

Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

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

**2013**

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.

**Open to Public Inspection**

Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation The Annenberg Foundation		<b>A Employer identification number</b> 23-6257083	
% PAUL J MANGANIELLO		<b>B Telephone number</b> (see instructions) (610) 341-9268	
Number and street (or P O box number if mail is not delivered to street address) Room/suite 101 West Elm Street Suite 640		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code Conshohocken, PA 19428		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity		<b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<input type="checkbox"/> Final return <input type="checkbox"/> Amended return		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation			
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,690,604,187			
<b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual			
<input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

<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) (see instructions))		(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>	<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)	62,007			
	<b>2</b> Check <input type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	37,540	582,557		
	<b>4</b> Dividends and interest from securities	10,271,592	16,670,873		
	<b>5a</b> Gross rents	231,182	231,182		
	<b>b</b> Net rental income or (loss) <u>-11,519</u>				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	13,655,198			
	<b>b</b> Gross sales price for all assets on line 6a <u>53,298,989</u>				
	<b>7</b> Capital gain net income (from Part IV, line 2)		46,950,439		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances	1,071,839			
<b>b</b> Less Cost of goods sold	680,526				
<b>c</b> Gross profit or (loss) (attach schedule)	391,313		377,005		
<b>11</b> Other income (attach schedule)	8,675	-503,639	0		
<b>12 Total.</b> Add lines 1 through 11	24,657,507	63,931,412	377,005		
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	773,242	193,911		576,349
	<b>14</b> Other employee salaries and wages	6,763,852	100,965	377,005	6,404,180
	<b>15</b> Pension plans, employee benefits	2,909,534	90,246		2,825,269
	<b>16a</b> Legal fees (attach schedule)	1,970,483	37,025	0	2,204,795
	<b>b</b> Accounting fees (attach schedule)	122,799	0	0	96,303
	<b>c</b> Other professional fees (attach schedule)	42,631,769	23,645,498	0	17,991,199
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	2,057,880	434,972	0	87,741
	<b>19</b> Depreciation (attach schedule) and depletion	4,196,283	53,669		
	<b>20</b> Occupancy	3,238,836	428,926		3,115,028
	<b>21</b> Travel, conferences, and meetings	1,785,585	9,750		1,774,951
	<b>22</b> Printing and publications	149,335			147,158
	<b>23</b> Other expenses (attach schedule)	3,496,604	945		3,586,373
	<b>24 Total operating and administrative expenses.</b>				
	Add lines 13 through 23	70,096,202	24,995,907	377,005	38,809,346
<b>25</b> Contributions, gifts, grants paid	54,435,546			70,030,812	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	124,531,748	24,995,907	377,005	108,840,158	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	-99,874,241				
<b>b Net investment income</b> (if negative, enter -0-)		38,935,505			
<b>c Adjusted net income</b> (if negative, enter -0-)					

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	7,759	8,163	8,163		
	<b>2</b>	Savings and temporary cash investments . . . . .	89,515,552	48,075,814	48,075,814		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .	531,771	469,656	469,656		
	<b>9</b>	Prepaid expenses and deferred charges . . . . .	330,981	227,783	227,783		
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	83,086,193 <input checked="" type="checkbox"/>	45,669,956	45,669,956		
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	419,837,976 <input checked="" type="checkbox"/>	515,147,382	515,147,382		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	200,609,852 <input checked="" type="checkbox"/>	181,153,001	181,153,001		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	774,341,731 <input checked="" type="checkbox"/>	860,682,821	860,682,821		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ 35,558,620 Less accumulated depreciation (attach schedule) ▶ 18,375,021	15,466,286 <input checked="" type="checkbox"/>	17,183,599	17,183,599		
<b>15</b>	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/> 39,433,944 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 21,986,012 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 21,986,012 <input checked="" type="checkbox"/>			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,623,162,045	1,690,604,187	1,690,604,187			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .	4,549,589	3,656,025			
	<b>18</b>	Grants payable . . . . .	49,215,098	34,410,742			
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)	<input checked="" type="checkbox"/> 33,724,625 <input checked="" type="checkbox"/>	<input checked="" type="checkbox"/> 5,072,025 <input checked="" type="checkbox"/>			
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	87,489,312	43,138,792				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .	1,535,671,733	1,647,464,395			
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .	1,000	1,000			
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds					
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	1,535,672,733	1,647,465,395				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	1,623,162,045	1,690,604,187				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	1,535,672,733
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-99,874,241
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	211,666,903
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,647,465,395
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	1,647,465,395

**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>1 a</b> PUBLICLY TRADED SECURITIES	P		
<b>b</b> PASSTHROUGH SHORT TERM CAPITAL GAINS	P		
<b>c</b> PASSTHROUGH LONG TERM CAPITAL GAINS	P		
<b>d</b> PASSTHROUGH BASIS ADJUSTMENT	P		
<b>e</b> PASS THROUGH INCOME FROM CONTRACTS & STRADDLES			

(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)
<b>a</b> 13,655,198		5,668,613	7,986,585
<b>b</b> 11,603,104			11,603,104
<b>c</b> 27,443,357			27,443,357
<b>d</b> 597,330			597,330
<b>e</b>			-679,937

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	
<b>a</b>			7,986,585
<b>b</b>			11,603,104
<b>c</b>			27,443,357
<b>d</b>			597,330
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	46,950,439
<b>3</b> 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 instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	

**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))
2012	107,916,036	1,516,754,924	0.071149
2011	53,065,188	1,580,098,000	0.033583
2010	103,520,989	1,644,933,708	0.062933
2009	150,128,144	1,622,808,720	0.092511
2008	172,788,149	1,633,851,144	0.105755

<b>2</b> Total of line 1, column (d).	<b>2</b>	0.365931
<b>3</b> 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	<b>3</b>	0.073186
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	<b>4</b>	1,593,070,859
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	116,590,484
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	389,355
<b>7</b> Add lines 5 and 6.	<b>7</b>	116,979,839
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	112,646,403

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 page 18 of the instructions)**

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	778,710
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	778,710
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	778,710
<b>6</b>	Credits/Payments		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	638,696
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	310,000
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	948,696
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	169,986
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> 169,986 <b>Refunded</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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>	<b>2</b>	No
<b>3</b> 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> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>	Yes
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>	Yes
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> 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>	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA, DC, PA		
<b>b</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>	<b>8b</b>	Yes
<b>9</b> 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>	No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>WWWANNENBERG.ORG</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>PAUL J MANGANIELLO</b> Telephone no <b>(610) 341-9268</b> Located at <b>101 WEST ELM STREET SUITE 640 CONSHOHOCKEN PA</b> ZIP+4 <b>194282016</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		
<b>16</b>	At any time during calendar year 2013, 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 instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country <b>CJ</b>	<b>16</b>	<b>Yes</b>	<b>No</b>

**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.			<b>Yes</b>	<b>No</b>
<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? ( <b>Exception.</b> 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>1b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>1c</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 2013?	<b>1c</b>		<b>No</b>
<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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20___, 20___, 20___, 20___</b>			
<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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20___, 20___, 20___, 20___</b>			
<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 2013 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> )	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<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 2013?	<b>4b</b>		<b>No</b>



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

**Part VIII**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Sheppard Mullin Richter & Hampton LLP 333 S HOPE ST 43RD FL LOS ANGELES, CA 90071	legal	1,956,782
Arclight Productions 732 N Highland Ave HOLLYWOOD, CA 90038	multimedia	2,355,103
IP Video Specialist Inc 2120 JIMMY DURANTE BLVD 124 DEL MAR, CA 92014	multimedia	1,291,033
HOLWICK CONSTRUCTORS 21011 WARNER CENTER LANE SUITE C WOODLAND HILLS, CA 91367	CONSTRUCTION	1,366,341
J BEN BOURGEOIS PRODUCTIONS INC 512 N LARCHMONT BOULEVARD LOS ANGELES, CA 90004	EVENT PLANNER	2,481,801
<b>Total</b> number of others receiving over \$50,000 for professional services. . . . .		102

**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
<b>1</b> ANNENBERG SPACE FOR PHOTOGRAPHY (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS	9,055,430
<b>2</b> METABOLIC STUDIO LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS	8,693,500
<b>3</b> ANNENBERG LEARNER PROGRAM (WASHINGTON, DC) SEE GENERAL EXPLANATION STATEMENTS	4,967,237
<b>4</b> EXPLORE ANNENBERG LLC (LOS ANGELES, CA) SEE GENERAL EXPLANATION STATEMENTS	4,507,958

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b> _____ _____	
<b>2</b> _____ _____	
All other program-related investments See page 24 of the instructions	
<b>3</b> _____ _____	
<b>Total.</b> Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	1,551,677,991
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	65,652,830
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	1,617,330,821
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	1,617,330,821
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	24,259,962
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,593,070,859
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	79,653,543

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	79,653,543
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	778,710
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	778,710
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	78,874,833
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	78,874,833
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	78,874,833

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	108,840,158
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	3,806,245
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	112,646,403
<b>5</b>	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 instructions). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	112,646,403

**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 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				78,874,833
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			0	
<b>b</b> Total for prior years 2011, 2010, 2009		0		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .	91,822,143			
<b>b</b> From 2009. . . . .	69,418,626			
<b>c</b> From 2010. . . . .	21,545,164			
<b>d</b> From 2011. . . . .	14,106,809			
<b>e</b> From 2012. . . . .				
<b>f</b> <b>Total</b> of lines 3a through e. . . . .	196,892,742			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>112,646,403</u>				
<b>a</b> Applied to 2012, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				78,874,833
<b>e</b> Remaining amount distributed out of corpus	33,771,570			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6</b> <b>Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	230,664,312			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .		0		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .			0	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .	91,822,143			
<b>9</b> <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .	138,842,169			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .	69,418,626			
<b>b</b> Excess from 2010. . . . .	21,545,164			
<b>c</b> Excess from 2011. . . . .	14,106,809			
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .	33,771,570			

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . .

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

	Tax year	Prior 3 years			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>2a</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 organization 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) )

See Additional Data Table

**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 address of the person to whom applications should be addressed

THE ANNENBERG FOUNDATION  
2000 AVENUE OF THE STARS STE 1000S  
LOS ANGELES, CA 90067  
(213) 403-3110

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

THE ANNENBERG FOUNDATION'S BOARD OF DIRECTORS CONTINUED PLANNING STRATEGICALLY, CONCENTRATING ON EFFECTIVE MEANS TO ENSURING THE FOUNDATION'S STRENGTH FOR FUTURE GRANTMAKING THE FOUNDATION IS FOCUSED ON ITS COMMITTED GRANT PAYOUT SCHEDULE SEE WEBSITE WWW ANNENBERGFOUNDATION ORG FOR THE FORM IN WHICH APPLICATIONS SHOULD BE SUBMITTED AND INFORMATION AND MATERIALS THEY SHOULD INCLUDE GRANTS ARE MADE BASED ON GUIDELINES ADOPTED BY AND AT THE DISCRETION OF INDIVIDUAL FOUNDATION DIRECTORS SEE FEDERAL FOOTNOTE # 1 FOR MORE INFORMATION

**c** Any submission deadlines

THERE IS NO SUBMISSION DEADLINE - APPLICATIONS ARE ACCEPTED YEAR-ROUND WEBSITE HTTP //WWW ANNENBERG

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

SEE THE INFORMATION PROVIDED FOR PART XV, QUESTIONS 2A, 2B, & 2C

**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</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				70,030,812

**3a**

<b>b</b> <i>Approved for future payment</i> See Additional Data Table				
<b>Total . . . . .</b>				34,046,782

**3b**





**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
WALLIS ANNENBERG 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	CEO/CHAIRPERSON/PRESIDENT 20 0	0	0	0
LEONARD J AUBE 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	EXECUTIVE DIRECTOR/SECRETARY 37 5	397,037	53,524	0
LAUREN BON 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30 0	39,237	20,725	0
CHARLES WEINGARTEN 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30 0	39,210	20,721	0
Gregory Weingarten 2000 AVENUE OF THE STARS LOS ANGELES, CA 90067	VICE PRESIDENT/DIRECTOR 30 0	39,210	31,484	0

**Form 990PF Part XV Line 1a - 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).**

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**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
American Society of Dowsers Inc PO Box 24 Danville,VT 05828	None	PC	Water for Humanity Fund	8,400
Amigos De Los Rios 908 E Altadena Dr Altadena,CA 91001	None	PC	General Support	50,000
Animal Advocates 645 W 9th St 110-140 Los Angeles,CA 90015	None	PC	To purchase equipment, supplies, and cover medical expenses	10,000
Animal Wellness Foundation PO Box 9686 Marina Del Rey,CA 90295	None	PC	General Support	50,000
Aquarium of the Pacific 100 Aquarium Way Long Beach,CA 90802	None	PC	General Support	50,000
Aquarium of the Pacific 100 Aquarium Way Long Beach,CA 90802	None	PC	To create the Mountains to the Sea A Southern California steelhead public exhibit	250,000
Arizona Sonora Desert Museum 2021 N Kinney Rd Tucson,AZ 85743	None	PC	To support the Pollination Hotspots Program	25,000
Arroyos & Foothills Conservancy 301 E Colorado Blvd Suite 320 Pasadena,CA 91101	None	PC	To support board development and strategic planning	7,500
Association for Parrot Care Conservation Adoptions 15660 Curtis Trail Frazier Park,CA 93225	None	PC	General Support	200
California Department of Fish and Wildlife 1416 9th Street 12th Floor Sacramento,CA 95814	None	PC	To support the Ballona Wetlands Restoration Project	100,000
California State Parks Foundation Headquarters 50 Francisco Street Suite 110 San Francisco,CA 94133	None	PC	To support programming at the Los Angeles State Historic Park	50,000
Center for Alaskan Coastal Studies 708 Smokey Bay Way Homer,AK 99603	None	PC	General Support	50,000
Center for Land Use Interpretation 9331 Venice Boulevard Culver City,CA 90232	None	PC	General Support	50,000
Center for Land Use Interpretation 9331 Venice Boulevard Culver City,CA 90232	None	PC	Discretionary fund for the Founder and Director	50,000
Centro Golfinho Rotador Rua Eurico Cavalcanti de Albuquerque Fernando de Noronha, Pernambuco 53990-000 BR	None	NC	For research and educational programming	100,000
<b>Total . . . . .</b>				<b>70,030,812</b>



**Form 990PF Part XV Line 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</b> <i>Paid during the year</i>				
Community Partners 1000 North Alameda Street Suite 24 Los Angeles, CA 90012	None	PC	Climate Resolve	10,000
Crystal Cove Alliance 5 Crystal Cove Newport Coast, CA 92657	None	PC	General Support	75,000
Dian Fossey Gorilla Fund 800 Cherokee Ave SE Atlanta, GA 303151470	None	PC	General Support	220
Eastern Sierra Land Trust 176 Home Street Bishop, CA 93515	None	PC	To support the Sierra Nevada AmeriCorps Partnership	55,000
Environment California Research & Policy Center 3435 Wilshire Blvd 385 Los Angeles, CA 90010	None	PC	General Support	25,000
Friends of Navdanya 32 Highland Meadows Ln Weston, MA 02493	None	PC	Conserving Pollinators through Biodiversity-based ecological agriculture project	60,000
Friends of the Inyo 819 North Barlow Lane Bishop, CA 93514	None	PC	To provide salary support for the community outreach manager position and to support programming	74,000
Friends of the Los Angeles River Los Angeles River Center 570 West Avenue 26 Ste 250 Los Angeles, CA 900651047	None	PC	General Support	10,000
From Lot to Spot Inc 811 W 7th Street Suite 205 Los Angeles, CA 90017	None	PC	To support Network and Nature Identification and implementation of community green spaces within LA	25,000
Heal the Bay 1444 9th Street Santa Monica, CA 90401	None	PC	Public education programs	50,000
The Humane Society Wildlife Land Trust 2100 L Street NW Washington, DC 20037	None	PC	To support the Water Guzzler program	20,000
Hummingbird Monitoring Network PO Box 115 Patagonia, AZ 85624	None	PC	Borderlands Habitat Restoration Initiative	30,000
The International Dark-Sky Association Inc 3223 N First Avenue Tucson, AZ 85719	None	PC	General Support	25,000
International Rivers Network c/o International Rivers 2150 Allston Way Suite 300 Berkeley, CA 947041378	None	PC	For the creation of the State of the World Rivers interactive web-based platform, to support the International Day of Action for Rivers, and advocacy campaigns to protect the UNESCO World Heritage Rivers	44,000
Ken-Mar Rescue 1330 Silver Lake Blvd Los Angeles, CA 90026	None	PC	For board development and technology upgrades	10,000
<b>Total . . . . .</b>				<b>70,030,812</b>

