 Other employee salaries and wages . . . . .	443,015.			443,015.
	15 Pension plans, employee benefits . . . . .				
	16a Legal fees (attach schedule) . . . . .				
	b Accounting fees (attach schedule) . . . . .	57,659.	NONE	NONE	57,659.
	c Other professional fees (attach schedule) . . . . .	910,207.	910,207.		
	17 Interest . . . . .	NONE	-3,094.		
	18 Taxes (attach schedule) (see page 14 of the instructions) * . . . . .		2,249.		
	19 Depreciation (attach schedule) and depletion . . . . .	16,672.			
	20 Occupancy . . . . .	75,131.			75,131.
	21 Travel, conferences, and meetings . . . . .	59,689.			59,689.
	22 Printing and publications . . . . .				
	23 Other expenses (attach schedule) . . . . .	90,103.	124,732.		90,103.
	24 Total operating and administrative expenses. Add lines 13 through 23 . . . . .	1,652,476.	1,034,094.	NONE	725,597.
	25 Contributions, gifts, grants paid . . . . .	26,009,595.			25,984,595.
26 Total expenses and disbursements. Add lines 24 and 25 . . . . .	27,662,071.	1,034,094.	NONE	26,710,192.	
27 Subtract line 26 from line 12 . . . . .					
a Excess of revenue over expenses and disbursements . . . . .	-20,719,342.				
b Net investment income (if negative, enter -0-) . . . . .		587,310.			
c Adjusted net income (if negative, enter -0-) . . . . .			-0-		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	57,979,660.	29,758,061.	29,758,061.
	3	Accounts receivable ▶ 1,861,205.			
		Less allowance for doubtful accounts ▶ NONE	NONE	1,861,205.	1,861,205.
	4	Pledges receivable ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .			
		Less allowance for doubtful accounts ▶ . . . . .			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . STMT 6 . . . . .	18,635,527.	18,635,527.	21,499,451.
	c	Investments - corporate bonds (attach schedule) . STMT 7 . . . . .	56,765.	9,056,765.	9,004,723.
	11	Investments - land, buildings, and equipment basis ▶ . . . . .			
	Less accumulated depreciation ▶ (attach schedule) . . . . .				
12	Investments - mortgage loans . . . . .				
13	Investments - other (attach schedule) . . . . . STMT 8 . . . . .	175,955,397.	172,603,671.	166,496,233.	
14	Land, buildings, and equipment basis ▶ 100,850.				
	Less accumulated depreciation ▶ STMT 13A 82,081.	26,166.	18,769.	18,769.	
15	Other assets (describe ▶ . . . . . )	NONE			
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	252,653,515.	231,933,998.	228,638,442.	
Liabilities	17	Accounts payable and accrued expenses . . . . .			
	18	Grants payable . . . . .			
	19	Deferred revenue . . . . .			
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21	Mortgages and other notes payable (attach schedule) . . . . .	175.	NONE	
	22	Other liabilities (describe ▶ . . . . . )			
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	175.	NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	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 . . . . .	252,653,340.	231,933,998.	
	30	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	252,653,340.	231,933,998.	
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	252,653,515.	231,933,998.		

**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	252,653,340.
2	Enter amount from Part I, line 27a . . . . .	2	-20,719,342.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	231,933,998.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	231,933,998.

**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)

(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>			
<b>b TREASURY BILLS</b>			
<b>c PASS-THROUGH ENTITIES</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 28,287,254		30,375,964	-2,088,710
b 170,153,100		170,009,439	143,561
c			103,332
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			
2 Capital gain net income or (net capital loss) . . . . .	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 -1,841,817.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8. . . . .	}		3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	29,346,926.	364,493,996.	0.080514
2006	22,997,143.	323,665,083.	0.071052
2005	23,884,861.	296,141,895.	0.080653
2004	16,920,246.	273,327,981.	0.061905
2003	14,212,140.	247,452,580.	0.057434
2 Total of line 1, column (d) . . . . .			2 0.351558
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . . .			3 0.070312
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 . . . . .			4 301,154,503.
5 Multiply line 4 by line 3 . . . . .			5 21,174,775.
6 Enter 1% of net investment income (1% of Part i, line 27b) . . . . .			6 5,873.
7 Add lines 5 and 6 . . . . .			7 21,180,648.
8 Enter qualifying distributions from Part XII, line 4 . . . . . 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 on page 18			8 26,710,192.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,873.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	5,873.
4	Subtitle A (Income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	5,873.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	231,825.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	231,825.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	225,952.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax	11	225,952. Refunded

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		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)(3)? If "Yes," attach schedule (see page 20 of the instructions) . . . . .		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? . . . . .		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	X	
Website address ▶ <u>WWW.OAKFND.ORG</u>			
14	The books are in care of ▶ <u>PAUL A. ROBERTS</u> Telephone no ▶ <u>415-498-5000</u>		
	Located at ▶ <u>SEE STATEMENT 9</u> ZIP + 4 ▶ <u>94111</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . N/A	▶ <input type="checkbox"/>	
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	▶ <u>15</u>	

**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
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . <input type="checkbox"/>	1b	X
<b>c</b>	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 2008? . . . . . <input type="checkbox"/>	1c	X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 page 20 of the instructions) . . . . . <input type="checkbox"/>	2b	X
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
<b>3a</b>	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>b</b>	If "Yes," did it have excess business holdings in 2008 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 2008) . . . . . <input type="checkbox"/>	3b	N/A
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . <input type="checkbox"/>	4a	X
<b>b</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 2008? . . . . . <input checked="" type="checkbox"/>	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)  Yes  No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the 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)

6 a 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 you answered "Yes" to 6b, also file Form 8870

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		NONE	NONE	NONE

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		317,790.	31,441.	NONE

Total number of other employees paid over \$50,000  NONE

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

**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 13		926,187.
-----		
-----		
-----		
-----		

Total number of others receiving over \$50,000 for professional services . . . . . NONE

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions. 3 NONE	
Total. Add lines 1 through 3 . . . . .	



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	274,931,704.
b	Average of monthly cash balances	1b	30,808,908.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	305,740,612.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	305,740,612.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	4,586,109.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	301,154,503.
6	Minimum investment return. Enter 5% of line 5	6	15,057,725.

**Part XI Distributable Amount** (see page 25 of the 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	15,057,725.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	5,873.
2b	Income tax for 2008. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,873.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,051,852.
4	Recoveries of amounts treated as qualifying distributions	4	200,000.
5	Add lines 3 and 4	5	15,251,852.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	15,251,852.

**Part XII Qualifying Distributions** (see page 25 of the 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	26,710,192.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	26,710,192.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	5,873.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	26,704,319.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				15,251,852.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only				
b Total for prior years 20__ 20__ 20__				
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	7,532,508.			
d From 2006	7,665,317.			
e From 2007	11,126,452.			
f Total of lines 3a through e	26,324,277.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$	26,710,192.			
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				15,251,852.
e Remaining amount distributed out of corpus	11,458,340.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	37,782,617.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	37,782,617.			
10 Analysis of line 9				
a Excess from 2004	NONE			
b Excess from 2005	7,532,508.			
c Excess from 2006	7,665,317.			
d Excess from 2007	11,126,452.			
e Excess from 2008	11,458,340.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

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

Table with 5 columns: Tax year (a) 2008, Prior 3 years (b) 2007, (c) 2006, (d) 2005, and (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests: Assets, Endowment, Support).

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 page 27 of the 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))

N/A

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.

N/A

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

Check here [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b> STATEMENT 14				25,984,595.
<b>Total . . . . . ▶ 3a</b>				25,984,595.
<b>b Approved for future payment</b> STATEMENT 15				48,915,993.
<b>Total . . . . . ▶ 3b</b>				48,915,993.