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Kitten Rescue 914 Westwood Blvd 583 Los Angeles, CA 90024	None	PC	General Support	50,000
Land Institute 2400 E Water Well Road Salina, KS 67401	None	PC	General Support	100,000
Los Angeles County Dept of Animal Care and Control 5898 Cherry Avenue Long Beach, CA 90805	None	PC	For the purchase of evidence kits for Department of Animal care and control vehicles	10,000
Marley's Mutts Dog Rescue 22201 Amberwood Court Tehachapi, CA 93561	None	PC	General Support	500
Millsaps College 1701 North State Street Jackson, MS 39210	None	PC	General Support	10,000
Molly's Mutts and Meows 1171 South Robertson Blvd Los Angeles, CA 90035	None	PC	For fund development and succession and strategic planning	10,000
Monterey Bay Aquarium Foundation 886 Cannery Row Monterey, CA 939401023	None	PC	General Support	50,000
Mpala Research Trust Po Box 555 Nanyuki 10400 KE	None	NC	To support the Mpala Live! project of The Mpala Research center	270,000
Mujeres De La Tierra LA River Center 570 West Avenue 26 Suite 300 Los Angeles, CA 90065	None	PC	General Support	25,000
National Audubon Society Inc Main Office 225 Varick Street New York, NY 10014	None	PC	To support Seabird Restoration Program activities in Maine	123,000
National Geographic Society 1145 17th Street NW Washington, DC 20036	None	PC	Fund for Exploration	25,000
North East Trees Inc 570 West Avenue 26 Suite 200 Los Angeles, CA 90065	None	PC	Discretionary fund for the Urban Forestry Manager	20,000
Oceanographic Teaching Stations Inc PO Box 1 Manhattan Beach, CA 902670001	None	PC	Free Marine Science and Environmental Education Field trip program	35,000
Orangutan Foundation International 824 S Wellesley Ave Los Angeles, CA 90049	None	PC	To support the construction of Wally's World	100,000
The Owens Valley Committee PO Box 77 Bishop, CA 93515	None	PC	General Support	35,053
<b>Total . . . . .</b>				<b>70,030,812</b>

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Pacific Ins for Studies in Develop Env Security 654 13th Street Preservation Park Oakland, CA 94612	None	PC	General Support	50,000
Palos Verdes-South Bay Audubon Society PO Box 2582 Palos Verdes, CA 90274	None	PC	Audubon Youth Environmental Stewards Program	54,040
Polar Bears International PO Box 3008 Bozeman, MT 59772	None	PC	To support the My Planet, My Part Campaign and Tundra connections program	300,000
Pollinator Partnership 423 Washington Street 5th Floor San Francisco, CA 941112339	None	PC	To support the Pesticide Applicators Training program, BeeSmart schoolgarden kit, and research activities	90,000
Rancho Santa Ana Botanic Garden Trustees 1500 North College Avenue Claremont, CA 91711	None	PC	General Support	50,000
Roar Foundation PO Box 189 Acton, CA 93510	None	PC	To support the Fire Prevention and Response program	62,000
Saint Martins Animal Foundation 8860 Corbin Ave 245 Northridge, CA 91324	None	PC	General Support	5,000
Los Angeles Waterkeeper 120 Broadway Suite 105 Santa Monica, CA 90401	None	PC	General Support	75,000
Santa Monica Mountains Fund 401 West Hillcrest Drive Thousand Oaks, CA 91360	None	PC	General Support	25,000
The Seventh Generation Fund for Indigenous Peoples PO Box 4569 Arcata, CA 95518	None	PC	To support the Rights of Mother Earth Initiative	60,000
Southern California Golden Retriever Rescue PO Box 25698 Los Angeles, CA 90025	None	PC	General Support	5,000
Spay Neuter Project of Los Angeles Inc 957 N Gaffey St San Pedro, CA 90731	None	PC	General Support	25,000
Surfrider Foundation 942 Calle Negocio Suite 350 San Clemente, CA 92673	None	PC	Ventura Ecosystem Project	10,000
Sustainable Conservation 98 Battery Street Suite 302 San Francisco, CA 94111	None	PC	PlantRight Campaign	150,000
Virginia German Shepherd Rescue Inc PO Box 126 Sterling, VA 20167	None	PC	General Support	500
<b>Total . . . . .</b>				<b>70,030,812</b>

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Waterkeeper Alliance Inc 17 Battery Place Suite 1329 New York, NY 10004	None	PC	General Support	20,000
Wolf Mountain Sanctuary PO Box 385 Lucerne Valley, CA 92356	None	PC	General Support	50
Zoological Society of San Diego P O Box 120551 San Diego, CA 921120551	None	PC	For children's education programs and general operating support	20,000
Actors Gang Inc The Ivy Substation 9070 Venice Boulevard Culver City, CA 90232	None	PC	General Support	100,000
American Friends of Covent Garden the Royal Opera PO Box 5155 Rockefeller Center New York, NY 10185	None	PC	General Support	280,731
American Friends of Covent Garden the Royal Opera PO Box 5155 Rockefeller Center New York, NY 10185	None	PC	General Support	3,800
American Friends of the Louvre Inc 305 East 47th Street 10th Floor New York, NY 10017	None	PC	General Support	66,665
American Friends of the Paris Opera & Ballet 972 Fifth Avenue New York, NY 10075	None	PC	General Support	166,307
American Friends of the Paris Opera & Ballet 972 Fifth Avenue New York, NY 10075	None	PC	General Support	90,463
American Fund for the Tate Gallery c/o Tate Americas Foundation 520 West 27th Street Unit 404 New York, NY 10001	None	PC	General Support	46,608
American Museum of Natural History Central Park West at 79th St New York, NY 100245192	None	PC	To support education programs	10,000
American Patrons of the Tate Gallery Foundation 520 West 27th Street Unit 404 New York, NY 10001	None	PC	General Support	10,000
American Youth Symphony Inc 3424 Wilshire Blvd 830 Los Angeles, CA 90010	None	PC	To provide stipends for aspiring musicians	50,000
Arizona State Univ Fnd for a New American Univ 300 E University Drive Tempe, AZ 852812033	None	PC	To support the ARID An Online Journal of Desert art, design, and ecology issue on the centenary of the LA Aqueduct	20,000
Armand Hammer Museum of Art and Cultural Center 10899 Wilshire Boulevard 3rd Floor Los Angeles, CA 900244201	None	PC	General Support	10,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	70,030,812

**Form 990PF Part XV Line 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</b> <i>Paid during the year</i>				
Art Share Los Angeles Inc 801 East 4th Place Los Angeles, CA 90013	None	PC	General Support	10,700
Artangel America c/o Peter Fleissig 12 West 10th Street 3rd floor New York, NY 10011	None	PC	General Support	25,000
Assoc for the Adv of Filipino American Arts 760 S Westmoreland Ave 266 Los Angeles, CA 90005	None	PC	For fund development, strategic and succession planning	9,500
Autry National Center of the American West 4700 Western Heritage Way Los Angeles, CA 900271462	None	PC	Masters of the American West Fine Arts Exhibition and Sale	20,000
Autry National Center of the American West 4700 Western Heritage Way Los Angeles, CA 900271462	None	PC	To support the digitization of materials related to Owens Valley, CA and the Los Angeles Aqueduct at the Braun Research Library	15,000
Autry National Center of the American West 4700 Western Heritage Way Los Angeles, CA 900271462	None	PC	Masters of the American West Fine Arts Exhibition and Sale	20,000
Beyond Baroque Foundation 681 Venice Boulevard Venice, CA 90291	None	PC	For staff and fund development and strategic planning	10,000
Black Filmmaker Foundation 131 Varick Street Suite 937 New York, NY 10013	None	PC	General Support	25,000
Body Weather Laboratory 636 Milwood Avenue Venice, CA 90291	None	PC	General Support	25,000
Burlington City Arts Foundation Inc 135 Church Street Burlington, VT 05401	None	PC	Chora Prize	25,000
The Buskaid Trust PO Box 1598 Parklands Johannesburg 2121 SF	None	NC	To provide salary support, music programs, and performance opportunities	50,000
Byrd Hoffman Water Mill Foundation 115 W 29th St 10th Floor New York, NY 10001	None	PC	International Summer Arts Program and Artist Residency program	50,000
California Art Club Inc 75 South Grand Avenue Pasadena, CA 91105	None	PC	California Art Club Newsletter	20,000
California Science Center Foundation 700 Exposition Park Drive Los Angeles, CA 90037	None	PC	General Support	20,000
California State University Northridge Fdn 18111 Nordhoff Street Mail Code 8388 Northridge, CA 913308388	None	PC	To support the preservation and digitization of materials relating to the Los Angeles Aqueduct at the Oviatt Library at California State University Northridge	15,000
<b>Total . . . . .</b>				<b>70,030,812</b>

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Charities Aid Foundation America King Street Station 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	PC	Annenberg Foundation Fund at Charities Aid Foundation America	34,591
Charities Aid Foundation America King Street Station 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	PC	Annenberg Foundation Fund at Charities Aid Foundation America	70,800
Charities Aid Foundation America King Street Station 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	PC	Annenberg Foundation Fund at Charities Aid Foundation America	10,256
Coalition of Asian Pacifics In Entertainment Fdn 528 N Detroit Street Los Angeles, CA 90036	None	PC	For a joint retreat	10,000
The Codex Foundation 2203 Fourth Street Berkeley, CA 94710	None	PC	General Support	25,000
Cornerstone Theater Company Inc 708 Traction Avenue Los Angeles, CA 90013	None	PC	General Support	75,000
Country Music Foundation Inc c/o Country Music Hall of Fame 222 Fifth Avenue South Nashville, TN 37203	None	PC	To curate and present a photography exhibition on country music	43,000
The Create Fixate Foundation 242 Dimmick Ave Venice, CA 90291	None	PC	To support staff and board development and a financial consultation	10,000
Debbie Allen Dance Inc 3791 Santa Rosalia Drive Los Angeles, CA 90008	None	PC	General Support	500,000
Delta State College Foundation Inc Highway 8 Cleveland, MS 38733	None	PC	To support the Mobile Music Lab of the Delta music institute in the college of arts and sciences at delta state university	125,000
Denver Film Society 1510 York Street 3rd Floor Denver, CO 80206	None	PC	General Support	25,000
Diavolo Dance Theatre 616 Moulton Avenue Los Angeles, CA 90031	None	PC	Diavolo Institute	20,000
Eagle Rock Community Cultural Association c/o Center for the Arts Eagle Rock 2225 Colorado Blvd Los Angeles, CA 90041	None	PC	General Support	30,000
Ensemble Les Talens Lyriques 49 rue de Maubeuge Paris 75009 FR	None	NC	To support the 2013 season and Alcina education project	256,992
Etablissement public du chateau de Fontainebleau Place Charles de Gaulle 77300 Fontainebleau 77300 FR	None	NC	To restore the furniture and textiles in the Turkish Boudoir of the Chateau de Fontainebleau	66,110
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Film Foundation Inc 7920 Sunset Boulevard 6th Floor Los Angeles, CA 90046	None	PC	General Support	166,667
Fondazione Palazzo Strozzi Piazza Strozzi Florence 50123 IT	None	NC	General Support Foundation	13,251
Fractured Atlas Productions Inc 248 W 35th Street Tenth Floor New York, NY 100012505	None	PC	General Support	25,000
French Regional American Museum Exchange Inc 4470 West Sunset Boulevard 706 Los Angeles, CA 90027	None	PC	General Support	50,000
French- American Cultural Foundation 4101 Reservoir Road NW Washington, DC 20007	None	PC	To support France Magazine	15,000
Friends of Fondation de France Inc c/o GHS Philanthropy Management 275 Madison Avenue Suite 401 New York, NY 10036	None	PC	General Support	194,832
Friends of Fondation de France Inc c/o GHS Philanthropy Management 275 Madison Avenue Suite 401 New York, NY 10036	None	PC	General Support	140,638
Friends of Fondation de France Inc c/o GHS Philanthropy Management 275 Madison Avenue Suite 401 New York, NY 10036	None	PC	General Support	3,227
Friends of Fondation de France Inc c/o GHS Philanthropy Management 275 Madison Avenue Suite 401 New York, NY 10036	None	PC	General Support	15,238
Friends of the Eastern California Museum PO Box 206 Independence, CA 93526	None	PC	To support programming at the Eastern California museum commemorating the 100 years of the los angeles aqueduct	20,000
Friends of the Universe Inc c/o Morning Star Foundation PO Box 83805 Los Angeles, CA 90083	None	PC	For board development, strategic planning, and technology upgrades	10,000
Gabrielino- Tongva Springs Foundation PO Box 642043 Los Angeles, CA 90064	None	PC	General Support	50,000
Gold Coast Jazz Society Inc 1350 East Sunrise Boulevard Fort Lauderdale, FL 33304	None	PC	General Support	10,000
Golden Gate Philharmonic 3058 Market Street San Francisco, CA 94114	None	PC	Scholarship support	10,000
Henry E Huntington Library & Art Gallery 1151 Oxford Road San Marino, CA 91108	None	PC	To support public events marking the 100th anniversary of the Los Angeles aqueduct	45,000
<b>Total . . . . .</b>			<b>3a</b>	70,030,812

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Henry E Huntington Library & Art Gallery 1151 Oxford Road San Marino, CA 91108	None	PC	For the construction of the Lingering Clouds Peak Waterfall as part of the Phase II of the chinese garden	1,000,000
Hollywood Arts Council PO Box 931056 Hollywood, CA 90093	None	PC	For a joint retreat and strategic planning process	10,000
Independent Shakespeare Company Inc 3191 Casitas Ave Suite 168 Los Angeles, CA 90039	None	PC	General Support	5,000
Institute For Figuring PO Box 50346 Los Angeles, CA 90050	None	PC	General Support	50,000
Japanese American Cultural and Community Center 244 S San Pedro Street Los Angeles, CA 90012	None	PC	To support the Ruin Map Project	20,000
Community Television of Southern California c/o KCETLink 2900 West Alameda Ave Burbank, CA 91505	None	PC	To produce the Artbound-Tijuana Project	10,000
Community Television of Southern California c/o KCETLink 2900 West Alameda Ave Burbank, CA 91505	None	PC	To support Artbound	75,000
L Academie Americaine de danse a paris 100 rue du Cherche Midi Paris 75006 FR	None	NC	General Support	452,925
La Fondazione Accademia Nazionale di Santa Cecilia largo luciano berio 3 Rome 196 IT	None	NC	To support programming	40,221
Les Amis du Lyrique en Bretagne Chateau Fouquet bp 80 Belle Ile en Mer 56360 FR	None	NC	Lyrique-en-mer Festival de Belle-Ile	26,954
Les Figs Press PO Box 7736 Los Angeles, CA 90007	None	PC	To provide salary support for a managing editor	34,320
Liverpool Biennial of Contemporary Art Limited 55 New Bird Street Liverpool, Merseyside L1 0BW UK	None	NC	Discretionary fund for charitable activities determined by the Artistic Director and Chief Executive Officer	100,000
Los Angeles County Museum of Natural History Fndn 900 Exposition Boulevard Los Angeles, CA 90007	None	PC	General Support	10,000
Los Angeles County Museum of Natural History Fndn 900 Exposition Boulevard Los Angeles, CA 90007	None	PC	To support education and public programs	25,000
Los Angeles County Museum of Natural History Fndn 900 Exposition Boulevard Los Angeles, CA 90007	None	PC	To provide free museum admission and to create an experimental documentary	41,060
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Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 900123034	None	PC	General Support	50,000
Los Angeles Philharmonic Association 151 South Grand Avenue Los Angeles, CA 900123034	None	PC	To support education programs	50,000
Matej Matejka Wietrzna 16/4 Wroclaw 53-024 PL	None	NC	Chora Council Grants to Individuals	10,000
Mayme A Clayton Library & Museum 4130 Overland Avenue Culver City, CA 902303734	None	PC	General Support	10,000
McGroarty Arts Center 7570 McGroarty Terrace Tujunga, CA 91042	None	PC	General Support	23,000
MELA Foundation Inc 275 Church Street New York, NY 10013	None	PC	General Support	75,000
Museum Associates c/o Los Angeles County Museum of Ar 5905 Wilshire Boulevard Los Angeles, CA 90036	None	PC	General Support	100,000
Museum Associates c/o Los Angeles County Museum of Ar 5905 Wilshire Boulevard Los Angeles, CA 90036	None	PC	General Support	100,000
Museum of Contemporary Art 250 South Grand Avenue Los Angeles, CA 90012	None	PC	General Support	100,000
Museum of Jurassic Technology 9341 Venice Boulevard Culver City, CA 902322621	None	PC	To support a collaboration with Goran Djordjevic and to provide general operating support	150,000
Museum of Jurassic Technology 9341 Venice Boulevard Culver City, CA 902322621	None	PC	General Support	2,500
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	None	PC	To support the exhibition, Bill Brandt Shadow and Light	25,000
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	None	PC	Wallis Annenberg Fund for Innovation in Contemporay art	1,000,000
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	None	PC	To support MoMA PS1's Annual Exhibition Fund	50,000
Museum of Modern Art 11 West 53rd Street New York, NY 100195497	None	PC	General Support	75,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	70,030,812

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National Gallery of Art 2000B South Club Drive Landover, MD 20785	None	PC	To support the exhibition Tell It with Pride The 54th Massachusetts Regiment and Augustus Saint-Gaudens shaw memorial	100,000
The One Day on Earth Foundation Inc 110 Greene Street Suite 502 New York, NY 10012	None	PC	To support the One Day in Los Angeles project of the Your Day, Your City, Your future campaign	25,000
Orange County High School of the Arts Foundation 1010 North Main Street Santa Ana, CA 92701	None	PC	Development and launch of the new Digital Media Conservatory program at the Orange County School of Arts	100,000
Oregon Holocaust Resource Center 1953 NW Kearney PO Box 9040 Portland, OR 97207	None	PC	Oregon Holocaust Memorial Endowment Fund	50,000
Lone Pine Paiute-Shoshone Tribe PO Box 747 Lone Pine, CA 93545	None	PC	To establish a Cultural Resource Center on the Lone Pine Paiute-shoshone Reservation	100,000
Performing Arts Center of Los Angeles County 135 North Grand Avenue Los Angeles, CA 90012	None	PC	General Support	20,000
Philadelphia Orchestra Association 260 South Broad Street 16th Floor Philadelphia, PA 191024297	None	PC	The Annenberg Fund for Artistic Endeavors, the Annenberg Fund for Touring, the Annenberg Fund for Education, and the Annenberg Fund for Technology	2,459,105
Regents of the University of California 1111 Franklin Street 12th Floor Oakland, CA 946075200	None	PC	Construction of the Los Angeles Aqueduct Select Digitization for Preservation of Historic Archival Materials of the Water Resources Collections and Archives at the University of California Riverside Libraries of the University of California, Riverside	15,000
Rhode Island School of Design Two College Street Providence, RI 029032784	None	PC	General Support	25,000
Robert Desmarais PO Box 95 Keeler, CA 935300095	None	NC	Chora Council Grants to Individuals	10,000
Robey Theater Company 514 South Spring Street Los Angeles, CA 90013	None	PC	To support staff development and technology upgrades	10,000
Ryman Carroll Foundation c/o Ryman Arts 315 West Ninth St Suite 806 Los Angeles, CA 900154202	None	PC	General Support	60,000
Salvation Mountain 350 W Sepulveda Road Palm Springs, CA 922621950	None	PC	To purchase equipment and materials for site enhancements	32,000
Santa Monica Arts Foundation 1437 Fourth Street Santa Monica, CA 90401	None	PC	To support Glow	50,000
Sayaji U Ba Khin Vipassana Assoc of Southern CA PO Box 486 Joshua Tree, CA 92252	None	PC	General Support	25,000
<b>Total . . . . .</b>				<b>70,030,812</b>

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School of American Ballet Inc 70 Lincoln Center Plaza New York, NY 100236592	None	PC	Advisory Council Scholarship Fund	5,000
The Shakespeare Center of Los Angeles Inc 1238 West First Street Los Angeles, CA 90026	None	PC	General Support	25,000
Shreveport Opera 212 Texas Street Suite 101 Shreveport, LA 71101	None	PC	Shreveport Opera Xpress Program	25,000
Skirball Cultural Center 2701 North Sepulveda Boulevard Los Angeles, CA 900496833	None	PC	School Outreach Programs	200,000
Smithsonian Institution 1000 Jefferson Drive SW Washington, DC 205600016	None	PC	To provide an honorarium for the Associate Curator, Division of Culture and the Arts at the National Museum of American History	43,000
Southern California Public Radio 474 S Raymond Ave Pasadena, CA 91105	None	PC	Arts & Entertainment Desk and Show	250,000
StoryCorps Inc 80 Hanson Place 2nd Floor Brooklyn, NY 11217	None	PC	General Support	100,000
Sundance Institute 5900 Wilshire Blvd Suite 800 Beverly Hills, CA 90036	None	PC	General Support	333,333
Telling Project 1006 W Monroe Street Austin, TX 78704	None	PC	General Support	10,000
TriCentric Foundation Inc PO Box 22935 Brooklyn, NY 11202	None	PC	General Support	15,900
Trustees of the University of Pennsylvania 100 College Hall Philadelphia, PA 191046380	None	PC	University of Pennsylvania Museum of Archaeology and anthropology	25,000
University of California Press Foundation 2120 Berkeley Way Berkeley, CA 947041012	None	PC	To support a special issue of BOOM A Journal of California focused on the 100th Anniversary of the Los Angeles Aqueduct	30,000
Velaslavasay Panorama 1122 West 24th Street Los Angeles, CA 90007	None	PC	General Support	25,000
Versailles Foundation Inc 420 Lexington Ave Suite 2044 New York, NY 10170	None	PC	General Support	10,000
Virginia Waring International Piano Competition 73710 Fred Waring Drive 201 Palm Desert, CA 92260	None	PC	Virginia Waring International Piano Competition	50,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	70,030,812

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Visual Studies Workshop Inc 31 Prince Street Rochester, NY 14607	None	PC	To purchase and install a temperature control system and renovate overflow storage areas of the Research Center	80,000
Wallis Annenberg Center for the Performing Arts 470 North Canon Drive Beverly Hills, CA 90210	None	PC	To repay some or all of the principal of the Term A-2 Loans between WACPA and City National Bank to provide support for the capital campaign	6,500,000
Wallis Annenberg Center for the Performing Arts 470 North Canon Drive Beverly Hills, CA 90210	None	PC	To support the opening gala	2,597,052
Will Geer Theatricum Botanicum 1419 N Topanga Canyon Blvd Topanga, CA 90290	None	PC	General Support	25,000
World Monuments Fund Inc 350 Fifth Avenue Suite 2412 New York, NY 10118	None	PC	General Support	20,000
YLC Ballet c/o Westside Ballet of Santa Monica 1709 Stewart Street Santa Monica, CA 90404	None	PC	General Support	35,000
Young Musicians Foundation 244 South San Pedro Street 5th Flo Los Angeles, CA 90012	None	PC	General Support	5,000
Advancement Project 1910 W Sunset Blvd Suite 500 Los Angeles, CA 90026	None	PC	General Support	100,000
Aegis Trust acre edge road laxton Newark, Nottinghamshire NG22 0PA UK	None	NC	To support the operations of the Kigali Genocide Memorial center	30,000
African Ceremonies Inc c/o Francette Foote Adelman Katz and Mond LLP New York, NY 100367207	None	PC	To support the Woodabe project	2,500
American Library in Paris Inc 10 rue du General Camou Paris 75007 FR	None	PC	General Support	16,007
American Library in Paris Inc 10 rue du General Camou Paris 75007 FR	None	PC	To support the Evenings with an Author series	27,448
Anne Hars 812 N Coronado Street Los Angeles, CA 90026	None	NC	Chora Council Grants to Individuals	10,000
Armory Center for the Arts 145 North Raymond Avenue Pasadena, CA 91103	None	PC	General Support	19,000
Asian Pacific American Legal Center of S CA 1145 Wilshire Boulevard 2nd Floor Los Angeles, CA 90017	None	PC	General Support	107,100
<b>Total . . . . .</b>			<b>3a</b>	70,030,812

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Atopia Research Inc 66 Witherspoon Street 212 Princeton, NJ 08542	None	PC	General Support	50,000
Bandini Foundation 5857 Cape Horn Drive Agoura Hills, CA 91301	None	PC	To support the construction of the Clubhouse at the heroes golf course	1,000,000
Congregation Beth Ohr 12355 Moorpark St Studio City, CA 916041234	None	PC	Discretionary fund for the Rabbi	10,000
Big Pine Paiute Tribe of the Owens Valley PO Box 700 Big Pine, CA 93513	None	PC	To develop a community garden and education program and to operate a radio station	45,000
BoardSource 750 9th Street NW Suite 650 Washington, DC 200014793	None	PC	To provide general operating support and to support the Board source leadership forum	125,000
California Community Foundation 221 S Figueroa St Suite 400 Los Angeles, CA 90012	None	PC	To support the Nonprofit Sustainability Initiative	150,000
California Community Foundation 221 S Figueroa St Suite 400 Los Angeles, CA 90012	None	PC	Project Grantsmanship	25,000
The California Conference for Equality and Justice 444 W Ocean Suite 940 Long Beach, CA 90802	None	PC	General Support	30,000
California Forward 1107 9th Street Suite 650 Sacramento, CA 95814	None	PC	California Economic Summit	50,000
CARE France 17 rue Archereau Paris 75019 FR	None	NC	General Support	111,851
Cause Communications 12304 Santa Monica Blvd Suite 201 Santa Monica, CA 90025	None	PC	The 21st Century Communicator	100,000
Citizens Nuclear Information Center Akebonobashi Co-op 2F-B 8-5 Sumiyo Tokyo 162-0065 JA	None	NC	Radioactive Polluted Land Recovery Program	20,000
City of Los Angeles Office of the Mayor 200 N Spring Street Room 303 Los Angeles, CA 90012	None	PC	For the feasibility study and redesign of the pier walls at the west approach of the North Spring Street Viaduct Widening and Rehabilitation Project by the City of Los Angeles Department of Public Works Bureau of Engineering	105,000
City of Los Angeles Office of the Mayor 200 N Spring Street Room 303 Los Angeles, CA 90012	None	PC	Discretionary fund for the City Librarian of the Los Angeles Public library	100,000
City Scholars Foundation 611 Wilshire Boulevard Suite 1109 Los Angeles, CA 90017	None	PC	General Support	25,000
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Communication Network 1717 North Naper Blvd Suite 102 Naperville, IL 60563	None	PC	General Support	5,000
Community Partners 1000 North Alameda Street Suite 24 Los Angeles, CA 90012	None	PC	100 Seeds of Change Initiative of the Social Justice Learning Institute	75,000
Delhi Center 505 E Central Ave Santa Ana, CA 92707	None	PC	General Support	30,000
Detroit Black Community Food Security Network Inc 3800 Puritan St Detroit, MI 48238	None	PC	General Support	25,000
Diplomacy Center Foundation 2401 Calvert Street NW Suite 902 Washington, DC 20008	None	PC	To create the I am a Diplomat exhibit at the United States diplomacy center	333,333
Electronic Frontier Foundation Inc 815 Eddy Street San Francisco, CA 94109	None	PC	General Support	100,000
Enterprise Community Partners Inc 70 Corporate Center 11000 Broken Land Parkway Suite 70 Columbia, MD 21044	None	PC	Equitable Transit-Oriented Development Work Plan in Los Angeles	150,000
Foundation Center 79 Fifth Ave New York, NY 100033076	None	PC	General Support	10,000
Foundation Financial Officers Group Inc 216 W Jackson Blvd 625 Chicago, IL 60606	None	PC	General Support	2,750
Fresno Community Development Financial Institution 1900 Mariposa Mall Suite 100 Fresno, CA 93721	None	PC	General Support	25,000
Girl Child Network Worldwide 33 nobel square Basildon, Essex SS13 1LT UK	None	NC	For fund development, board training, and to develop a volunteer program	10,000
Global Civic Policy Society suite b100-750 pacific boulevard Vancouver, British Columbia V6B 5E7 CA	None	NC	General Support	250,000
The Good News Grant Foundation Inc 9701 Wilshire Blvd Suite 1000 Beverly Hills, CA 90212	None	PC	General Support	5,000
Grantmakers for Effective Organizations 1725 DeSales Street NW Suite 404 Washington, DC 20036	None	PC	General Support	9,200
Grantmakers for Effective Organizations 1725 DeSales Street NW Suite 404 Washington, DC 20036	None	PC	To support the National Conference	50,550
<b>Total . . . . .</b>			<b>▶ 3a</b>	70,030,812

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Grants Managers Network Inc 1666 K Street NW Suite 440 Washington, DC 20006	None	PC	General Support	10,000
Greater Washington Educational Telecommunications 3939 Campbell Avenue Arlington, VA 22206	None	PC	General Support	833,333
Guidestar USA Inc 4801 Courthouse Street Suite 220 Williamsburg, VA 23188	None	PC	Membership Program	15,000
Handmaids of the Sacred Heart of Jesus United States Province 616 Coopertown Road Haverford, PA 19041	None	PC	General Support	100,000
Harlem Childrens Zone Inc 35 East 125th Street New York, NY 10035	None	PC	General Support	333,334
HSA Council 1801 Avenue of the Stars Suite 940 Los Angeles, CA 90067	None	PC	General Support	50,000
Jewish Federation Council of Greater Los Angeles Goldsmith Center 6505 Wilshire Blvd Los Angeles, CA 90048	None	PC	General Support	50,000
Community Television of S California c/o KCETLink 2900 West Alameda Ave Burbank, CA 91505	None	PC	To support the general operations of LinkTV	300,000
KCRW Foundation Inc 1900 Pico Boulevard Santa Monica, CA 90405	None	PC	KCRW Campaign	2,000,000
Korean Churches for Community Development 3550 Wilshire Blvd Suite 736 Los Angeles, CA 90010	None	PC	For strategic planning, website updates, and a communications strategy	10,000
Lambda Legal Defense and Education Fund Inc 120 Wall Street 19th Floor New York, NY 10005	None	PC	General Support	100
League of Women Voters of Los Angeles Ed Fund 3303 Wilshire Blvd Suite 310 Los Angeles, CA 90010	None	PC	For a joint retreat, strategic planning, and a communciation strategy	10,000
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	None	PC	General Support	100,000
Local Initiatives Support Corporation 501 Seventh Avenue New York, NY 10018	None	PC	Los Angeles Local Initiatives Support Corporation	50,000
Los Angeles Alliance for A New Economy 464 Lucas Avenue Suite 202 Los Angeles, CA 90017	None	PC	Construction Careers Project	40,000
<b>Total . . . . .</b>				70,030,812