Schedule of Contributors

2008

▶ Attach to Form 990, 990-EZ, and 990-PF.

Name of the organization

THE OAK FOUNDATION, U. S. A  
C/O P. ROBERTS, PRICEWATERHOUSECOOPERS LLP

Employer identification number

13-3321196

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

**General Rule**

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

**Special Rules**

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

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

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

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization THE OAK FOUNDATION, U. S. A.  
 C/O P. ROBERTS, PRICEWATERHOUSECOOPERS LLP  
 Employer identification number 13-3321196

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	FOREST TRUST, C/O HSBC REPUBLIC HOLDINGS 1 GRENVILLE STREET ST HELIER JERSEY CHANNEL ISLANDS	\$ 2,950,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
2	VIKING TRUST PO BOX 487, FIRST CARIBBEAN HOUSE GRAND CAYMAN CAYMAN ISLANDS	\$ 3,420,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
3	OAK FOUNDATION SERVICES AS TRUSTEE OF OAK TRUST JERSEY LA MOTTE CHAMBERS ST HELIER JERSEY CHANNEL ISLANDS	\$ 730,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



THE OAK FOUNDATION, U.S.A.

13-3321196

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GRANT REFUND	200,000.	-11,319.
INCOME FROM PASS-THROUGH ENTITIES		
TOTALS	200,000.	-11,319.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL, TAX, AUDIT AND ACCOUNTING	57,659.	NONE	NONE	57,659.
TOTALS	57,659.	NONE	NONE	57,659.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASPEN ADVISORS LLC	349,259.	349,259.
KEMNAY SERVICES LIMITED	519,719.	519,719.
CONSULTING FEES	41,229.	41,229.
TOTALS	910,207.	910,207.

FORM 990PF, PART I - INTEREST EXPENSE  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LEXINGTON CAPITAL PARTNERS	NONE	-3,094.
TOTALS	NONE	-3,094.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
TELEPHONE & DELIVERY	65,256.		65,256.
COMPUTER SERVICE	9,727.		9,727.
MISCELLANEOUS	15,120.		15,120.
BLACKSTONE REAL ESTATE PARTNERS (52-2326010)		8,907.	
BLACKSTONE REAL ESTATE PARTNERS II (26-0021302)		50,792.	
LEXINGTON CAPITAL PARTNERS II (06-1511486)		65,033.	
TOTALS	90,103.	124,732.	90,103.

THE OAK FOUNDATION, U.S.A.

13-3321196

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FIBERTOWER	153,172.	13,600.
LORAL SPACE AND COMMUNICATION	483,195.	NONE
TOWER AUTOMOTIVE PFD	26,023.	65,321.
FIBERTOWER RSTD	2,214,667.	163,182.
ACCSYS TECHNOLOGIES PLC	15,758,470.	21,257,348.
TOTALS	18,635,527.	21,499,451.

THE OAK FOUNDATION, U.S.A.

13-3321196

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MATURITY LESS THAN 1 YEAR		
US TREASURY BILL	9,000,000.	9,000,000.
MATURITY 5 - 10 YEARS		
MISSISSIPPI CHEMICAL CORP.	4,620.	NONE
MATURITY OVER 10 YEARS		
TELIGENT INC	51,420.	4,723.
WESTPOINT STEVEN	725.	NONE
TOTALS	9,056,765.	9,004,723.

THE OAK FOUNDATION, U.S.A.

13-3321196

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
STRATEGIC EVARICH JAPAN FUND	40,000,000.	31,477,461.
SR GLOBAL FUND LIMITED	35,000,000.	26,345,345.
STONEHILL OFFSHORE PARTNERS LT	5,349,554.	20,410,358.
EGERTON EUROPEAN DOLLAR FUND	9,718,662.	20,064,444.
BLACK BEAR OFFSHORE FUND LTD	7,500,000.	5,583,612.
LEXINGTON CAPITAL PARTNERS	NONE	2,740,173.
TREELINE ASIA FUND	23,358,822.	22,760,142.
TONTINE CAPITAL OVERSEAS FUND	10,000,000.	4,023,258.
TONTINE OVERSEAS FUND	10,000,000.	1,263,423.
TERRA FIRMA DEUTSCHE ANNINGTON	16,676,633.	21,076,831.
EGERTON DOLLAR INVESTMENT FUND	15,000,000.	10,751,186.
TOTALS	172,603,671.	166,496,233.



THE OAK FOUNDATION, U. S. A.

13-3321196

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS  
=====

C/O PWC LLP, THREE EMBARCADERO CENTER SAN FRANCISCO, CA

THE OAK FOUNDATION, U.S.A.

13-3321196

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ALAN M. PARKER C/O PAUL ROBERTS PRICewaterHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	DIRECTOR/PRESIDENT 1.	NONE	NONE	NONE
JETTE PARKER C/O PAUL ROBERTS PRICewaterHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	DIRECTOR/VP 1.	NONE	NONE	NONE
GARY GOODMAN C/O PAUL ROBERTS PRICewaterHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	SECRETARY 1.	NONE	NONE	NONE
CAROLINE TURNER C/O PAUL ROBERTS PRICewaterHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	DIRECTOR 1.	NONE	NONE	NONE
NATALIE PARKER C/O PAUL ROBERTS PRICewaterHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	DIRECTOR 1.	NONE	NONE	NONE

THE OAK FOUNDATION, U.S.A.

13-3321196

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KRISTIAN PARKER C/O PAUL ROBERTS PRICewaterHOUSECOOPERS THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	DIRECTOR 1.	NONE	NONE	NONE
GRAND TOTALS				
		NONE	NONE	NONE

THE OAK FOUNDATION, U.S.A.

13-3321196

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LESLIE HARROUN C/O PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	SR. PROGRAM OFFICER 40.	146,701.	14,670.	NONE
KAREN PHAIR C/O PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	PROGRAM ASSISTANT 40.	75,089.	7,509.	NONE
ANNE HENSHAW C/O PRICEWATERHOUSECOOPERS LLP THREE EMBARCADERO CENTER SAN FRANCISCO, CA 94111	PROGRAM OFFICER 40.	96,000.	9,262.	NONE
TOTAL COMPENSATION		317,790.	31,441.	NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
ASPEN ADVISORS LLC 152 WEST 57TH STREET NEW YORK, NY 10019	INVESTMENT ADVISORY	349,259.
KEMNAY SERVICES LTD GRAND CAYMAN, CAYMAN ISLANDS	INVESTMENT ADVISORY	519,719.
PRICEWATERHOUSECOOPERS, LLP AVENUE GIUSEPPE-MOTTA 50 CH-1211 GENEVA 2 SWITZERLAND	AUDIT SERVICES	57,209.
TOTAL COMPENSATION		926,187.