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Los Angeles Community Garden Council 4470 W Sunset Blvd 381 Los Angeles, CA 90027	None	PC	General Support	60,000
Los Angeles Fire Department Foundation 1875 Century Park East Suite 200 Los Angeles, CA 90067	None	PC	General Support	10,000
LA Junior Chamber of Commerce Charity Fndn 244 S San Pedro Street Suite 200 Los Angeles, CA 90012	None	PC	Riordan Leadership Institute	25,000
Los Angeles Police Foundation 515 South Flower Street Suite 1680 Los Angeles, CA 90071	None	PC	General Support	10,000
Los Angeles Police Foundation 515 South Flower Street Suite 1680 Los Angeles, CA 90071	None	PC	General Support	100,000
Los Angeles Social Venture Partners Inc 13323 W Washington Blvd Suite 20 Los Angeles, CA 90066	None	PC	For the Annenberg Audience Award of the Social Innovation fast pitch competition and general operating support	65,000
Miss Representation PO Box 437 Ross, CA 94957	None	PC	The Mask You Live In, a two part film series	75,000
National Association of Black Journalists 1100 Knight Hall Suite 3100 College Park, MD 20742	None	PC	General Support	20,000
National Center for Family Philanthropy Inc 1101 Connecticut Avenue NW Suite Washington, DC 20036	None	PC	General Support	10,000
National Constitution Center 525 Arch Street Independence Mall Philadelphia, PA 19106	None	PC	General Support	25,000
Opportunity Fund Northern California 111 W St John Street Suite 800 San Jose, CA 95113	None	PC	Building Strong Small Businesses through Microlending	50,000
Bishop Paiute Tribe 50 Tu Su Lane Bishop, CA 93514	None	PC	To establish a community-based radio station	48,000
People Assisting the Homeless 340 North Madison Avenue Los Angeles, CA 90004	None	PC	To support A Garden PATH	50,000
People for the American Way Foundation 1101 15th St NW Suite 600 Washington, DC 20005	None	PC	Front Line Leaders Academy Preparing Young Leaders for Los Angeles	30,000
Philanthropy Roundtable 1730 M Street NW Suite 601 Washington, DC 20036	None	PC	General Support	10,000
<b>Total . . . . .</b>				<b>70,030,812</b>



**Form 990PF Part XV Line 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</b> <i>Paid during the year</i>				
Philanthropy Roundtable 1730 M Street NW Suite 601 Washington, DC 20036	None	PC	To support the 2013 Annual Meeting	5,000
Plan International USA Inc 155 Plan Way Warwick, RI 02886	None	PC	General Support	288
Prince of Wales Foundation 888 17th Street NW Suite 201 Washington, DC 20006	None	PC	General Support	20,000
Procon Org 233 Wilshire Blvd Suite 200 Santa Monica, CA 90401	None	PC	General Support	25,000
Razia's Ray of Hope Foundation 7 Kipling Road Wellesley, MA 02481	None	PC	General Support	10,000
REDF 221 Main Street Suite 1550 San Francisco, CA 94105	None	PC	Los Angeles REDF office	75,000
Regents of the University of California 1111 Franklin Street 12th Floor Oakland, CA 946075200	None	PC	To support the Inyo & Mono Master Gardener Program of the University of California Cooperative extension, INYO and Mono counties office of the University of California division of agriculture and natural resources	77,193
Rockefeller Philanthropy Advisors Inc Main Office 6 West 48th Street 10th Floor New York, NY 10036	None	PC	General Support	1,517,055
The Samburu Project Inc 2510 Main Street Suite 202 Santa Monica, CA 90405	None	PC	For a joint retreat, strategic planning process, and financial consultations	10,000
Silver Lake Reservoirs Conservancy PO Box 39735 Los Angeles, CA 90039	None	PC	To support Phase I of the Silver Lake Reservoirs Interpretive signage program	50,000
Simon Wiesenthal Center 1399 South Roxbury Drive Los Angeles, CA 900354709	None	PC	To support the Anne Frank exhibit at the Museum of tolerance	50,000
Skid Row Housing Trust 1317 E Seventh Street Los Angeles, CA 90021	None	PC	Skid Row 2050	50,000
Southeast Asian Community Alliance 970 N Broadway Suite 209 Los Angeles, CA 90012	None	PC	General Support	50,000
Southern California Center for Nonprofit Mgmt c/o Center for Nonprofit Management 1000 North Alameda Street Suite 25 Los Angeles, CA 90012	None	PC	General Support	75,000
Southern California Grantmakers 1000 North Alameda St Suite 230 Los Angeles, CA 90012	None	PC	General Support	15,000
<b>Total . . . . .</b>				<b>70,030,812</b>

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Southern California Grantmakers 1000 North Alameda St Suite 230 Los Angeles, CA 90012	None	PC	To provide general operating support and to support the annual conference	75,000
Southern California Grantmakers 1000 North Alameda St Suite 230 Los Angeles, CA 90012	None	PC	General Support	7,000
Southern Poverty Law Center Inc 400 Washington Avenue Montgomery, AL 36104	None	PC	General Support	50
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	None	PC	To support the 2014 State of the Nonprofit sector report and conference by the UCLA Center for civil society of the UCLA Luskin School of Public affairs	66,000
United Neighborhood Centers of America Inc 11700 West Lake Park Drive Milwaukee, WI 53224	None	PC	To support the UNCA Neighborhood Revitalization Conference	10,000
United Way Inc c/o United Way of Greater Los Angel 1150 S Olive Street Suite T500 Los Angeles, CA 90015	None	PC	Home For Good Funders Collaborative	250,000
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	PC	Los Angeles Foundation Leadership Group of the USC Center on Philanthropy and Public Policy at the University of Southern California	10,000
Volunteers of East Los Angeles Inc 4620 E 3rd Street Los Angeles, CA 90022	None	PC	For a joint retreat, communications strategy, and fund development	5,000
The Wallis Annenberg Legacy Foundation 2000 Avenue of the Stars Suite 100 Los Angeles, CA 90067	None	PC	To support the charitable mission and programs of Wallis Annenberg Legacy Foundation	1,764,000
Water Station PO Box 2683 Escondido, CA 92033	None	PC	General Support	10,000
Water Station PO Box 2683 Escondido, CA 92033	None	PC	General Support	10,000
Wildlife Waystation Inc 14831 Little Tujunga Canyon Road Angeles National Fores, CA 913425999	None	PC	To purchase equipment for an emergency preparedness plan	183,810
Women Organizing Resources Knowledge and Services 795 N Avenue 50 Los Angeles, CA 90042	None	PC	To support the Earth Cultures program	50,000
Youth Policy Institute Inc 634 S Spring Street 10th Floor Los Angeles, CA 90014	None	PC	Los Angeles Promise Neighborhood Resources	500,000
Youth Policy Institute Inc 634 S Spring Street 10th Floor Los Angeles, CA 90014	None	PC	To hire a grant writer for the 2013 Promise Zones application	15,000
<b>Total . . . . .</b>				<b>70,030,812</b>

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Yvonne Savio 385 Malcom Drive Pasadena, CA 91105	None	NC	Chora Council Grants to Individuals	10,000
Zocalo Public Square 725 Arizona Avenue Suite 204 Santa Monica, CA 90401	None	PC	General Support	25,000
A Place Called Home 2830 South Central Avenue Los Angeles, CA 90011	None	PC	General Support	100,000
Advancement Through Opportunity and Knowledge Inc c/o Children Youth and Family Colla 1200 W 37th Place Los Angeles, CA 90007	None	PC	General Support	60,000
Albert Schweitzer Fellowship Inc 330 Brookline Avenue Boston, MA 02215	None	PC	To support the Los Angeles Chapter	25,000
Alliance Environmental Science and Technology HS 2930 Fletcher Drive Los Angeles, CA 90065	None	PC	To support the Un Jardin project	10,000
Armenian Missionary Assoc of Amer Inc 31 West Century Road Paramus, NJ 07652	None	PC	To support the capital campaign to expand the Khoren and Shooshanig Avedisian school	25,000
Art Center College of Design 1700 Lida Street Pasadena, CA 911031999	None	PC	To support a feasibility study to develop a Graduate program in photography and imaging	75,000
Aspen Valley Ski-Snowboard Club Inc 300 AVSC Drive Aspen, CO 81611	None	PC	General Support	50,000
Boys and Girls Club of Hollywood 850 N Cahuenga Blvd Los Angeles, CA 90038	None	PC	To support capacity building efforts	10,000
Bright Star Schools 2636 Mansfield Avenue Los Angeles, CA 90016	None	PC	The Connections Program	50,000
Brown University Office of the President 1 Prospect Street Providence, RI 02912	None	PC	General Support	75,000
California Charter School Consortium c/o California Charter Schools Asso 250 East First Street Suite 1000 Los Angeles, CA 90012	None	PC	General Support	75,000
California State University Dominguez Hills Fndn 1000 East Victoria Street Carson, CA 90747	None	PC	Wallis Annenberg Endowed Professorship for Innovation in STEM education	333,333
Catholic Big Brothers & Sisters 1530 James M Wood Blvd Los Angeles, CA 90015	None	PC	To support board and fund development	10,000
<b>Total . . . . .</b>				<b>70,030,812</b>

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Ctr for the Study of International Communications 406 Woodland Road Highland Park,IL 60035	None	PC	GRoW Annenberg Scholarship for International Communications	50,000
Charities Aid Foundation America King Street Station 1800 Diagonal Road Suite 150 Alexandria,VA 223142840	None	PC	Annenberg Foundation Fund at Charities Aid Foundation America	10,000
City Year Inc Headquarters 287 Columbus Avenue Boston,MA 02116	None	PC	City Year Los Angeles	150,000
College Settlement of Philadelphia 600 Witmer Rd Horsham,PA 19044	None	PC	General Support	1,000
Communities in Schools of Los Angeles Inc c/o Creative Artists Agency 2000 Avenue of the Stars 803 Los Angeles,CA 90067	None	PC	General Support	75,000
Communities in Schools of San Fernando Valley Inc 8743 Burnet Ave North Hills,CA 91343	None	PC	Games for Peace	50,000
Community Partners 1000 North Alameda Street Suite 24 Los Angeles,CA 90012	None	PC	For a board retreat and strategic planning process by Press Friends	8,000
Community Partners 1000 North Alameda Street Suite 24 Los Angeles,CA 90012	None	PC	WriteGirl	60,000
Community Partners 1000 North Alameda Street Suite 24 Los Angeles,CA 90012	None	PC	College Match	30,000
Community Partners 1000 North Alameda Street Suite 24 Los Angeles,CA 90012	None	PC	To support the Oakgrove program of the Wildwoods Foundation	33,926
Community Partners 1000 North Alameda Street Suite 24 Los Angeles,CA 90012	None	PC	To support URBAN Teens eXploring Technologys South Los Angeles hacker space	25,000
Crane School 1795 San Leandro Lane Santa Barbara,CA 93108	None	PC	General Support	25,000
DreamYard Project Inc 1085 Washington Avenue Bronx,NY 10456	None	PC	General Support	500,000
EnCorps Inc 2121 Avenue of the Stars Suite 202 Los Angeles,CA 900675075	None	PC	To support the EnCorps Teachers Program	250,000
Environmental Charter Schools 16315 Grevillea Ave Lawndale,CA 90260	None	PC	General Support	60,000
<b>Total . . . . .</b>				<b>70,030,812</b>

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Families In Schools 1545 Wilshire Boulevard Suite 700 Los Angeles, CA 90017	None	PC	General Support	100,000
Fiesta Educativa Inc 161 South Avenue 24 Suite 201 Los Angeles, CA 90031	None	PC	For fund development and staff and board training	10,000
Friends of Fondation de France Inc c/o GHS Philanthropy Management 275 Madison Avenue Suite 401 New York, NY 10036	None	PC	General Support	14,046
Friends of Palms Middle School 10860 Woodbine Street Los Angeles, CA 90034	None	PC	General Support	500
Friends of Robinson Gardens Inc 1008 Elden Drive Beverly Hills, CA 90210	None	PC	To expand the children's program	10,000
The Gabriella Foundation 639 S Commonwealth Avenue Suite B Los Angeles, CA 90005	None	PC	Everybody dance!	65,000
Galt Joint Union Elementary School District 1018 C Street Suite 210 Galt, CA 95632	None	PC	To provide salary support for library technicians	2,500
Girls and Gangs 1968 W Adams Blvd 104 Los Angeles, CA 90018	None	PC	For a communications strategy and technology upgrades	10,000
Girl Scouts of San Geronio Council 1751 Plum Lane Redlands, CA 92374	None	PC	General Support	60,000
The Good News Grant Foundation Inc 9701 Wilshire Blvd Suite 1000 Beverly Hills, CA 90212	None	PC	To support the Good News Newsrooms project	15,000
Grand Performances 350 South Grand Avenue Suite A-4 Los Angeles, CA 90071	None	PC	General Support	112,872
Grass Roots Events Inc 1631 Dale Street San Diego, CA 92102	None	PC	To support the Schools for Chiapas Virtual Magic Supporting Mayan Education project	50,000
Green Dot Public Schools 1149 South Hill Street Suite 600 Los Angeles, CA 90015	None	PC	To cover expenses of the Education First consultant fees for the 2013 race to the top district application	15,000
The Harmony Project 817 Vine Street Suite 212 Los Angeles, CA 90038	None	PC	General Support	50,000
Harvard University Massachusetts Hall Cambridge, MA 02138	None	PC	General Support	20,000
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Heart of Los Angeles Youth Inc 2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057	None	PC	General Support	50,000
Heart of Los Angeles Youth Inc 2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057	None	PC	General Support	100,000
Heart of Los Angeles Youth Inc 2701 Wilshire Blvd Suite 100 Los Angeles, CA 90057	None	PC	General Support	25,000
Hollywood Police Activity League 1358 North Wilcox Avenue Los Angeles, CA 90028	None	PC	To support fund and staff development efforts and website upgrades	10,000
Inside Out Community Arts Inc 608 Venice Boulevard Venice, CA 90291	None	PC	General Support	50,000
Institute for Strategic Dialogue 48 Charles Street London W1J 5EN UK	None	NC	To support the Weidenfeld Scholarships and Leadership Programme	74,760
Jacaranda Foundation Inc 2578 Broadway Suite 142 New York, NY 10025	None	PC	General Support	10,000
The Josh Project Inc PO Box 141015 Toledo, OH 43614	None	PC	General Support	10,000
Joy Youth Services 14093 Lemoli Avenue Hawthorne, CA 90250	None	PC	For board development, technology, and a communication strategy	7,500
KIPP Foundation 135 Main Street Suite 1700 San Francisco, CA 94105	None	PC	Fisher Fellowship program in Los Angeles	100,000
LA's Promise 1035 South Grand Avenue 2nd Floor Los Angeles, CA 90015	None	PC	General Support	75,000
Legacy LA Youth Development Corporation 1350 San Pablo Street Los Angeles, CA 90033	None	PC	Academic Pillar of the Dream Big Student Success Program	25,000
Library Foundation of Los Angeles 630 West Fifth Street Los Angeles, CA 90071	None	PC	To support literacy programs	30,000
Life Frames Inc 93 Mirabel Ave San Francisco, CA 94110	None	PC	To support A Living Library in San Francisco, California	60,000
Lone Pine Unified School District 301 S Hay Street Lone Pine, CA 93545	None	PC	To expand the greenhouse and gardening project of the lone pine high schools agriculture program	15,000
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Los Angeles Community Reinvestment Committee Inc c/o Community Financial Resource Ce 4060 S Figueroa St Los Angeles, CA 90037	None	PC	General Support	10,000
Los Angeles County High School for the Arts Fndn 1149 S Hill Street Suite H-100 Los Angeles, CA 90015	None	PC	General Support	150,000
Los Angeles Trade Technical College Foundation 400 West Washington Blvd Suite ST Los Angeles, CA 90015	None	PC	To support scholarship programs	10,000
Lycee Francais de New York 505 East 75th Street New York, NY 10021	None	PC	To support the scholarship fund	20,000
Manhattan Theatre Club Inc 311 West 43rd Street 8th Floor New York, NY 10036	None	PC	To support the Core Education Program	10,000
MK Level Playing Field Institute 2201 Broadway Suite 101 Oakland, CA 94612	None	PC	Summer Math and Science Honors Academy at the University of California, Los Angeles and the University of Southern California	50,000
Monarch School Project 1625 Newton Avenue San Diego, CA 92113	None	PC	General Support	50,000
Mooresville Graded School District 305 North Main Street Mooresville, NC 28115	None	PC	To support the implementation of the Early Learning mobile technology platform	200,000
Network For Teaching Entrepreneurship Headquarters 120 Wall Street New York, NY 10005	None	PC	Network For Teaching Entrepreneurship Greater Los Angeles	25,000
New Visions for Public Schools Inc 320 West 13th Street 6th Floor New York, NY 10014	None	PC	The Walter and Leonore Annenberg Fund for Small School advancement	1,000,000
Notre Dame High School of Sherman Oaks 13645 Riverside Dr Sherman Oaks, CA 91423	None	PC	General Support	500
Oakland Military Inst College Preparatory Academy 3877 Lusk Street Oakland, CA 94608	None	PC	To support construction of a new building	100,000
Ojai Foundation 9739 Ojai-Santa Paula Road Ojai, CA 93023	None	PC	To support the Council in Schools program at the LA unified school district's council practitioners center	75,000
Otis College of Art and Design 9045 Lincoln Boulevard Los Angeles, CA 90045	None	PC	General Support	125,000
Pacific Charter School Development Inc 811 West 7th Street Suite 310 Los Angeles, CA 90012	None	PC	General Support	50,000
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Partnership for Los Angeles Schools 1541 Wilshire Blvd Suite 200 Los Angeles, CA 90017	None	PC	General Support	10,000
Peace by Tourism Inc 200 Park Avenue South Suite 910 New York, NY 10010	None	PC	To provide scholarship support to two students attending the Institute Paul Bocuse	60,066
Philadelphia Foundation 1234 Market Street Suite 1800 Philadelphia, PA 191073794	None	PC	Pennsylvania High School Instructional Coaching Institute	1,154,432
A Place Org 523 Prospect Place Suite 113 Brooklyn, NY 11238	None	PC	Youth Empowerment through T V Entertainment Program	10,000
Point Foundation 5757 Wilshire Boulevard Suite 370 Los Angeles, CA 90036	None	PC	General Support	10,000
Power 4 Youth 607 E 3rd St Long Beach, CA 90802	None	PC	To support board and staff development and for a board retreat	7,500
Project Tomorrow 15707 Rockfield Boulevard Suite 25 Irvine, CA 92618	None	PC	To develop and implement an Environmental Science component for YouthTeach2Learn Program	20,000
The Relational Center 5486 Wilshire Blvd Los Angeles, CA 90036	None	PC	Undermining the Culture of Bullying in Schools A community organization approach initiative	15,000
Schools on Wheels Inc PO Box 23371 Ventura, CA 93002	None	PC	General Support	50,000
Sheriff's Youth Foundation of Los Angeles County 4700 Ramona Blvd 4th Floor Monterey Park, CA 917542169	None	PC	General Support	10,000
Sheriff's Youth Foundation of Los Angeles County 4700 Ramona Blvd 4th Floor Monterey Park, CA 917542169	None	PC	General Support	25,000
South Central Scholars Foundation 29000 South Western Avenue Suite 4 Rancho Palos Verdes, CA 90275	None	PC	General Support	25,000
St Andrews School of Delaware Inc 350 Noxontown Road Middletown, DE 19709	None	PC	General Support	25,000
St James School 625 S St Andrews Place Los Angeles, CA 90005	None	PC	General Support	1,000
Street Poets Inc 2116 Arlington Avenue Suite 310 Los Angeles, CA 900181300	None	PC	General Support	200,000
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Strive Foundation 9124 South Main Street Los Angeles, CA 90003	None	PC	General Support	30,000
Tamalpa Institute 734 A Street San Rafael, CA 94901	None	PC	To support the ArtWorks Scholarship Fund and the Art corps program	40,000
Tools for Tomorrow Inc 75-105 Merle Drive 600 Palm Desert, CA 92211	None	PC	General Support	5,000
Topanga Mountain School Inc 21338 Dumetz Road Woodland Hills, CA 91364	None	PC	General Support	50,000
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	None	PC	Climate Change Projections in the Sierra Nevada project of the UCLA Department of Atmospheric and Oceanic Sciences at the University of California, Los Angeles	250,000
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	None	PC	To support Phase I of the Los Angeles Aqueduct Digital Platform at the UCLA Library at the University of California, Los Angeles	160,626
United Negro College Fund Inc 8260 Willow Oaks Corporate Drive PO Box 10444 Fairfax, VA 220318044	None	PC	To support the Campaign for Emergency Student Aid Fund for California students of the Los Angeles Office	50,000
United States Bridge Federation 200 E Delaware Chicago, IL 60611	None	PC	To support the World Youth Bridge Open Championship	5,000
University of Mississippi PO Box 1848 University, MS 38677	None	PC	To support the Curriculum Development and Alignment Initiative, a component of the Tallahatchie Early Learning Initiative of the School of Education at the University of Mississippi	50,000
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	PC	Annenberg Academic Building at the University of Southern California	15,000,000
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	PC	Physically Challenged Athletes Scholarship Fund	12,500
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	PC	Discretionary fund for the Dean of the Annenberg School of communication and journalism at USC	100,000
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	PC	To support the USC Davis School of Gerontology at USC	20,000
Unusual Suspects Theatre Co 617 S Olive Street Suite 812 Los Angeles, CA 90014	None	PC	General Support	30,000
Village School Inc 780 Swarthmore Avenue Pacific Palisades, CA 90272	None	PC	To support the Endowment Fund and Annual Fund	250,000
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Windward School 11350 Palms Boulevard Los Angeles, CA 90066	None	PC	Financial Aid Program	191,228
Youth Speak Collective 444 South Brand Blvd Suite 201 Pacoima, CA 91340	None	PC	General Support	60,000
Z Space Studio 499 Alabama Street 450 San Francisco, CA 94110	None	PC	To support Word for Word program activities in France	62,570
AIDS Assistance Program 1276 N Palm Canyon Drive Suite 1 Palm Springs, CA 92262	None	PC	General Support	25,000
Alcott Center for Mental Health Services 1433 South Robertson Boulevard Los Angeles, CA 90035	None	PC	For a joint retreat, strategic planning, and fund development	10,000
Alzheimers Disease and Related Disorders Assoc National Office 225 North Michigan Avenue Floor 17 Chicago, IL 606017633	None	PC	General Support	50,000
American Association of Caregiving Youth Inc 1515 N Federal Hwy Suite 218 Boca Raton, FL 33432	None	PC	General Support	10,000
American Widow Project PO Box 1573 Buda, TX 78610	None	PC	General Support	10,000
Best Buddies International Inc Global Headquarters 100 Southeast Second Street Suite Miami, FL 33131	None	PC	International Global Expansion Project	150,000
Best Buddies International Inc Global Headquarters 100 Southeast Second Street Suite Miami, FL 33131	None	PC	International Global Expansion Project	150,000
Black Women for Wellness 4340 11th Ave Los Angeles, CA 90008	None	PC	For board and fund development and strategic planning	8,500
Block Island Ecumenical Ministries Inc PO Box 323 Block Island, RI 02807	None	PC	Mary D Fund	25,000
California Community Foundation 221 S Figueroa St Suite 400 Los Angeles, CA 90012	None	PC	To support BLOOM (Building a Lifetime of Options & opportunities for men)	100,000
Cardborigami Inc 5509 Klump Ave North Hollywood, CA 91601	None	PC	For the production and testing of cardboard shelters	10,000
Casa of Los Angeles Edmund D Edelman Childrens Court 201 Centre Plaza Dr Suite 1100 Monterey Park, CA 917542142	None	PC	Early Childhood Initiative	50,000
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CCF Community Initiatives Fund 221 S Figueroa St 400 Los Angeles, CA 90012	None	PC	Baby Futures Fund of the LA Partnership for Early Childhood Investment	43,750
CCF Community Initiatives Fund 221 S Figueroa St 400 Los Angeles, CA 90012	None	PC	LA Partnership for Early Childhood Investment	10,000
Cedars-Sinai Medical Center 8700 Beverly Blvd Los Angeles, CA 90048	None	PC	Breast cancer research and education program of the Samuel Oschin Comprehensive Cancer Institute	25,000
Cedars-Sinai Medical Center 8700 Beverly Blvd Los Angeles, CA 90048	None	PC	Women's Cancer Program of the Samuel Oschin Comprehensive Cancer Institute at the Cedars-Sinai Medical Center	15,000
Ctr for Community Action and Environmental Justice PO Box 33124 Riverside, CA 92519	None	PC	Environmental Justice and Community Revitalization Program	25,000
Center For Reflective Parenting 2014 Sawtelle Blvd Los Angeles, CA 90025	None	PC	To support fund and board development	10,000
Charities Aid Foundation America King Street Station 1800 Diagonal Road Suite 150 Alexandria, VA 223142840	None	PC	Annenberg Foundation Fund at Charities Aid Foundation America	15,688
Charles Drew University of Medicine & Science 1730 East 118th Street Los Angeles, CA 90059	None	PC	To provide salary support for a project manager of information technology	220,188
Child Welfare Initiative 5757 Wilshire Boulevard Suite 448 Los Angeles, CA 90036	None	PC	Therapeutic Foster Homes for Children and Youth project	50,000
Children's Bureau of Southern California Headquarters 1910 Magnolia Avenue Los Angeles, CA 90007	None	PC	General Support	20,000
Children's Burn Foundation 5000 Van Nuys Boulevard Suite 450 Sherman Oaks, CA 914031784	None	PC	General Support	10,000
Children's Dental Foundation c/o Childrens Dental Health Clinic 455 East Columbia Street Suite 32 Long Beach, CA 90806	None	PC	General Support	50,000
Children's Institute Inc 2121 West Temple Street Los Angeles, CA 90026	None	PC	General Support	500,000
Children's LifeSaving Foundation 1112 Montana Avenue Santa Monica, CA 90403	None	PC	General Support	10,000
Clare Foundation Inc 909 Pico Boulevard Santa Monica, CA 90405	None	PC	General Support	75,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	70,030,812

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Coachart Org 3303 Wilshire Boulevard 320 Los Angeles, CA 90010	None	PC	General Support	60,000
Community Action Partnership of San Bernardino Cnt 696 S Tippecanoe Avenue San Bernardino, CA 924150610	None	PC	To support the Congregate Feeding Sites	45,000
Community Partners 1000 North Alameda Street Suite 24 Los Angeles, CA 90012	None	PC	To support technology improvements at iDream for racial health techology	10,000
Conejo Valley Senior Concerns 401 Hodencamp Road Thousand Oaks, CA 91360	None	PC	General Support	30,000
Crohns & Colitis Foundation of America Inc 386 Park Avenue South 17th Floor New York, NY 100168804	None	PC	Greater Los Angeles/Orange County Chapter's Napa-to-Sonoma wine country half marathon	1,000
Cure CMD PO Box 701 Olathe, KS 66051	None	PC	General Support	10,000
The Denise Roberts Foundation PO Box 83163 Los Angeles, CA 90083	None	PC	General Support	10,000
Desert Manna Ministries Inc 201 North 1st Street Suite B Barstow, CA 92311	None	PC	General Support	12,600
Diabetes Camping & Educational Services Inc 12045 E Waterfront Drive Playa Vista, CA 90094	None	PC	General Support	10,000
Doctors Without Borders USA Inc 333 7th Avenue 2nd Floor New York, NY 100015004	None	PC	General Support	350
East Los Angeles Womens Center 1255 S Atlantic Blvd Los Angeles, CA 90022	None	PC	For fund and board development	10,000
Entertainment Industry Foundation 1201 West 5th Street Suite T-700 Los Angeles, CA 90017	None	PC	Womens Cancer Research Fund	50,000
Exceptional Children's Foundation A Corp 8740 Washington Boulevard Culver City, CA 90232	None	PC	General Support	100,000
Women's Breast Health Initiative Florida Affiliate 6447 Miami Lakes Drive East Suite Miami Lakes, FL 33014	None	PC	General Support	10,000
Food Finders Inc 2301 E 28th Street 303 Signal Hill, CA 90755	None	PC	General Support	15,000
<b>Total . . . . .</b>			<b>▶ 3a</b>	70,030,812

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Foothill Family Service 2500 E Foothill Boulevard Suite 3 Pasadena, CA 91107	None	PC	Zero through Five Services	100,000
Foundation for Craniofacial Surgery c/o Freeman Freeman Smiley 1888 Century Park E Suite 1900 Los Angeles, CA 90067	None	PC	To establish an endowment fund	1,350,000
Fundacion Juan Felipe Gomez Escobar Calle 31 No 91-80 Cartagena de Indias CO	None	NC	To support programming	10,000
Gay Men's Domestic Violence Project c/o GLBTQ Domestic Violence Project 955 Massachusetts Avenue Cambridge, MA 02139	None	PC	General Support	100
Gay Men's Domestic Violence Project c/o GLBTQ Domestic Violence Project 955 Massachusetts Avenue Cambridge, MA 02139	None	PC	General Support	100
Generation Rescue Inc 13636 Ventura Blvd 259 Sherman Oaks, CA 91423	None	PC	General Support	100,000
Give2Asia 340 Pine Street Suite 501 San Francisco, CA 94104	None	PC	General Support	10,000
Global Health Committee Inc c/o Immune Disease Institute Inc Warren Alpert Building Boston, MA 02115	None	PC	General Support	125,000
Global Soap Project Inc 6899 Peachtree Industrial Blvd Su Norcross, GA 30092	None	PC	General Support	10,000
Go Campaign 2461 Santa Monica Blvd 437 Santa Monica, CA 90404	None	PC	To support United States operations	10,000
Goodwill Industries of Southern California 342 N San Fernando Road Los Angeles, CA 90031	None	PC	Palmdale Veterans Employment Program	100,000
Grandparents As Parents Inc 22048 Sherman Way Suite 217 Canoga Park, CA 91303	None	PC	General Support	60,000
Gridiron Heroes Spinal Cord Injury Organization PO Box 507 Schertz, TX 78154	None	PC	General Support	10,000
GRYD Foundation 6080 Center Drive 6th Floor Los Angeles, CA 90045	None	PC	Summer Night Lights	150,000
Harbor Interfaith Services Inc 670 West 9th Street San Pedro, CA 90731	None	PC	Mary L Gimenez-Caulder Early Childhood Education center	50,000
<b>Total . . . . .</b>				<b>70,030,812</b>