FORM 990-PF, PART I, LINE 19 & PART II, LINE 14  
DEPRECIATION AND FIXED ASSETS

<u>DESCRIPTION OF FIXED ASSETS</u>	<u>COST</u>	<u>ACCUMULATED DEPRECIATION</u>	<u>NET BOOK VALUE</u>
TELEPHONE/COMPUTER EQUIPMENT & SOFTWARE	45,554	(38,652)	6,902
LEASEHOLD IMPROVEMENTS	55,296	(43,429)	11,867
TOTAL NET BOOK VALUE OF FIXED ASSETS	<u>100,850</u>	<u>(82,081)</u>	<u>18,769</u>
TOTAL CURRENT YEAR DEPRECIATION EXPENSE:	<u>16,672</u>		

## FORM 990-PF, PART IV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Advocates for Human Rights	650 Third Avenue South, Suite 550 Minneapolis, MN 55402-1940	Public Charity	Legal Reform on Domestic Violence in Central and Eastern Europe/Former Soviet Union	73,079
Alaska Conservation Foundation	P.O. Box 101145 Anchorage, AK 99510	Public Charity	Partnerships for Community-Based Marine Conservation Solutions	100,000
Aleut International Association	333 W. 4th Ave. Suite 301 Anchorage, AK	Public Charity	Strengthening Alaska indigenous Participation in the Arctic Council	50,000
All Forney Center	224 West 35th Street, Suite 1102, New York, NY 10001	Public Charity	Organizational Development Project	100,000
All Kinds of Minds	2800 Meridian Parkway, Suite 100, Durham, North Carolina 27713	Public Charity	Charting the Future Course	784,200
American Association Advancement of Science (AAAS)	1200 New York Ave NW Washington DC USA	Public Charity	Satellite Imagery for Human Rights	210,000
American Bar Association for Justice and Education	World Justice Project (ABA) 740 15th St NW Washington, DC 20005	Public Charity	Opportunity Fund	240,000
American Civil Liberties Union Foundation	125 Broad Street, 18th Floor New York, NY 10004-2400	Public Charity	Defending the rights of women who are victims of violence	175,000
American Museum of Natural History	Central Park West at 79th Street New York, New York 10024-5192	Public Charity	Sustaining Cultural and Biological Diversity in a Rapidly Changing World. Lessons for Global Policy	7,000
American University	War Crimes Research Office (WCRO) 4801 Massachusetts Ave, NW Washington, DC 20016	Public Charity	General Support for the War Crimes Research Office	114,523
Amnesty International USA	600 Pennsylvania Ave SE Washington DC 20003 USA	Public Charity	Satellite Imagery for Human Rights	232,000
Angel on a Leash	The Westminster Kennel Club 149 Madison Avenue #402 New York NY 10016	Public Charity	General Support	5,000
Arts for Art Inc.	107 Suffolk Street #3.5 New York, NY 10002 USA	Public Charity	General support challenge grant	45,000
Associated Early Care and Education	95 Berkeley Street Boston, MA 02116	Public Charity	Nutrition Project	10,000
Association of Community Development Corporations	1315 Walnut Street, Suite 1600 Philadelphia, PA 19107	Public Charity	Affordable Housing Initiative	127,947
Association of Community Employment	156 Fifth Avenue, Suite 1100 New York, NY 10010, USA	Public Charity	ACE award Dinner 2008	25,000
Baker Industries	The Edwin and Fannie Gray Hall Center, 184 Pennsylvania Avenue, Malvern, Pennsylvania 19355-2864	Public Charity	Work Programme and Alumni Support	82,000

## FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Bard College	Institute for International Liberal Education Campus Road, Annandale-on-Hudson, NY 12504-5000, USA	Public Charity	Support of four Zimbabwe Students to attend the International Human Rights Exchange Program	40,000
Bay Cove Human Services	66 Canal Street, Boston, MA 02114 480 S Callovnia Ave. Suite 201 Palo Alto CA 94306	Public Charity	Tenancy Preservation Project	90,000
Beneficient Technology Inc.	1525 Bernice Street, Honolulu, HI 96817	Public Charity	General Support for the Human Rights Programme	300,000
Bishop Museum General Operating	140 Commonwealth Avenue Chestnut Hill, MA 02467	Public Charity	Community based Marine Project in Papua New Guinea	10,000
Boston College Trustees	4100 College Station Brunswick, MA 04011-8432	Public Charity	Towards the five-year scholarship funding of Michael & Yvonne Dougherty	50,000
Bowdoin College	Box 310 Dillingham, Anchorage, Alaska 99576	Public Charity	For the Peary-MacMillan Arctic Museum and Arctic Studies Center Film Project; and for the alumni fund	20,000
Bristol Bay Native	40 Webster Place, Brookline, MA 02445	Public Charity	Building capacity for conservation and marine mammal co management in Alaska	101,592
Brookline Community Foundation, Double Exposure Project	210 Orleans Rd., North Chatham, MA 02850	Public Charity	Aerial Photographs of Glaciers Now and Then	5,000
Cape Cod Commercial Hook Fisherman's Association	P.O. Box 710 Tucson, AZ 85702	Public Charity	Cape Cod Fisheries Trust	50,000
Center for Biological Diversity	1536 U Street, N.W Washington, D.C. 20009	Public Charity	Bering Sea Species Conservation and Ecosystem Protection Campaign	50,000
Center for Community Change, Washington, DC	666 Broadway 7th floor New York NY 10012	Public Charity	Housing Trust Fund Project	75,000
Center for Constitutional Rights	1350 Connecticut Avenue, NW, Suite 1100, Washington, DC 20036-1739	Public Charity	Global Detentions and Rendition Project	500,000
Center for International Environmental Law, Inc	Center for Justice and International Law, 1630 Connecticut Ave, NW Suite 401 44 Winter St. Boston, MA 02108	Public Charity	Human Rights and Climate Change Project	14,500
Center for Justice and International Law Inc.	1012 Tornsey Avenue, 2nd Floor San Francisco, CA 94129	Public Charity	Strengthening civil and political rights litigation and the work of the Inter-American System of Human Rights Protection	197,372
Center for Public Interest Research	120 Wall Street, 25th Floor New York, NY 10005	Public Charity	New England Climate Coalition	200,000
Center for Resource Solutions	PO Box 3341 Alexandria, VA 22302	Public Charity	Green-e GHG Program	100,000
Center for Urban Community Services	PO Box 883 467 West Street Pittsboro, NC 27312	Public Charity	General Support	6,200
CHAI - Concern for Helping Animals In Israel	75, McNeil Way Suite 305 Dedham, MA 02026	Public Charity	General Support	5,000
Chatham Habitat for Humanity		Public Charity	Comprehensive Affordable Housing Development Program	350,000
Chernobyl Children Project USA		Public Charity	To enable Chernobyl Children to travel for Medical care	25,000



## FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Circle Foundation Inc PIPA	1779 Massachusetts Ave, NW Suite 510 Washington, DC	Public Charity	World Public Opinion Network Study 2008 Human Rights Component	100,011
Citizens Housing and Planning Association	18 Tremont Street Suite 401 Boston MA 02108 USA	Public Charity	Housing Advocacy Program	75,000
Clean Air Cool Planet Saving	100 Market Street, Suite 204 Portsmouth, New Hampshire 03801	Public Charity	Climate Solutions through Civic Engagement	300,000
Clean Air Task Force	18 Tremont Street Suite 530 Boston, MA 02108 PO Box 7427	Public Charity	CATF Global Project Support	501,825
Coalition Against Trafficking in Women	Jaf Station New York, NY 10116	Public Charity	CATW Counter Demand Programs	116,666
Community Access	666 Broadway, 3 Fl, New York, NY 10012	Public Charity	Howie the Harp Advocacy Centre	207,321
Community Conservation Network	P.O. Box 4674 Honolulu, HI 96813	Public Charity	Making a Difference Making A Change Phase 3	25,000
Community Service Care	36 Perkins Street Jamaica Plain, MA 02130	Public Charity	Hoopz Excellence Program	5,000
Community Voices Heard Inc	115 E 106th Street, 3rd Fl. New York, NY 10029	Public Charity	Public Housing Preservation and Improvement Campaign	149,520
Conceration Law Foundation Inc	62 Summer Street Boston, MA 02110	Public Charity	Defending New Auto Emissions Standards & Preventing New Coal Facilities in New England	50,000
Conservation International	2011 Crystal Drive, Suite 500 Arlington, VA 22202	Public Charity	Meso-American Reef Tourism Initiative	74,025
Cultivating Community	107 Elm Street, Suite 305a, P.O. Box 3792 Portland, ME 04104-3792	Public Charity	Youth Empowerment Program	5,000
Doctors of the World	80 Maiden Lane New York, NY 10038	Public Charity	Asylum Project	165,000
Drexel University Concentration	3141 Chestnut Street, Main Building Suite 310, Philadelphia, PA 19104 USA	Public Charity	Boko Research Programme	7,500
Duke School	3716 Old Erwan Road Durham Old Erwin Road Durham NC 27705	Public Charity	Capital Campaign of the Duke School; and Annual fund	110,000
Duke University Concentration Account	PO Box 90077 Durham, NC 27708-0077	Public Charity	Training Conservation Professionals for Belize	91,804
Duke University Concentration	PO Box 90077 Durham, NC 27708-0077	Public Charity	Fellowships, Internships, and Research Support for students in Marine Science and Conservation at Duke University, and Healing and Hope Through Science	377,677
DZI Foundation Money Market	P.O. Box 632 Ridgway, Colorado 81432	Public Charity	Revitalize a Village Program	35,000

## FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
E and Co	383 Franklin St Bloomfield, NJ 07003	Public Charity	Institutionalizing Growth	153,649
Earth Day Network Inc	1616 P Street NW Suite 2000 Washington DC 20036 USA	Public Charity	Call For Climate Campaign	15,000
Earth University Foundation	Five Piedmont Center, Suite 215 3525 Piedmont Road, NE Atlanta, Georgia 30305	Public Charity	Strategic Partnership for Sustainable Rural Development in the Mesoamerican Region	68,600
Earthjustice	426 17th Street, 6th Floor Oakland, CA 94612	Public Charity	Legal Campaign to Protect Alaska's Arctic Ocean from Harmful Oil and Gas Development	75,000
Earthjustice	426 17th Street, 6th Floor Oakland, CA 94612	Public Charity	Offshore Drilling Assessment	5,000
EarthRights International	1612 K Street NW Suite 401 Washington DC 20006	Public Charity	Litigation Programme	100,000
Ecology Center	1442A Walnut Street #20, Berkeley, CA 94709	Public Charity	Global Alliance for Incinerator Alternatives (GAIN)	25,000
Ecotrust	721 NW 9th Avenue Suite 200 Portland, OR 97209	Public Charity	Life Cycle Assessment of Farmed and Wild Salmon - A Global Comparison of Technologies, Processes and Impacts of Common Seafood Products	131,102
Encore Community Services	239 West 49th Street New York, New York 10019 USA	Public Charity	Encore West Residence and Encore 49 Residence	200,000
Environmental Defense Fund	Headquarters Office 257 Park Avenue South New York, NY 10010	Public Charity	Clean Fleets Campaign; and Mesoamerican Reef MAR Sustainable Fisheries Initiative in Belize	362,998
Environmental Law and Policy Center	35 East Wacker Drive, Suite 1300 Chicago, IL 60601	Public Charity	Global Warming Solutions Project	100,000
Environmental Law Institute	2000 L Street NW, Suite 620 Washington, DC 20036	Public Charity	Integrated Ocean Management in Bristol Bay and the Chukchi Sea - a feasibility study	25,000
Fifth Avenue Committee Inc	621 DeGraw Street, Brooklyn, New York 11217	Public Charity	Creating Access to Re-Entry Employment (CARE)	200,000
Free Software Foundation	51 Franklin Street, Fifth Floor Boston, MA 02110	Public Charity	General Support	2,500
Friends of Casco Bay	43 Slocum Drive South Portland, ME 04106	Public Charity	General Support	5,000
Friends of Oakland Parks and Recreation	PO Box 13267, Oakland, CA 94661	Public Charity	For the "Fields of Dreams" Project whose goal is to build a baseball field for the young children in Oakland, California	5,000
Friends of the Earth	1717 Massachusetts Ave. NW Washington, DC 20036-2002	Public Charity	Transportation and Global Warming Strategy Summit	25,000
Global Footprint Network	312 CLAY STREET, SUITE 300, OAKLAND, CA 94607, US	Public Charity	Internal Footprint Fisheries Account	75,000
Global Fund for Women	222 Sutter Street, Suite 500 San Francisco, CA 94108	Public Charity	New York Expansion	250,000

## FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Global Health Council	1111 19th St., NW Suite 1120 Washington, DC 20036 USA	Public Charity	Child Exploitation Project	40,000
Global Justice Centre	12 East 33rd Street Suite 12000 New York NY 10016	Public Charity	General Support	153,000
Global Right	1200 18th St NW, Suite 602 Washington D.C. 20036	Public Charity	Programme Linkages and International Advocacy to Promote Access to Justice and Gender, Racial and Ethnic Equality	175,000
Good Shepherd Services	50 Grove Street 5313 Wellesley, MA 02482-7713	Public Charity	Safe Home Project (SHP)	50,000
Habitat for Humanity International	1829 N 19th St Philadelphia, PA 19121	Public Charity	Gulf Coast Recovery	225,000
Habitat for Humanity of Greater Portland	83A Bell Street, Portland, ME 04103	Public Charity	LEED-Certified Housing Projects	5,000
Harlem Children's Zone	35 East 125th Street New York, NY 10035	Public Charity	HCZ Youth Empowerment Programme, and Longitudinal study	1,500,000
Health care Without Harm (HCWC)	1901 N. Moore St., Suite 509 Arlington, VA 22209	Public Charity	Global Expansion of HCWH	250,000
Highbridge Community Life Center	135 East 15th Street New York, NY 10003	Public Charity	Partnership for Family Supports and Justice Bridge Builders	75,000
HomeStart Inc.	105 Chauncy Street 5th Floor Boston, MA 02111	Public Charity	Homelessness Prevention Household Project, and Preventing Homelessness One Person at a Time	142,037
Human Rights First	333 Seventh Avenue, 13th Floor New York, NY 10001	Public Charity	General Support (excluding refugees)	305,000
Inquilinos Boricuas en Accion	405 Shawmut Avenue Boston, MA 02118	Public Charity	Pathways Technology Campus	150,000
International Campaign for Tibet	1825 Jefferson Place, NW, Washington, DC 20036	Public Charity	Tibet Funding Program	5,000
International Coalition of Historic Site Museums of Conscience	333 Seventh Avenue, 14th floor New York, NY 10001 - 5108 USA	Public Charity	General Support	150,000
International Funders for Indigenous Peoples	PO Box 1040 Akweasne, NY 13655	Public Charity	IFIP Membership	2,500
International Humanities Center	P.O. Box 923 Malibu, CA 90265 USA	Public Charity	For No More Victims, Nora Project, Portland, Maine	2,500
International Montessori School	3001 Academy Road Building 300, Durham North Carolina 27707 USA	Public Charity	IMS's 100 Square Capital Campaign	20,000
International society for Prevention of Child Abuse and Neglet	245 W Roosevelt Road Building 6 Suite 39 West Chicago, IL 60185	Public Charity	ITPI Eastern Europe Next Phase of Training and Capacity Building	123,199
Intermanarian Project Place Inc	32 Rutland Street Boston MA 02118 USA	Public Charity	Gatehouse Capital Campaign	200,000

## FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Inuit Circumpolar Conference	3000 C Street, Suite N201 Anchorage AK 99503	Public Charity	Leading the way on climate change, the Indigenous Peoples Global Summit on Climate Change	50,000
IRC/Women's Commission	International Rescue Committee 122 East 42nd Street, 12th Floor New York - NY 10168-1289	Public Charity	Detention and Asylum Program	250,000
Island Institute	386 Main Street Post Office Box 648 Rockland, Maine 04841-00648 USA	Public Charity	A Share to Spare Project	5,000
ISPCAN	245 W Roosevelt Road Building 6 Suite 39 West Chicago, IL 60185	Public Charity	ISPCAN Child Abuse and Neglect Capacity Building and Training Project	427,015
Kidzu Children's Museum	105 E. Franklin Street Chapel Hill NC 27514	Public Charity	Towards developing new exhibit	25,000
LCV Education Fund Operating	1920 L Street NW, Suite 800 Washington, DC 20036	Public Charity	General Support	50,000
Learning Disabilities Worldwide	PO Box 142 Weston, MA 02493 USA	Public Charity	General Support	25,000
LightHawk	PO Box 653 Lander, WY 82520	Public Charity	LightHawk Environmental Program in Mesoamerica	90,000
Maine Conservation Voters Education	295 Water Street, Suite 9, Augusta, Maine 04330	Public Charity	Building Power for Maine's Environment	50,354
Maine Initiatives	P.O. Box 2249, Augusta, ME 04338	Public Charity	Grants for Change	9,000
Marine Conservation Biology Institute	2122 112th Ave. NE, Ste B-300 Bellevue, WA 98004-2947	Public Charity	Research Grants in Historical Marine Ecology	50,000
Mediation Works Incorporated	4 Faneuil Hall - Third Floor, Boston, MA 02109	Public Charity	MWI Eviction Mediation Program	100,280
Mental Health Association In Orange	302 W. Weaver Street Carboro, NC 27510 USA	Public Charity	General Support	50,000
Muhlenberg College	2400 West Chew Street Allentown, PA 18104	Public Charity	A Pioneering Approach to Academic Support Services for Students with ID in a Liberal Art College Environment	50,000
Musician's Emergency Fund	3222 W 48th St New York, NY 10036	Public Charity	For the Jazz Musician's Emergency Fund	25,000
National center for Missing and exploited children (NCMEC)	Charles B Wang International Children's Building 699 Prince Street Alexandria, Virginia 22314-3175	Public Charity	Appointment of Director of Technology Advancement; and For the mobile computer laboratory	414,995
National Environmental Education Foundation	4301 Connecticut Avenue, Suite 160 Washington, DC 20008	Public Charity	Addressing Climate Issues Through Education	25,000
National Multiple Sclerosis Society	Central New England Chapter 101 A First Avenue Suite 6 Waltham, MA 02451-1115	Public Charity	General Support	2,500

## FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
National Public Radio	740 Bismark Rd, NE Atlanta, GA 30324	Public Charity	General Support	5,000
Natural Council of Maine	3 Wade Street Augusta, ME 04330	Public Charity	Boosting Energy Efficiency in Maine; and Protect Moosehead Campaign and Global Warming Retreat	106,000
New England Aquarium	Central Wharf Boston, MA 02110	Public Charity	Marine Conservation Action Fund-Renewal; and Creating an Ocean Health Index	95,600
North Hawaii Community Hospital	North Hawaii Community Hospital (NHCH) Kamuela, HI 96743	Public Charity	North Hawaii Community Hospital (NHCH) Rapid Response Team (RRT)	400,000
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, DC 20036	Public Charity	General Support	50,000
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, DC 20036	Public Charity	United States Arctic Large Marine Ecosystem Protection	199,982
Oceana, Inc.	1350 Connecticut Ave NW, 5th Floor Washington, DC 20036	Public Charity	Oceana Europe renewal	2,344,949
One Family Inc.	186 South Street, 4th Floor Boston, MA 02111	Public Charity	One Family Scholars - Fellows Programme	113,750
Pacific Environment	311 California St, Suite 650 San Francisco, CA 94104-2608	Public Charity	Protecting North Pacific Fisheries Habitat	150,000
Peace Place	PO Box 948 Winder, GA 30680 USA	Public Charity	Shelter for battered women and their children	25,000
Penobscot Nation Boys and Girls Club	12 Wabanaki Way, Indian Island, ME 04468	Public Charity	General Support	5,500
Few Charitable Trusts	2005 Market Street, Suite 1700 Philadelphia, PA 19103	Public Charity	US Arctic Large Marine Ecosystem Protection	250,000
Phila Urban Affairs Coalition	1207 Chestnut Street, Philadelphia, PA, USA 19107	Public Charity	Saving Homes, Saving Neighbourhoods	378,238
Phoenix House Development Fund	164 West 74th Street, New York, NY 10023 USA	Public Charity	For the book - Words That Free Us: Voices of Recovery	25,000
Population Council	One Dag Hammarskjold Plaza New York, NY 10017 USA	Public Charity	Health Survey in Ghana	32,491
President and Fellows of Harvard Project Fair	Department of Immunology and Infectious Diseases Harvard School of Public Health Bldg. 2, Rm. 420 651 Huntington Avenue Boston, MA 02115 450 W.33rd Street, 11th Floor, New York, New York 10001 USA	Public Charity	To Save Women and Children of Southern Africa from HIV and AIDS	1,107,811
		Public Charity	Mental Health Advocacy Project	58,970

## FORM 990-PF, PART KV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Project HOME	Project HOME 1515 Fairmount Avenue Philadelphia, PA 19130-2909	Public Charity	Supported Employment Program	125,000
Quebec Labrador Foundation Inc	Atlantic Center for the Environment 55 South Main Street Ipswich, MA 01938	Public Charity	International Stewardship Program for Latin America and the Caribbean	75,000
Raksha Inc	Atlanta, Georgia 980 Martin Luther King Jr. Blvd., Chapel Hill, NC 27514	Public Charity	Himmat Programme - Domestic Violence Services	15,000
Chapel Hill - Carrboro YMCA	2001 S Street, NW, Suite 700, Washington, DC 20009	Public Charity	General Support	10,000
Refugees International	826 Broadway 7th Floor New York, NY 10003	Public Charity	General Support	150,000
Robin Hood Foundation	8401 Colesville Rd, Suite 500, Silver Spring, MD 20910	Public Charity	Strategic Support to Combat Poverty in New York	1,000,000
SeaWeb	369 Montezuma Avenue #507, Santa Fe, NM 87501	Public Charity	Seafood Choices Alliance European Programme	814,715
Seasons Fund	100 Pearl Street, 14th Floor Hartford, CT 06103	Public Charity	For Social Transformation 200 @ 20% & Energy Efficiency Market Research Project	25,000
SmartPower Connecticut Inc.	351 Pleasant Street Suite B-319 Northampton, MA 01060	Public Charity	Collaborating to strengthen child sexual abuse prevention efforts in low- and middle-income countries	100,000
Stop it Now	3 West Main Street Elmsford, NY 10523 USA	Public Charity	Gift to help children with learning differences	174,460
Student Advocacy Inc	26791 Calle Maria Capistrano Beach CA 92624-1504 USA	Public Charity	Support to children with autism by exposing them to the experience of surfing	25,000
Surfers Healing Foundation	7200 Hollister Avenue, Unit A Goleta, CA 93117	Public Charity	For the purchase of surgical instruments	2,500
Surgical Eye Expeditions International	105 East 22nd Street, Suite 621, New York, New York 10010	Public Charity	Brooklyn Expansion and Rent Subsidy Project	20,000
The Bridge Fund of New-York	18 Tremont Street, Suite 530, Boston, MA 02108	Public Charity	New England Diesel Initiative - Bridge grant	103,049
The Clean Air Task Force	351 California Street, Suite 650 San Francisco, CA 94104	Public Charity	The Coral Reef Sustainable Destination Project: Protecting Belizean Reefs and Reef Communities	100,000
The Coral Reef Alliance	232 East 84th Street New York, NY 10028	Public Charity	Ready Willing and Able, Wage Growth and Career Advancement Initiative	121,120
The Doe Fund Escrow Account		Public Charity		171,990
The Heart of the healer Foundation	The Heart of the Healer Foundation PO Box 1458 Old Chelsea Station New York, NY USA 10113-1458	Public Charity	General Support	5,000

FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
The Hill Center	3200 Pickett Road Durham, NC 27705-6010	Public Charity	General Support; and Hill School replication in the Geneva area of Switzerland	13,582
The HOPE Program	1 Smith Street Brooklyn, NY 11201	Public Charity	Building Hope	75,000
The Mountaineers Foundation	PO Box 25590 Seattle, WA 98165 4245 North Fairfax Drive, Suite 100	Public Charity	Salmon in the Trees: Tongass National Forest	5,000
The Nature Conservancy	Arlington, VA 22203	Public Charity	Conserving Alaska's Polar Marine Ecosystems in a Changing Climate	151,793
The Pew Charitable Trusts	2005 Market Street, Suite 1700 Philadelphia, PA 19103	Public Charity	The Ocean Legacy Fund	109,312
The Regeneration Project	c/o Interfaith Power and Light 220 Montgomery Street, Suite 450 San Francisco, CA 94104	Public Charity	Alaska Interfaith Power and Light	40,000
The Regeneration Project	c/o Interfaith Power and Light 220 Montgomery Street, Suite 450 San Francisco, CA 94104	Public Charity	Alaska Interfaith Power and Light	35,000
The Smile Train Inc	41 Madison Ave 28th Floor New York, NY 10010	Public Charity	Smile Train Surgeries for Children with Cleft Lip/Palate	25,000
The Tides Center Depository Account	568 Broadway, Suite 302	Public Charity	Human Rights at Home	150,000
The Trustees of Columbia University	Program on Forced Migration and Health Columbia University, Mailman School of Public Health 60 Haven Avenue, B-4, Suite 432 New York, NY 10032	Public Charity	Care and Protection of Children in Emergencies (CPC Network); and Care and Protection of Children in Crisis-Affected Countries: A Good Practice-Policy Change Initiative	493,350
The United Way of Chatham County	P.O. Box 1066 Pittsboro, NC 27312	Public Charity	Annual Campaign	25,000
The University of Chicago	5801 South Ellis Avenue Suite 007 Chicago, IL 60637	Public Charity	Chicago GSB Fund	2,500
Tides Center	The Vote Solar Initiative 300 Brannan, Suite 609 San Francisco, CA 94107	Public Charity	The Solar Nation Project (Vote Solar)	100,000
Trustees for	1026 West 4th Avenue, Suite 201 Anchorage, AK 99501	Public Charity	Protecting Alaska's Vast Marine Resources	50,000
Trustees of Phillips Academy	180 Main Street Andover, MA 01810-4161	Public Charity	The Andover Fund	10,000
Ukraine Special Needs Orphanages	PO Box 554 Fork Union Virginia 23055 USA	Public Charity	General Support	25,000
Union of Concerned Scientists	Two Brattle Square Cambridge, MA 02238	Public Charity	Climate Solutions Campaign Renewal	233,334

## FORM 990-PF, PART XV, GRANTS PAID DURING THE YEAR

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
University of Illinois at Chicago	Jane Adams College of Social Work University of Illinois at Chicago 1040 West Harrison Street (M/C 309) Chicago, IL 60607	Public Charity	Education and Training Program for Child and Family Community Workers in Ethiopia	217,211
University of North Carolina at Chapel Hill	CB 3500 101 Peabody Hall Chapel Hill, NC 27599	Public Charity	Carolina Women's Centre Conference - Sexual Trafficking: Breaking the crisis of silence	50,000
University Settlement Society	184 Eldridge Street New York, NY 10002	Public Charity	Project Home	125,000
Urban Justice Center	123 William Street, 16th Floor New York, NY 10038	Public Charity	Sex Workers Project - second renewal	100,000
US Committee for Refugees and Immigrants	2231 Crystal Drive, Ste 350, Arlington, VA 22202-2711 NW Suite200 Washington DC 20036, USA	Public Charity	Ending refugee warehousing with an emphasis on Thailand	195,000
US Friends of the David Sheldrick	U.S. Friends of The David Sheldrick Wildlife Trust One Indiana Square, Suite 2800 Indianapolis, IN 46204	Public Charity	General Support	10,000
Waynflote School	360 Spring St. Portland, ME 04102-3643 USA	Public Charity	Support of the New Arts Center	5,000
West Side Federation For Senior and Supportive Housing	2345 Broadway, 2nd Floor New York, NY 10024	Public Charity	General Support	6,200
Winrock International	1621 North Kent Street, Suite 1200 Arlington, VA 22209	Public Charity	Combating Abuse and Trafficking of Children in Bahra (CATCH)	313,516
Witness Inc	80 Hanson Place, Suite 510 Brooklyn NY 11217	Public Charity	General Operating Support	350,000
Womens Community Revitalization Project	407 Fairmount Avenue Philadelphia, PA 19123	Public Charity	Public Land for Public Benefit Initiative	169,791
World Education Inc.	44 Farnsworth Street Boston, MA 02210-1211	Public Charity	Using Education to Combat Trafficking and Improving Life Options for Adolescent Girls in Rural Areas of Bihar, India	100,179
World Federalist Movement	708 3rd Avenue, 24th Floor	Public Charity	R2PCS - Building a Global Civil Society Coalition for R2P	133,330
World Media Foundation Inc.	20 Holland Street, Suite 408 Somerville, MA 02144	Public Charity	Climate Change and Environmental Justice Coverage	100,000
World Wildlife Fund Inc	1250 24th Street, NW Washington, DC 20037	Public Charity	Protecting the Bering Sea Ecoregion	111,381
Zonta International of Everett	PO Box 5204 Everett, Washington WA 98206, USA	Public Charity	"Ignore No More" Forum on Human Trafficking	5,000
			<b>Total Grants Paid for the Year</b>	<b>25,984,595</b>



## FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
The Ctr. for Urban Community Services Inc	120 Wall Street, 25th Floor New York, NY 10005	Public Charity	Common Ground London - CityWell	87,310
Robin Hood Foundation	826 Broadway 7th Floor New York, NY 10003	Public Charity	Strategic Support to Combat Poverty in New York	1,000,000
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, DC 20036	Public Charity	Oceana Europe Renewal	2,649,928
CARE USA	151 Ellis Street Atlanta, GA 30303-2440	Public Charity	Promoting Sustainable Livelihoods	6,348,660
Botswana-Harvard School of Public Health	Department of Immunology and Infectious Diseases Harvard School of Public Health Bldg. 2, Rm. 420 651 Huntington Avenue Boston, MA 02115	Public Charity	To Save Women and Children of Southern Africa	2,245,881
All Kinds of Minds	2800 Meridian Parkway, Suite 100, Durham, North Carolina 27713	Public Charity	Charting the Future Course	1,465,800
International Society for Prevention of Child Abuse & Neglect	245 W. Roosevelt Road Building 6 Suite 39 West Chicago, IL 60185	Public Charity	ISPCAN Child Abuse and Neglect Capacity Building	692,840
Pew Charitable Trusts	2005 Market Street, Suite 1700 Philadelphia, PA 19103	Public Charity	The Ocean Legacy Fund	1,890,688
North Hawaii Community Hospital (NHCH)	North Hawaii Community Hospital (NHCH) Kamuela, HI 96743	Public Charity	North Hawaii Community Hospital Rapid Response Team	400,000
Clean Air Task Force (CATF)	18 Tremont Street Suite 530 Boston, MA 02108	Public Charity	CATF Global Project Support	148,702
Indian Law Resource Ctr.	602 North Ewing Street Helena, MT 59601	Public Charity	General Support	100,000

## FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Health Care without Harm (HCWC)	1901 N. Moore St., Suite 509 Arlington, VA 22209	Public Charity	Global Expansion of HCWH	250,000
Harlem Children's Zone	35 East 125th Street New York, NY 10035	Public Charity	Longitudinal Study	250,000
Lucille Packard Foundation for Children's Health	770 Welch Road, Suite 350 Palo Alto, CA 94304	Public Charity	Building a Fdn. for Fetal Cardiac Intervention	2,000,000
Fund For Global Human Rights	1666 Connecticut Avenue NW Suite 410 Washington DC 20009	Public Charity	General support	1,000,000
Ctr. for Constitutional Rights	666 Broadway 7th floor New York NY 10012	Public Charity	Global Detentions and Rendition Project	700,000
Columbia University	Program on Forced Migration and Health Columbia University, Mailman School of Public Health 60 Haven Avenue, B-4, Suite 432 New York, NY 10032	Public Charity	Care and Protection of Children in Emergencies	940,754
Greater Philadelphia Urban Affairs Coalition	1207 Chestnut Street, Philadelphia, PA, USA 19107	Public Charity	Saving Homes, Saving Neighbourhoods	537,762
National Ctr. for Missing & Exploited Children (NCMEC)	Charles B. Wang International Children's Building 699 Prince Street Alexandria, Virginia 22314-3175	Public Charity	Appointment of Director of Technology Advancement	933,180
Witness Inc	80 Hanson Place, Suite 510 Brooklyn NY 11217	Public Charity	General Operating Support	700,000

## FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Winrock International Institute for Agricultural Development	1621 North Kent Street, Suite 1200 Arlington, VA 22209	Public Charity	Combating Abuse & Trafficking of Children in Bahia	436,470
Human Rights First (fka Lawyers Committee for Human Rights)	333 Seventh Avenue, 13th Floor New York, NY 10001	Public Charity	General Support (excluding refugees)	355,000
Duke University	PO Box 90077 Durham, NC 27708-0077	Public Charity	Fellowships, Internships, & Research for Students	568,821
Clean Air-Cool Planet	100 Market Street, Suite 204 Portsmouth, New Hampshire 03801	Public Charity	Climate Solutions through Civic Engagement	300,000
Beneficent Technology Inc	480 S. California Ave. Suite 201 Palo Alto CA 94306	Public Charity	General Support for the Human Rights Programme	600,000
Environmental Defense Inc	Headquarters Office 257 Park Avenue South New York, NY 10010	Public Charity	Mesoamerican Reef MAR Sustainable Fisheries	352,914
Women's Commission for Refugee Women & Children	International Rescue Committee 122 East 42nd Street, 12th Floor New York - NY 10168-1289	Public Charity	Detention and Asylum Program	250,000
Bridge Fund of New York inc.	105 East 22nd Street, Suite 621, New York, New York 10010	Public Charity	Brooklyn Expansion and Rent Subsidy Project	55,143
Philadelphia Association of Community Develop. Corporations	1315 Walnut Street, Suite 1600, Philadelphia, PA 19107	Public Charity	Affordable Housing Initiative	128,592
Union of Concerned Scientists	Two Brattle Square Cambridge, MA 02238	Public Charity	Climate Solutions Campaign Renewal	466,668
Amnesty International USA	600 Pennsylvania Ave SE Washington DC 20003 USA	Public Charity	Satellite Imagery for Human Rights	608,000

## FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
University of Wyoming	Office of Research 1000 E. University Avenue Laramie, WY 82071	Public Charity	Research to Assess & Improve Women & Children	169,320
AAAS (Americian Association for the Advancement of Science)	1200 New York Ave NW Washington DC USA	Public Charity	Satellite Imagery for Human Rights	490,000
Fifth Avenue Committee, Inc.	621 DeGraw Street, Brooklyn, New York 11217	Public Charity	Creating Access to Re-Entry Employment (CARE)	200,000
Encore Community Services	239 West 49th Street New York, New York 10019 USA	Public Charity	Encore West Residence and Encore 49 Residence	150,000
Oceana Inc	1350 Connecticut Ave NW, 5th Floor Washington, DC 20036	Public Charity	US Arctic Large Marine Ecosystem Protection	265,018
Ctr. for Justice & International Law (CEJIL)	Center for Justice and International Law, 1630 Connecticut Ave, NW Suite 401, Washington, DC 20009	Public Charity	Strengthening Civil & Political Rights Litigation	202,628
One Family Inc	186 South Street, 4th Floor Boston, MA 02111	Public Charity	One Family Scholars - Fellows Programme	37,500
HomeStart Inc.	105 Chauncy Street 5th Floor Boston, MA 02111	Public Charity	Homelessness Prevention Household Project	93,195
Bay Cove Human Services Inc	66 Canal Street, Boston 02114	Public Charity	Tenancy Preservation Project	90,000
Fresno Metropolitan Museum of Art, History & Science	1555 Van Ness Avenue Fresno, CA 93721-1200	Public Charity	Met on the Move	320,000
Wildlife Conservation Society	WCS Marine Program 2300 Southern Boulevard Bronx, NY 10460 USA	Public Charity	Accelerating Marine Conservation	589,057

## FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Stop it Now	351 Pleasant Street Suite B-319 Northampton, MA 01060	Public Charity	Strengthen Child Sexual Abuse Prevention	175,332
Women's Community Revitalization Project (WCRP)	407 Fairmount Avenue Philadelphia, PA 19123	Public Charity	Public Land for Public Benefit Initiative	225,775
Baker Industries	The Edwin and Fannie Gray Hall Center, 184 Pennsylvania Avenue, Malvern, Pennsylvania 19355-2864	Public Charity	Work Programme and Alumni Support	82,000
Greater Boston Legal Services	197 Friend Street Boston, Massachusetts 02114	Public Charity	Affordable Housing Preservation Project	80,000
Nature Conservancy, The	4245 North Fairfax Drive, Suite 100 Arlington, VA 22203	Public Charity	Conserving Alaska's Polar Marine Ecosystems	157,272
Duke University	PO Box 90077 Durham, NC 27708-0077	Public Charity	Training Conservation Professionals for Belize	128,875
HOPE Program, The	1 Smith Street Brooklyn, NY 11201	Public Charity	Building Hope	75,000
Citizens Housing & Planning Association	18 Tremont Street Suite 401 Boston MA 02108 USA	Public Charity	Housing Advocacy Program	75,000
Tides Ctr. - Opportunity Agenda	55 Exchange Place, Suite 402, New York, NY 10005	Public Charity	Human Rights at Home	150,000
Community Voices Heard	115 E 106th Street, 3rd Fl. New York, NY 10029	Public Charity	Public Housing Preservation & Improvement Campaign	150,903
Community Conservation Network (CCN)	P.O. Box 4674 Honolulu, HI 96813	Public Charity	Improving Management and Organisational Efficiency	49,600
Earth University Foundation	Five Piedmont Center, Suite 215 3525 Piedmont Road, NE Atlanta, Georgia 30305	Public Charity	Partnership for Sustainable Rural Development	115,600

## FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
World Federalist Movement - Institute for Global Policy	708 3rd Avenue, 24th Floor New York, NY 10017	Public Charity	R2PCS - Building a Global Civil Society Coalition	66,670
Bowery Residents Committee	324 Lafayette Street 8th Floor New York, NY 10012	Public Charity	Horizons Workforce and Development Programme	66,480
New Engl& Aquarium Environmental Law Alliance Worldwide (ELAW)	Central Wharf Boston, MA 02110	Public Charity	Marine Conservation Action Fund-Renewal	68,800
Virginia Organizing Project	1877 Garden Avenue Eugene, OR 97403-1927	Public Charity	Building Public Interest	136,290
Project HOME	609 East High St Charlottesville VA 22902	Public Charity	The Daily Climate	125,000
University Settlement Society of New York, Inc	Project HOME 1515 Fairmount Avenue Philadelphia, PA 19130-2909	Public Charity	Supported Employment Program	250,000
International Society for Prevention of Child Abuse & Neglect Corporation for Supportive Housing	184 Eldridge Street New York, NY 10002	Public Charity	Project Home	250,000
American University	245 W. Roosevelt Road Building 6 Suite 39 West Chicago, IL 60185	Public Charity	ITPI Eastern Europe	126,900
War Crimes Research Office (WCRO)	50 Broadway, 17th Floor New York, NY 10004	Public Charity	The Next Step Supportive Housing Initiative	84,183
University of New Hampshire	4801 Massachusetts Ave, NW	Public Charity	General Support for the War Crimes Research Office	115,477
Bristol Bay Native Association	Jackson Estuarine Laboratory 85 Adams Point Road Durham, NH 03824	Public Charity	Recovery Scenarios for the NW Mediterranean	39,829
Mediation Works Incorporated	Box 310 Dillingham, Alaska 99576	Public Charity	Building Capacity for Conservation & Marine Mammal	84,385
	4 Faneull Hall - Third Floor, Boston, MA 02109	Public Charity	MWI Eviction Mediation Program	150,413

## FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Marine Conservation Biology Institute	2122 112th Ave. NE, Ste B 300 Bellevue, WA 98004-2947	Public Charity	Research Grants in Historical Marine Ecology	50,000
Ctr. for Justice & Accountability (CJA)	870 Market Street Suite 688 San Francisco 94102 USA	Public Charity	Holding Torturers to Account	100,000
Muhlenberg College	2400 West Chew Street Allentown, PA 18104	Public Charity	A Pioneering Approach to Academic Support Services	150,000
Global Rights	1200 18th St NW, Suite 602 Washington D.C. 20036	Public Charity	Initiative Against Trafficking in Persons	100,000
Pine Street Inn	444 Harrison Avenue Boston, MA 02118	Public Charity	Housing for Chronically Homeless	100,000
Natural Resources Council of Maine	3 Wade Street Augusta, ME 04330	Public Charity	Boosting Energy Efficiency in Maine	200,000
EarthRights International	1612 K Street NW Suite 401 Washington DC 20006	Public Charity	Litigation Programme	100,000
Ali Forney Ctr.	224 West 35th Street, Suite 1102, New York, NY 10001	Public Charity	Organizational Development Project	200,000
Alaska Marine Conservation Council	P.O. Box 101145 Anchorage, AK 99510	Public Charity	Community-Based Marine Conservation	200,000
Environmental Law & Policy Ctr. of the Midwest (ELPC)	35 East Wacker Drive, Suite 1300 Chicago, IL 60601	Public Charity	Global Warming Solutions Project	200,000
Environmental Defense Inc	Headquarters Office 257 Park Avenue South New York, NY 10010	Public Charity	Clean Fleets Campaign	200,000
Little Sisters of the Assumption Family Health Services, Inc.	45 Magnolia Street Dorchester, MA 02125	Public Charity	Family Works	148,872
Philabundance	3616 South Galloway St., PO Box 37555 Philadelphia, PA 19148 USA	Public Charity	Community Kitchen (PCK) Job Training Program	167,959

## FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Greater Boston Legal Services	197 Friend Street Boston, Massachusetts 02114	Public Charity	Affordable Tenancy Preservation Project	160,000
Nuestra Development Fund Inc.	56 Warren Street, Suite 200, Roxbury, MA 02119, USA	Public Charity	Senior Vacant Unit Initiative Healing and Hope Through Science	160,000
Duke University	PO Box 90077 Durham, NC 27708-0077	Public Charity		123,502
Saint Francis House, Inc.	St Francis House, PO Box 120499, Essex Station, Boston, MA 02111-0499	Public Charity	HirePower	150,000
Earthjustice	426 17th Street, 6th Floor Oakland, CA 94612	Public Charity	Legal Campaign to Protect Alaska's Arctic Ocean	75,000
Council on Homeless Policies & Services	70 West 36th Street Suite 1404 New York NY 10018 USA	Public Charity	Shelter Resource Reinvestment Project	85,000
Project Fair	450 W.33rd Street, 11th Floor, New York, New York 10001 USA	Public Charity	Mental Health Advocacy Project	210,504
Maine Conservation Voters Education Fund (MCVEF)	295 Water Street, Suite 9, Augusta, Maine 04330	Public Charity	Building Power for Maine's Environment	99,823
Sisters of the Good Shepherd - Good Shepherd Services	50 Grove Street 5313 Wellesley, MA 02482-7713	Public Charity	Safe Home Project	100,000
Aleut International Association, Inc.	333 W. 4th Ave. Suite 301 Anchorage, AK	Public Charity	Strengthening Alaska Participation in the Artic	100,000
Inuit Circumpolar Council-Alaska	3000 C Street, Suite N201 Anchorage AK 99503	Public Charity	Leading the Way on Climate Change	50,000
New Destiny Housing Corporation	1140 Broadway, Suite 1002, New York, N.Y. 10001	Public Charity	Project Safe Home	211,503



## FORM 990-PF, PART XV, GRANTS APPROVED FOR FUTURE PAYMENT

NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Population Media Ctr. (PMC)	145 Pine Have Shores Road Suite 2011 Shelburne, Vermont USA	Public Charity	Project to Reduce Child Abuse	220,276
Duke University	PO Box 90077 Durham, NC 27708-0077	Public Charity	Program in Environmental and Energy Policy	4,500,000
Wellspring Trust Inc, The	51 Pine Point Road Norwalk, CT 06853	Public Charity	Overseas aid to projects in Asia - Rosemary Taylor	85,000
International Gay & Lesbian Human Rights Commission (IGLRC)	80 Maiden Lane, Suite 1505, New York, NY 10038, USA	Public Charity	General Support	150,000
Physicians for Human Rights	2 Arrow St Suite 301 Cambridge MA 02138	Public Charity	General Support	650,000
The Heinz Ctr.	900 17th St., NW Suite 700 Washington, DC 20006	Public Charity	Governance in a Rapidly Changing Arctic	400,000
hopeFound	170 Morton Street, Jamaica Plain, MA 02130-3735	Public Charity	WorkFirst	309,990
Pew Charitable Trusts	2005 Market Street, Suite 1700 Philadelphia, PA 19103	Public Charity	Reforming the Common Fisheries Policy	600,000
Bethesda Project	1630 South Street Philadelphia, PA 19146	Public Charity	St. John's Project	500,000
Picture the Homeless	2427 Morris Avenue, 2nd Floor, Bronx, NY 10468	Public Charity	Anti-Warehousing Campaign	103,370
Morgan Memorial Goodwill Industries	1010 Harrison Avenue, Boston, MA 02119	Public Charity	Human Services Employment Ladder Program	221,073
Human Rights Watch	350 Fifth Avenue, 34th Floor New York, NY 10118-3299	Public Charity	Advocacy in Moscow, Delhi, Johannesburg	2,000,000
Project Renewal	200 Varick Street, 9th Floor, New York, 10014	Public Charity	Next Step Employment Prog. Wage Growth Initiative	308,522

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NAME	ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
Butler Family Fund	Butler Family Fund, 1301 Connecticut Avenue, NW, Suite 500, Washington DC	Private Foundation	The Family Homelessness Project	460,000
ClimateWorks Foundation, USA	235 Montgomery St, Suite 1300 San Francisco, CA 94104	Public Charity	Sustainable Energy & Climate Action in India	600,000
Bahia Street	1005 NE Boat Street Seattle, Washington 98105	Public Charity	Poverty to Equality Project	70,983
US Committee for Refugees & Immigrants (USCRI)	2231 Crystal Drive, Suite 350 Arlington, VA 22202	Public Charity	Ending Refugee Warehousing	195,000
			<b>Total Grants Approved for Future Payment</b>	<b>48,915,993</b>