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Harold Pump Foundation 13636 Ventura Blvd Suite 416 Sherman Oaks, CA 91423	None	PC	General Support	25,000
Headington Institute 402 S Marengo Ave Pasadena, CA 91101	None	PC	General Support	50,000
Healthcare and Elder Law Programs Corporation 1404 Cravens Avenue Torrance, CA 905012701	None	PC	General Support	50,000
Hope of the Valley Rescue Mission 8165 San Fernando Rd Sun Valley, CA 91352	None	PC	Genesis House-Residential program	25,000
Inland Counties Regional Center Inc 1365 S Waterman Avenue San Bernardino, CA 92408	None	PC	General Support	10,000
Institut Curie 26 rue dUlm Paris 75005 FR	None	NC	For the creation of a laboratory of translational research in pediatric oncology	388,230
Integrative Centers for Science and Medicine Inc 22 East Church Street Suite 312 Martinsville, VA 24112	None	PC	To support the Shackelford Campaign	5,000
Inyo Mono Advocates for Community Action 224 South Main Street Bishop, CA 93515	None	PC	To support Building Community Engagement toward Regional food security	132,075
Iraq and Afghanistan Veterans of America Inc 292 Madison Avenue 10th Floor New York, NY 10017	None	PC	The Los Angeles Rapid Response Referral Program	75,000
Jail Guitar Doors PO Box 46115 Los Angeles, CA 90046	None	PC	To support the Creativity In Corrections program	36,746
Jenesse Center Inc PO Box 8476 Los Angeles, CA 90008	None	PC	General Support	15,000
John Tracy Clinic 806 West Adams Boulevard Los Angeles, CA 900072505	None	PC	Parent/Infant Program	50,000
Jonsson Cancer Center Foundation UCLA 10833 LeConte Avenue 8-950 Factor Building Los Angeles, CA 900951780	None	PC	Discretionary fund for the Director of the Simms/Mann UCLA Center for Integrated Oncology at the University of California, Los Angeles	100,000
Jovenes Inc 1208 Pleasant Avenue Los Angeles, CA 90033	None	PC	To provide salary support for in-home case managers and for the development of the permanent housing department as part of the scattered site housing program	100,000
Life Rolls On Foundation 2901 Washington Blvd Marina Del Rey, CA 90292	None	PC	General Support	10,000
<b>Total . . . . .</b>				70,030,812

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

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Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Dan Eldon Foundation 3216 Nebraska Ave Santa Monica, CA 904044214	None	PC	General Support	250
Lipstick Angels PO Box 480366 Los Angeles, CA 90048	None	PC	General Support	25,000
LA Biomedical Research Inst at Harbor UCLA Med CTR 1124 West Carson Street Torrance, CA 905022064	None	PC	To purchase and implement the Leica TCS SP8 AOBS High sensitivity spectral confocal system	250,000
Los Angeles Gay and Lesbian Community Services CTR McDonald/Wright Building 1625 North Schrader Boulevard Los Angeles, CA 900286213	None	PC	To support the seniors services department	50,000
Los Angeles Gay and Lesbian Community Services CTR McDonald/Wright Building 1625 North Schrader Boulevard Los Angeles, CA 900286213	None	PC	To support Women's Services	25,000
Los Angeles Jewish Home for the Aging 7150 Tampa Avenue Reseda, CA 91335	None	PC	General Support	166,667
Los Angeles Jewish Home for the Aging 7150 Tampa Avenue Reseda, CA 91335	None	PC	To support the capital campaign for Building B on the Grancell village campus	1,000,000
M F Place Inc c/o My Friends Place PO Box 3867 Hollywood, CA 90078	None	PC	General Support	50,000
MADRE Inc 121 West 27th St 301 New York, NY 10001	None	PC	General Support	10,000
The Maple Counseling Center 9107 Wilshire Boulevard Lower Leve Beverly Hills, CA 90210	None	PC	For board and fund development and a communication strategy	10,000
Mar Vista Family Center 5075 S Slauson Avenue Culver City, CA 90230	None	PC	General Support	50,000
Mariah Daye McCarthy Scholarship Foundation c/o Mariahs Challenge PO Box 66 Butte, MT 59703	None	PC	General Support	10,000
Martin Luther King Jr Community Health Foundation 555 S Flower Street 2710 Los Angeles, CA 90071	None	PC	To support the planning and pilot phase of the Learning center	151,880
Martin Luther King Jr Community Health Foundation 555 S Flower Street 2710 Los Angeles, CA 90071	None	PC	General Support	10,000
medecins du monde 62 rue Marcadet Paris 75018 FR	None	NC	To improve the health of street children in the Democratic republic of the congo	100,000
<b>Total . . . . .</b>			<b>3a</b>	70,030,812

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Messages Project Inc 9711 8th View Street 11 Norfolk, VA 23503	None	PC	General Support	10,000
MusiCares Foundation Inc 3030 Olympic Blvd Santa Monica, CA 90404	None	PC	General Support	17,000
National Medical Fellowships Inc 347 Fifth Avenue Suite 510 New York, NY 10016	None	PC	General Support	20,000
National Multiple Sclerosis Society New York City Chapter 733 Third Avenue Third Floor New York, NY 100173288	None	PC	New York City Chapter's Walk MS	100,000
National Multiple Sclerosis Society New York City Chapter 733 Third Avenue Third Floor New York, NY 100173288	None	PC	New York City Chapter's Race to Stop MS	50,000
New Directions for People with Disabilities Inc 5276 Hollister Avenue Suite 207 Santa Barbara, CA 93111	None	PC	Devereux Santa Barbara tours	50,000
New Horizons Serving Ind with Special Needs c/o San Fernando Valley Association 15725 Parthenia Street North Hills, CA 913434999	None	PC	General Support	100,000
A New Way of Life Reentry Project PO Box 875288 Los Angeles, CA 90087	None	PC	General Support	10,000
No Limits Theater Group Inc 9801 Washington Blvd 2nd Floor Culver City, CA 90232	None	PC	General Support	30,000
Oak Grove Institute Foundation Inc 24275 Jefferson Ave Murrieta, CA 92562	None	PC	General Support	40,000
One With the Water 2029 Century Park East Suite 1400 Century City, CA 90067	None	PC	General Support	10,000
Operation Blue Pride 1470 Beachey Place Carson, CA 90746	None	PC	General Support	30,000
Operation Freedoms Paws 8425 Monterey Street Gilroy, CA 95020	None	PC	General Support	10,000
Oral Health America 180 North Michigan Ave Suite 1150 Chicago, IL 60601	None	PC	To support the Smiles Across America program in Ca	25,000
Our House Inc 1663 Sawtelle Blvd Suite 300 Los Angeles, CA 90025	None	PC	Child & Adolescent Program	45,000
<b>Total . . . . .</b>			<b>3a</b>	70,030,812



**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
Painted Turtle Gang Camp Foundation 1300 4th Street Suite 300 Santa Monica, CA 90401	None	PC	General Support	100,000
Partners in Care Foundation Inc 732 Mott Street Suite 150 San Fernando, CA 91340	None	PC	To support training and evidence-based health education programs for veterans and their caregivers	50,000
Paws Assisting Veterans PO Box 871 Cornelius, OR 97113	None	PC	To pair service dogs with veterans and to establish a veterinary reserve fund	10,000
Peace Over Violence Metro Headquarters 1015 Wilshire Blvd Suite 200 Los Angeles, CA 90017	None	PC	General Support	50,000
Pediatric Therapy Network 1815 West 213th St Suite 100 Torrance, CA 90501	None	PC	General Support	60,000
Peninsula Seniors 30928 Hawthorne Blvd Rancho Palos Verdes, CA 90275	None	PC	To support the purchase of a new building to house the peninsula seniors	25,000
Phoenix Multisport Inc Denver Office 2233 Champa Denver, CO 80205	None	PC	General Support	10,000
Pipo Missions Inc 5202 Waters Avenue Savannah, GA 31404	None	PC	General Support	10,000
Prison University Project Inc PO Box 492 San Quentin, CA 94694	None	PC	To support the College Program at San Quentin	50,000
Prototypes Centers for Innovation in Health Mental 1000 North Alameda Street Suite 39 Los Angeles, CA 90012	None	PC	General Support	10,000
Prototypes Centers for Innovation in Health Mental 1000 North Alameda Street Suite 39 Los Angeles, CA 90012	None	PC	General Support	75,000
Providence Health & Services Foundation 501 S Buena Vista Street Burbank, CA 91505	None	PC	Roy and Patricia Disney Family Cancer Center at Providence St Joseph medical center	20,000
Providence Little Company of Mary Foundation Torrance Office 4101 Torrance Blvd Torrance, CA 90503	None	PC	General Support	1,000
Raise A Child Incorporated 5419 Hollywood Blvd Suite C-419 Hollywood, CA 90027	None	PC	LGBT Parent Advocate Program	60,000
Rancho Los Amigos Foundation Inc 7601 E Imperial Highway Building Downey, CA 90242	None	PC	To develop a fundraising campaign	10,000
<b>Total . . . . .</b>			<b>3a</b>	70,030,812

**Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
The Rape Foundation 1223 Wilshire Boulevard No 410 Santa Monica, CA 90403	None	PC	To support the Capital Campaign for Stuart House	10,000
Sanctuary of Hope 5838 Overhill Drive 3 Los Angeles, CA 90043	None	PC	For staff and board development and financial consultations	7,500
Service Dog Project Inc 37 Boxford Road Ipswich, MA 01938	None	PC	General Support	150,000
Service Dog Project Inc 37 Boxford Road Ipswich, MA 01938	None	PC	General Support	150,000
Shape Up Mississippi c/o Shape Up Vicksburg 3215 Plaza Drive Vicksburg, MS 39180	None	PC	General Support	10,000
Share Inc PO Box 1342 Beverly Hills, CA 902131342	None	PC	General Support	25,000
Social & Environmental Entrepreneurs SEE Inc 22231 Mulholland Highway Suite 209 Calabasas, CA 91302	None	PC	General Support	144,447
Soldiers Project 4605 Lankershim Blvd Suite 221 North Hollywood, CA 91602	None	PC	To provide general operating support and to support the adopt a college program in Los Angeles, CA	20,000
Southern Mono Health Care District c/o Mammoth Hospital PO Box 660 Mammoth Lakes, CA 93546	None	PC	General Support	787,500
St James Inn PO Box 64494 Los Angeles, CA 90064	None	PC	For fund and board development	10,000
St Barnabas Senior Center of Los Angeles c/o St Barnabas Senior Services 675 South Carondelet Street Los Angeles, CA 900573309	None	PC	General Support	75,000
Strong Food LA Kitchen PO Box 31345 Los Angeles, CA 90031	None	PC	General Support	50,000
Sunrise Community Outreach Center Inc 2105 Beverly Blvd Ste 219 Los Angeles, CA 90057	None	PC	For a financial consultation and to develop a communications strategy	10,000
Time for Change Foundation 1255 East Highland Ave Suite 211 San Bernardino, CA 92404	None	PC	To provide shelter and supportive services to families	52,000
Tinina Q Cade Foundation Inc PO Box 372 Owings Mills, MD 21117	None	PC	Savannahs Playground	10,000
<b>Total . . . . .</b>			<b>3a</b>	70,030,812

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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</b> <i>Paid during the year</i>				
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	None	PC	Discretionary fund for the Chief of the Division of digestive diseases at the david geffen school of medicine at the university of california, Los Angeles	100,000
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	None	PC	To support the UCLA School of Nursing at the University of California, Los Angeles	2,500
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	None	PC	To support the UCLA Center for East-West Medicine at UCLA	100,000
The UCLA Foundation UCLA Wilshire Center 10920 Wilshire Boulevard Suite 900 Los Angeles, CA 900246519	None	PC	To support the UCLA Department of Neurosurgery at the David Geffen school of medicine at UCLA	5,000
United Way of Western Connecticut Inc 85 West Street Danbury, CT 06810	None	PC	To support the immediate needs fund	10,000
University of Southern California Bovard Administration Building Roo Los Angeles, CA 900894019	None	PC	USC Westside Center for Diabetes at the University of Southern California	15,000
Upward Bound House 1104 Washington Avenue Santa Monica, CA 90403	None	PC	General Support	40,000
Vcba Volunteer Lawyer Services Program Inc 4475 Market Street Suite B Ventura, CA 93003	None	PC	General Support	50,000
Cancer Support Community Santa Monica 1990 South Bundy Drive Suite 100 Los Angeles, CA 90025	None	PC	General Support	10,000
Young & Healthy PO Box 93397 Pasadena, CA 91109	none	PC	general support	35,000
INTERNETS OWN BOY FILM LLC 453 SPRING STREET SUITE 216 LOS ANGELES, CA 90013	none	NC	Creation of Documentary Film	120,771
<b>Total . . . . .</b>				<b>70,030,812</b>

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

**Schedule of Contributors**

OMB No 1545-0047

Department of the Treasury  
Internal Revenue Service

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

**2013**

**Name of the organization**

The Annenberg Foundation

**Employer identification number**

23-6257083

**Organization type** (check one)

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)( ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 990-EZ that met the 33<sup>1</sup>/<sub>3</sub>% support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total 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.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**Name of organization**  
The Annenberg Foundation

**Employer identification number**  
23-6257083

**Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CALIFORNIA COMMUNITY FOUNDATION UNION BANK BUILDING 455 S FIGUEROA LOS ANGELES, CA 90071	\$ 52,007	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
2	COUNTY OF LOS ANGELES ARTS COMMISSI 1055 WILSHIRE BOULEVARD LOS ANGELES, CA 90017	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions )

Name of organization  
The Annenberg Foundation

Employer identification number

23-6257083

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

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

Name of organization  
The Annenberg Foundation

Employer identification number  
23-6257083

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry  
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions.) ▶ \$  
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____ _____ _____	_____ _____ _____	_____ _____ _____

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee
_____ _____ _____	_____ _____ _____

## TY 2013 Accounting Fees Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT THORNTON LLP	122,799			96,303



Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2013 Depreciation Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

# TY 2013 General Explanation Attachment

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	FORM 990-PF, PART IX-A	<p>Line 1 The Annenberg Space for Photography (Los Angeles, CA) The Annenberg Space for Photography is a cultural destination dedicated to exhibiting compelling photography It is the first solely photographic cultural destination in Los Angeles Annenberg Space for Photography conveys a range of human experiences and serves as an expression of the philanthropic work of the Annenberg Foundation and its Directors The intimate environment features state-of-the-art, high-definition digital technology as well as traditional prints by some of the world's most renowned and emerging photographers The exhibits change multiple times per year to attract new audiences, however, the common thread throughout is one of rich emotion The Photography Space informs and inspires the public by connecting photographers, philanthropy and the human experience through powerful imagery and stories Admission is free In addition, The Annenberg Foundation has opened a second location called Skylight Studios that serves as an extension of The Photography Space experience Skylight Studios serves as the venue for a weekly lecture series, content and documentaries from the Photography Space's past exhibits, and a Meet &amp; Greet series with well-known photographers to deepen the connection and accessibility between photographers and public guests - all offered at no charge to the public</p> <p>www.annenberg.spaceforphotography.org Fiscal Year 2013 (January 1, 2013 - December 31, 2013) -Public Walk-In Attendance at the Photo Space 90,386 -Attendance at Opening-Week Events &amp; Special Events 1,369 -Number of Exhibits 4 No Strangers Ancient Wisdom in a Modern World (11/17/2012-2/24/2013) WAR/PHOTOGRAPHY (3/23/2013-6/2/2013) Helmut Newton (6/29/2013-9/9/2013) National Geographic 125th Anniversary (10/26/2013-4/27/2014) -Number of Weekly Thursday Night Lectures 37 -Number of People Attending Lectures 6,724 (average of 185 people per lecture) -Public Walk-In Attendance at Skylight Studios (Opened July 2013) 12,384 -Meet and Greet Series at Skylight Studios 6 Events with a total of 602 Guests -Attendance at Opening-Week Events and Special Events 1,706 Since Opening March 27, 2009 to December 31, 2013 -Public Walk-In Attendance 397,895 -Attendance at Opening-Week Events &amp; Special Events 7,504 -Number of Exhibits 13 -Exhibits 1 L8S ANG3LES (3/27/09-6/30/09) 2 POYI (7/11/09-11/1/09) 3 Sport (11/14/09-3/14/10) 4 Water (3/27/10-6/13/10) 5 POYI #2 (6/26/2010-10/10/2010) 6 Extreme (10/23/2010-4/17/2011) 7 Beauty CULTure (5/28/2011 -11/27/2011) 8 Digital Darkroom (12/17/2011-5/28/2012) 9 Who Shot Rock n' Roll (6/23/2012-10/7/2012) 10 No Strangers Ancient Wisdom in a Modern World (11/17/2012- 2/24/2013) 11 WAR/PHOTOGRAPHY (3/23/2013-6/2/2013) 12 Helmut Newton (6/29/2013-9/9/2013) 13 National Geographic 125th Anniversary (10/26/2013-4/27/2014) -Number of Weekly Thursday Night Lectures 190 -Number of People Attending Lectures 33,344 (Average of 142 people per lecture) -Number of People Receiving our eNewsletter 20,140 -Number of Website Visitors 909,470 visits since March 2009 -Number of Page Views 2,230,532 views since March 2009</p>

Identifier	Return Reference	Explanation
SUMMARY OF DIRECT CHARITABLE ACTIVITIES	FORM 990-PF, PART IX-A	<p>Line 2 Metabolic Studio LLC (Los Angeles, CA) In 2013 the Metabolic Studio awarded a total of \$4,627,911 in grants to 94 unique non-profit organizations. Of that amount, \$1,026,816 was given to the arts, \$1,132,910 was given to civic and community, \$1,018,693 was given to health and human services, \$1,042,440 was given to animal services and environment, and \$407,052 was given to education and youth development. The Metabolic Studio, a direct charitable activity of the Annenberg Foundation, is an organization focused on paradigm shifts, producing devices of wonder to create the potential for transforming social, political, and physical brownfields into healthy and productive living systems. The Studio concentrates on areas within the arts, civics and community, agriculture and environment, disaster relief, and veterans' issues. In fiscal year 2013 the Metabolic Studio continued working with the Historic State Park in downtown Los Angeles to maintain the Anabolic Monument, a sixteen-acre metabolic sculpture, and to support free public programming that explores, among other subjects, water, seed, soil-building, remediation, sustainability, and community process. Additionally, using rainwater gathered in rooftop catchments, the Metabolic Studio provides water for the State Park's irrigation needs. The Metabolic Studio is now in its fifth year of operating from the VA West Los Angeles Medical Center property (VA-WLA). Here, among many other actions, it has produced a position paper titled Preserving a Home for Veterans. This position paper addresses current land use issues at the VA-WLA. It examines and explains the historic deed of 1888 that governs this land, which was given to the federal government to preserve as a home for veterans. The position paper is intended to stimulate public awareness and catalyze action in regard to veterans' homelessness in Los Angeles and to communicate that we can and must do more for our veterans. Also on the VA-WLA campus, at the California Veterans Home of West Los Angeles (CalVets), the Metabolic Studio continues to maintain a therapeutic vegetable garden for the enjoyment and participation of veterans. Participants in therapy programs on the campus and the broader veteran community are invited to learn and participate in organic juicing workshops that promote healthy growing and eating. In the Owens Valley, the Metabolic Studio continues to work toward a public commemoration of the one-hundredth year anniversary of the Los Angeles Aqueduct. As a component of its consideration of a century of water use, the Studio created the DWP IOU Garden on Main Street in Lone Pine, California. In fiscal year 2013, the IOU Garden continued to produce and distribute free organic soil to the Owens Valley community and provided both a food-growing site for local food banks and a locus for community education and discussion. The IOU Garden taught free weekly public workshops on sustainable growing practices during the summer growing season and hosted regular open conversations about dust mitigation issues at the Owens Lake dry lakebed. A local farmers market was also initiated and hosted weekly at the IOU Garden by the Owens Valley Growers Cooperative in conjunction with Metabolic Studio. In 2013, leading up to the centenary of the LA Aqueduct, Metabolic Studio performed 100 Mules Walking the LA Aqueduct. This journey drew a line, with a string of one hundred mules, between Los Angeles and the source of its water in the Eastern Sierra. This one-month meditation was undertaken to commemorate the centenary. Mules were an important component of the labor force that made the building of the aqueduct possible, and this action also paid homage to the quiet dignity of the mule and the patient pace of its progress across this epic landscape. The Los Angeles Department of Water and Power and many other agencies and jurisdictions gave permission to move along the 240 miles of channels, pipes and covered ditches allowing this kind of performative survey of this critical public utility. In downtown Los Angeles, the Metabolic Studio continued to plan and design Bending the River Back into the City. With the assistance of over 25 governmental permitting agencies (city, county, state, and federal), this project will consist of an aqueduct diverting water from the Los Angeles River, a 70-foot water wheel to lift and deliver the water, and a storage and treatment center for distribution and beneficial use at various community locations along the Los Angeles River corridor. The Metabolic Studio aims to raise public consciousness throughout the city regarding the source of its water and to create an awareness to appreciate and conserve this precious and limited resource especially in a time of a long, crippling drought.</p>

**TY 2013 Investments Corporate  
Bonds Schedule****Name:** The Annenberg Foundation**EIN:** 23-6257083

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
\$ GEN CORP 3.25%	386,344	386,344
ABBVIE INC 1.2%	388,913	388,913
ABBVIE INC 1.75%	514,118	514,118
ACTAVIS INC 3.25%	261,161	261,161
AG LONDON BRH COVERD BD 2 .75%	824,576	824,576
AMAZON COM INC .65%	789,645	789,645
AMERICAN EXPS CR CORP NTS1.75	563,956	563,956
AMERN EXPRESS CO 5.5%	444,914	444,914
AMERN HONDA FIN 1%	873,410	873,410
AMERN INTL GROUP 3.8%	427,160	427,160
AMERN INTL GROUP 4.875%	188,094	188,094
ANADARKO PETE CORP 6.375%	528,112	528,112
ANHUESER-BUSCH 2.625%	532,641	532,641
AON CORP 5%	291,081	291,081
APPLE INC 2.4%	37,767	37,767
AT&T INC SR NT FLTG RATE	404,217	404,217
BAMLL COML MTG SECS TR 2012	730,467	730,467
BANC AMER COML MTG INC CL A-3	184,878	184,878
BANC AMER COML MTG INC SER2005	622,444	622,444
BANC AMER COML MTG TR 2007-3	434,818	434,818

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BANC AMER COML MTG TR 2007-4	591,626	591,626
BANK AMER CORP 3.75%	643,186	643,186
BANK AMER CORP 4.1%	189,802	189,802
BANK AMER CORP 5.625%	91,417	91,417
BANK AMER CORP 5.7%	237,690	237,690
BANK AMER CORP 6.5%	700,035	700,035
BANK OF AMERICA CORP 1.5 09	378,776	378,776
BANK OF AMERICA CORP 2.6	326,435	326,435
BB-UBS TR 2012-TFT COML MTG CL	518,100	518,100
BEAR STEARNS COML MTG 5.736	448,910	448,910
BEAR STEARNS COML MTG CL A-1A	740,552	740,552
BEAR STEARNS COML MTG SECURIT	820,117	820,117
BERKSHIRE HATHAWAY 1.3%	586,310	586,310
BHP BILLITON FIN USA LTD 3.85	261,128	261,128
BRAZIL FED. REP GLOBAL BD4.875	105,500	105,500
BSTN PPTYS LTD 3.85%	97,705	97,705
CAIXA ECONOMICA FED 2.375	404,006	404,006
CAP 1 FINL CORP 4.75%	595,475	595,475
CAP 1 BK USA NATL ASSN GLEN AL	298,692	298,692
CC HLDGS GS V LLC 2.381%	346,669	346,669

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CDN NAT RES LTD 5.7%	320,288	320,288
CHRYSLER CAP 2013-B	289,908	289,908
CHRYSLER CAP AUTO2.24000000954	574,822	574,822
CITIGROUP INC 1.25%	596,975	596,975
CITIGROUP INC 2.25	658,402	658,402
CITIGROUP INC 4.587%	304,555	304,555
CITIGROUP INC 4.75%	357,766	357,766
CITIGROUP INC 5.5%	674,073	674,073
COMCAST CORP 2.85%	231,152	231,152
COMCAST CORP 5.9%	138,049	138,049
COMM 2013-FL3 MTG TR MTG CL A	602,043	602,043
COMM MTG TR SER 2013-LC6 CLX-A	534,474	534,474
COMMERCIAL MTG LN TR 2008-LS1	757,674	757,674
COMMERCIAL MTG TR 2006-GG7 CL	436,670	436,670
COOPERATIEVE 4.625%	251,755	251,755
COX COMMUNICATIONS 2.95%	257,783	257,783
COX COMMUNICATIONS 5.45%	66,883	66,883
CR ACCEP AUTO LN TR 2012-2 NT	557,841	557,841
CR SUISSE ABS 2.5%	442,886	442,886
CR SUISSE AG GUERNSEY BRH COVE	1,787,063	1,787,063

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CR SUISSE COML MTG TR SER 2007	509,522	509,522
CREDIT ACCEP AUTO LN TR 2012-1	866,017	866,017
CVS CAREMARK CORP 2.25%	209,939	209,939
DBRR SER 2013-EZ3 CL A	745,350	745,350
DIRECTV HLDGS LLC 3.5%	834,503	834,503
DIRECTV HLDGS LLC 4.75%	705,379	705,379
DT AUTO OWNER TR 2.72000002861	665,337	665,337
DT AUTO OWNER TR 2012-1 CL D 1	660,169	660,169
DTE ENERGY CO SR NTS 3.85	271,514	271,514
DUKE ENERGY CORP 2.15%	543,168	543,168
DUKE ENERGY CORP 3.35%	329,783	329,783
EATON CORP OHIO 2.75%	443,108	443,108
ENERGY TRANSFER PARTNERS 5.2	242,143	242,143
ENTERPRISE PRODS 3.2%	198,195	198,195
ENTERPRISE PRODS 3.35%	280,224	280,224
FED HOME LN MTG CORP POOL #2B0	326,411	326,411
FED HOME LN MTG CORP POOL #A9-	589,970	589,970
FED HOME LN MTG CORP POOL #C0-	198,143	198,143
FED HOME LN MTG CORP POOL #C0-	35,035	35,035
FED HOME LN MTG CORP POOL #G07	564,393	564,393

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FED HOME LN MTG CORP POOL #G07	1,154,759	1,154,759
FED HOME LN MTG CORP POOL #G0-	1,671,299	1,671,299
FED HOME LN MTG CORP POOL #G0-	248,414	248,414
FED HOME LN MTG CORP POOL #J1-	920,892	920,892
FED HOME LN MTG CORP POOL #Q1-	182,434	182,434
FED HOME LN MTG CORP POOL #Q1-	189,624	189,624
FED NATL MTG ASSN GTD MTG POOL	371,963	371,963
FED NATL MTG ASSN GTD MTG POOL	273,868	273,868
FED NATL MTG ASSN GTD MTG POOL	191,739	191,739
FED NATL MTG ASSN GTD MTG POOL	53,958	53,958
FED NATL MTG ASSN GTD MTG POOL	130,229	130,229
FED NATL MTG ASSN GTD MTG POOL	733,696	733,696
FED NATL MTG ASSN GTD MTG POOL	92,249	92,249
FED NATL MTG ASSN GTD MTG POOL	885,263	885,263
FED NATL MTG ASSN GTD MTG POOL	98,365	98,365
FED NATL MTG ASSN GTD MTG POOL	681,131	681,131
FED NATL MTG ASSN GTD MTG POOL	257,757	257,757
FED NATL MTG ASSN GTD MTG POOL	684,187	684,187
FED NATL MTG ASSN GTD MTG POOL	579,190	579,190
FED NATL MTG ASSN GTD MTG POOL	98,198	98,198



Name of Bond	End of Year Book Value	End of Year Fair Market Value
FED NATL MTG ASSN GTD MTG POOL	513,146	513,146
FED NATL MTG ASSN GTD MTG POOL	169,235	169,235
FED NATL MTG ASSN GTD MTG POOL	397,764	397,764
FED NATL MTG ASSN GTD MTG POOL	718,780	718,780
FED NATL MTG ASSN GTD MTG POOL	530,332	530,332
FHLB BD 5.625	123,582	123,582
FHLMC .6	990,685	990,685
FHLMC 30 YR GOLD PART 5.5	218,313	218,313
FHLMC GOLD Q0-8313 4	200,584	200,584
FHLMC GOLD Q0-8656 4	101,676	101,676
FHLMC GOLD Q1-6673 3	272,672	272,672
FHLMC GOLD Q1-7095	92,483	92,483
FHLMC GOLD SINGLE FAMILY 3%	1,420,782	1,420,782
FHLMC GOLD SINGLE FAMILY 3.5%	2,381,251	2,381,251
FHLMC GOLD SINGLE FAMILY 4%	2,457,187	2,457,187
FHLMC GOLD SINGLE FAMILY 4.5%	4,851,381	4,851,381
FHLMC MULTICLASS SER 12-K708 C	501,348	501,348
FHLMC MULTICLASS SER 3062 CL M	10,760	10,760
FHLMC MULTIFAMILY STRUCTURED	24,977	24,977
FHLMC POOL #1B8062	143,295	143,295

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FHLMC POOL #1G2511	327,433	327,433
FHLMC TRANCHE # TR 00086 2.02	1,899,305	1,899,305
FINANCIERE CDP INC 4.4%	1,601,743	1,601,743
FIRST INVS AUTO OWNER TR 2013	636,158	636,158
FMS WERTMANAGEMENT .625%	747,174	747,174
FNMA . POOL #AO6482 ADJ RT	108,977	108,977
FNMA 0.5	394,575	394,575
FNMA 15 YEAR PASS-THROUGHS 5%	106,453	106,453
FNMA 30 YEAR PASS-THROUGHS 6%	1,551,480	1,551,480
FNMA 30 YR PASS-THROUGHS 5.5	1,319,953	1,319,953
FNMA POOL #725027 5%	1,608,159	1,608,159
FNMA POOL #745418 5.5%	667,578	667,578
FNMA POOL #888129 5.5%	587,533	587,533
FNMA POOL #889466 6%	122,855	122,855
FNMA POOL #889529 6%	41,926	41,926
FNMA POOL #889983 6%	95,428	95,428
FNMA POOL #890567 4%	577,474	577,474
FNMA POOL #995203 5%	655,795	655,795
FNMA POOL #995265 5.5%	191,846	191,846
FNMA POOL #AB7458 3%	271,503	271,503

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL #AB7497 3%	362,560	362,560
FNMA POOL #AB7567 3%	358,195	358,195
FNMA POOL #AB7766 3%	269,903	269,903
FNMA POOL #AB7767 3%	185,022	185,022
FNMA POOL #AB8529 3%	181,402	181,402
FNMA POOL #AB8701 3%	320,353	320,353
FNMA POOL #AB8712 3%	41,553	41,553
FNMA POOL #AB8830 3%	113,877	113,877
FNMA POOL #AB8923 3%	92,734	92,734
FNMA POOL #AB8924 3%	91,809	91,809
FNMA POOL #AB9016 3%	275,717	275,717
FNMA POOL #AB9171 2.5%	847,350	847,350
FNMA POOL #AB9173 3%	184,776	184,776
FNMA POOL #AB9189 2.5%	562,273	562,273
FNMA POOL #AB9357 3.5%	97,316	97,316
FNMA POOL #AB9462 3%	122,936	122,936
FNMA POOL #AB9662 3%	155,995	155,995
FNMA POOL #AB9864 3.5%	584,839	584,839
FNMA POOL #AC6294 4%	103,265	103,265
FNMA POOL #AD4085 5%	760,525	760,525

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL #AE0704 4%	1,534,113	1,534,113
FNMA POOL #AE0823 6%	56,807	56,807
FNMA POOL #AP0006 ADJ RT	350,126	350,126
FNMA POOL #AR2001 3%	755,492	755,492
FNMA POOL #AR7568 3%	50,930	50,930
FNMA POOL #AR7576 3%	91,841	91,841
FNMA POOL #AR8630 3%	92,247	92,247
FNMA POOL #AR9194 3%	341,841	341,841
FNMA POOL #AR9218 3%	179,797	179,797
FNMA POOL #AS0207 3.5%	95,917	95,917
FNMA POOL #AS0209 3.5%	294,417	294,417
FNMA POOL #AS0428 4.5%	316,697	316,697
FNMA POOL #AS0531 4%	512,093	512,093
FNMA POOL #AS0547 4%	102,332	102,332
FNMA POOL #AS0564 4.5%	419,303	419,303
FNMA POOL #AS0570 4.5%	104,566	104,566
FNMA POOL #AS1201 4%	206,063	206,063
FNMA POOL #AT2037 3%	52,634	52,634
FNMA POOL #AT2040 3%	178,365	178,365
FNMA POOL #AT2043 3%	93,729	93,729

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL #AT2719 3%	367,658	367,658
FNMA POOL #AT6144 4%	95,900	95,900
FNMA POOL #AT6308 3.5%	98,378	98,378
FNMA POOL #AT6321 3.5%	298,089	298,089
FNMA POOL #AT6654 3%	92,006	92,006
FNMA POOL #AT7277 4%	111	111
FNMA POOL #AT7676 3	41,829	41,829
FNMA POOL #AT9147 3.5%	97,935	97,935
FNMA POOL #AT9149 3.5%	98,496	98,496
FNMA POOL #AU0567 3.5	97,617	97,617
FNMA POOL #AU0570 3.5%	98,690	98,690
FNMA POOL #AU0577 3.5	98,656	98,656
FNMA POOL #AU0600 3.5%	98,761	98,761
FNMA POOL #AU0613 3.5%	98,743	98,743
FNMA POOL #AU0973 4%	365	365
FNMA POOL #AU1685 4%	32,244	32,244
FNMA POOL #AU2861 3.5	98,777	98,777
FNMA POOL #AU3271 3.5%	98,565	98,565
FNMA POOL #AU3741 3.5%	1,276,254	1,276,254
FNMA POOL #AU3753 4	2,328	2,328

Name of Bond	End of Year Book Value	End of Year Fair Market Value
FNMA POOL #AU3765 3.5%	98,843	98,843
FNMA POOL #AU5750 4%	77,928	77,928
FNMA POOL #AU5758 4	251	251
FNMA POOL #AU5759 4%	175	175
FNMA POOL #AU5760 4%	245	245
FNMA POOL #AU5762 4%	325	325
FNMA POOL #AU6939 4.5%	948,840	948,840
FNMA POOL #AV0438 4%	26,900	26,900
FNMA POOL #AV4889 4%	206,326	206,326
FNMA PREASSIGN 00298 4.75	89,039	89,039
FNMA REMIC TR 2005-64 CL-EA 5.	39,305	39,305
FNMA REMIC TR 2011-56 CL-CD 3.	670,899	670,899
FNMA SINGLE FAMILY MTG 2.5%	2,276,282	2,276,282
FNMA SINGLE FAMILY MTG 2.5%	361,969	361,969
FNMA SINGLE FAMILY MTG 3%	3,265,626	3,265,626
FNMA SINGLE FAMILY MTG 3.5%	522,871	522,871
FNMA SINGLE FAMILY MTG 3.5%		
FNMA SINGLE FAMILY MTG 4%	211,922	211,922
FNMA SINGLE FAMILY MTG 4%	4,117,500	4,117,500
FNMA SINGLE FAMILY MTG 4.5%	212,805	212,805

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
FNMA SINGLE FAMILY MTG 4.5%	2,323,836	2,323,836
FNMA SINGLE FAMILY MTG 3	569,578	569,578
FNMA SINGLE FAMILY MTG 5	541,446	541,446
FORD CR AUTO LEASE TR 2013-A	719,976	719,976
FORD CR AUTO OWNER TR SER 2013	866,058	866,058
FORD CR FLOORPLAN 1.9199999%	814,733	814,733
FORD MTR CR CO LLC 6.625%	115,843	115,843
FREMF 2012-K705 MTG TR MLTIFAM	649,956	649,956
GE COML MTG CORP SER 2005-C4	356,197	356,197
GEN ELEC CAP CORP 2.375%	656,808	656,808
GEN ELEC CAP CORP MEDIUM TERM	125,313	125,313
GLITNIR BANKI HF 4.451	1,504	1,504
GNMA 2013-098 3.5%	870,566	870,566
GNMA I 30 YR SINGLE FAMILY 6.5	1,115,078	1,115,078
GNMA I SINGLE FAMILY MTG 3%	482,852	482,852
GNMA I SINGLE FAMILY MTG 3.5%	1,108,637	1,108,637
GNMA II JUMBOS 3%	2,028,961	2,028,961
GNMA II JUMBOS 3.5	4,136,035	4,136,035
GNMA II JUMBOS 4		
GNMA POOL #MA1449 4%	4,472,594	4,472,594

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS 2.9%	404,017	404,017
GOLDMAN SACHS 5.75%	112,569	112,569
GOLDMAN SACHS GROUP INC 3.625	261,455	261,455
HILTON USA TR 2013-HLT CL AFX	445,494	445,494
HLSS SERVICER ADV REC 1.7932	772,936	772,936
HLSS SERVICER ADV REC SER 2012	805,280	805,280
HSBC BK PLC 2%	890,661	890,661
INTERNATIONAL FIN CORP .875%	675,859	675,859
JPM CHASE 144A 3.8813	419,146	419,146
JPM CHASE COML MTG TR 2013-LC1	471,213	471,213
JP MGN MTG TR 2013-1 FLTG 144A	462,599	462,599
JPMORGAN CHASE & 2%	471,675	471,675
JPMORGAN CHASE & 3.25%	57,499	57,499
JPMORGAN CHASE & 3.45%	671,261	671,261
JPMORGAN CHASE & 3.7%	474,354	474,354
JPMORGAN CHASE & 4.5%	79,330	79,330
JPMORGAN CHASE & CO	449,076	449,076
KINDER MORGAN 5.3%	159,952	159,952
LANARK MASTER SER 2012-2 NT CL	781,966	781,966
LB COMCONDUIT MTG TRUST2007-C3	739,673	739,673



Name of Bond	End of Year Book Value	End of Year Fair Market Value
LORILLARD TOB CO 3.75%	191,177	191,177
MERCK & CO INC FLTG	436,141	436,141
MORGAN STANLEY 3.75%	243,266	243,266
MORGAN STANLEY 4.1%	188,711	188,711
MORGAN STANLEY 5%	250,748	250,748
MORGAN STANLEY CAP TR I 2007-H	262,288	262,288
MORGAN STANLEY RE-REMIC TR SER	203,462	203,462
MYLAN INC 4.2	122,949	122,949
NBCUNIVERSAL ENTERPRISE INC GT	521,904	521,904
NY LIFE GLOBAL FDG #TR 00032	856,802	856,802
NOVUS USA TR SER 2013-1	680,000	680,000
ONCOR ELEC 4.1	180,813	180,813
PENSKE TRUCK LEASING CO L P	498,813	498,813
PETROLEOS 3.5%	462,706	462,706
PFS FING CORP 2012-A CL A	985,646	985,646
PFS FING CORP SER 2013-A CL A	859,460	859,460
PHILIP MORRIS INTL INC 1.875	175,906	175,906
PHILIP MORRIS INTL INC 3.6	212,949	212,949
PRESTIGE AUTO 1.09%	738,934	738,934
PROGRESS ENERGY SR NT 7.05	509,401	509,401

Name of Bond	End of Year Book Value	End of Year Fair Market Value
PVTPL B A T INTL FIN PLC NT 14	249,028	249,028
QVC INC 5.125%	425,316	425,316
SANTANDER DR 2012	697,659	697,659
SANTANDER DR AUTO .82%	759,558	759,558
SANTANDER DR AUTO 1.0199999%	802,738	802,738
SANTANDER DR AUTO 1.33%	837,086	837,086
SANTANDER DR AUTO 2.7%	688,233	688,233
SANTANDER DR AUTO 3.7799999%	723,742	723,742
SANTANDER DR AUTO 3.92%	622,162	622,162
SCG TR FLTG RT SER 2013-SRP1	460,006	460,006
SLM PRIVATE ED LN TR 2012-D NT	652,835	652,835
SLM PVT ED LN TR 2012-A STUD L	598,047	598,047
ST STR CORPORATION 3.1%	251,048	251,048
STATOIL ASA 2.65%	297,661	297,661
STRPS 2012-1 LTD SR 2012-1A	348,896	348,896
THERMO FISHER 3.2%	318,876	318,876
TRANSOCEAN INC 5.05%	903,621	903,621
UBS AG LONDON BRH 1.875	1,106,274	1,106,274
UTD TECHNOLOGIES 3.1%	513,336	513,336
VERIZON 2.45%	221,311	221,311

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VERIZON COMMUNICATIONS 2.5	2,088,753	2,088,753
VERIZON COMMUNICATIONS 5.15	273,791	273,791
WACHOVIA BK COML MTG TR CL A-1	721,184	721,184
WELLPOINT INC 1.875%	415,301	415,301
WELLPOINT INC 3.3%	247,302	247,302
WELLS FARGO & CO 2.15	418,685	418,685
WELLS FARGO & CO NTS 1.5	794,832	794,832
WERTMANAGEMENT GLOBAL NT 1.625	818,223	818,223
WESTPAC BKG CORP 1.375%	1,467,400	1,467,400
WF-RBS COML MTG TR 0	786,254	786,254
WILLIAMS COS INC 3.7%	187,654	187,654
WILLIAMS PARTNERS 3.8%	175,631	175,631
WRIGLEY WM JR CO NT 2.9	337,189	337,189
XSTRATA FIN CDA LTD NT 2.85	664,080	664,080
POA FLEXSHARES TR TR IBOXX*	1,420,664	1,420,664
POA ISHARES INTERMEDIATE CRD*	5,438,986	5,438,986
POA NORTHN MULTI MGR EMERGING*	672,987	672,987
POA NORTHN MULTI MGR HIGH YLD*	2,952,605	2,952,605
POA NTGI QM COMMON DAILY AGG*	5,280,416	5,280,416
POA ROWE T PRICE INTL FD INC*	505,398	505,398

<b>Name of Bond</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
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AGREEMENT		

**TY 2013 Investments Corporate  
Stock Schedule****Name:** The Annenberg Foundation**EIN:** 23-6257083

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
1ST HORIZON NATL CORP	3,355	3,355
ABERDEEN FDS EMERGING MKTS FD	36,308,100	36,308,100
ACCOR S A ADR	984,388	984,388
ACTIVISION BLIZZARD INC	962,071	962,071
ADAGE CAPITAL PARTNERS	153,124,948	153,124,948
AGILENT TECHNOLOGIES INC	1,196,586	1,196,586
ALLERGAN INC	998,165	998,165
ALLSCRIPTS HEALTHCARE SOLUTION	843,096	843,096
ALTERA CORP	910,742	910,742
APPLE INC	1,442,614	1,442,614
BANK OF AMERICA CORP	622,800	622,800
BOEING CO	1,289,285	1,289,285
BRINKS CO	1,316,063	1,316,063
BROCADE COMMUNICATIONS SYS INC	1,283,250	1,283,250
BUNGE LTD	665,255	665,255
CADENCE DESIGN SYS INC	1,329,587	1,329,587
CALPINE CORP	1,250,103	1,250,103
CAMERON INTL CORP	1,414,790	1,414,790
CARNIVAL CORP	1,185,658	1,185,658
COBALT INTL ENERGY INC	462,294	462,294
COMCAST CORP	1,001,940	1,001,940
CONSOL ENERGY INC	1,728,766	1,728,766
CONSTELLIUM NV	1,456,516	1,456,516
CVS CAREMARK CORP	1,162,941	1,162,941
DELTA AIR LINES INC	595,989	595,989
DFA INTL SMALL CO	25,000,373	25,000,373
DIAMOND FOODS INC	521,348	521,348
DIEBOLD INC	1,108,410	1,108,410
DOVER CORP	641,122	641,122
EOG RESOURCES INC	1,208,952	1,208,952

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
EVERCORE PARTNERS INC	837,159	837,159
EXPRESS SCRIPTS HLDG CO	1,349,662	1,349,662
FEDEX CORP	1,314,345	1,314,345
FORTINET INC	773,101	773,101
GAMESTOP CORP	991,308	991,308
GOLDMAN SACHS GROUP INC	1,089,794	1,089,794
GOOGLE INC	1,357,180	1,357,180
HILTON WORLDWIDE HLDGS INC	193,686	193,686
HOLOGIC INC	918,362	918,362
HOUGHTON MIFFLIN HARCOURT CO	540,023	540,023
HYATT HOTELS CORP	1,415,743	1,415,743
IMPAX LABORATORIES INC	988,580	988,580
INTL GAME TECH	1,380,886	1,380,886
INTL RECTIFIER CORP	730,429	730,429
JPMORGAN CHASE & CO	1,485,392	1,485,392
JUNIPER NETWORKS INC	1,135,045	1,135,045
KIRBY CORP	737,130	737,130
LEAR CORP	1,045,485	1,045,485
LIVE NATION ENTERTAINMENT INC	1,307,559	1,307,559
MERCK & CO INC	1,484,133	1,484,133
METLIFE INC	2,056,617	2,056,617
MICROSOFT CORP	1,403,363	1,403,363
MONDELEZ INTL INC	1,638,450	1,638,450
OSH ONE LIQUIDATING CORP	941	941
PFIZER INC	1,586,910	1,586,910
PINNACLE ENTMT INC	1,421,757	1,421,757
PNC FINANCIAL SERVICES GROUP	1,665,565	1,665,565
PPG IND INC	897,471	897,471
ROVI CORP	725,399	725,399
SANDERSON INTL VALUE FD	105,222,403	105,222,403

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
SCHLUMBERGER LTD	1,869,152	1,869,152
SCHWAB CHARLES CORP	1,175,200	1,175,200
SIEMENS AG	625,788	625,788
SOUTHWESTERN ENERGY CO	849,253	849,253
SSGA MSCI EAFE INDEX NL CTF	63,944,190	63,944,190
SUNCOR ENERGY INC	1,029,979	1,029,979
SUPERIOR ENERGY SVCS INC	1,224,592	1,224,592
SYMETRA FINL CORP	850,963	850,963
TEREX CORP	1,007,928	1,007,928
THOMSON REUTERS	966,679	966,679
TOYOTA MTR CORP	1,164,092	1,164,092
TWENTY-FIRST CENTY FOX INC	792,816	792,816
UNITED TECHNOLOGIES CORP	1,467,565	1,467,565
UNVL HEALTH SERVICES INC	1,173,313	1,173,313
VANGUARD FTSE EMERGING MKTS	19,312,268	19,312,268
VERTEX PHARMACEUTICALS INC	936,031	936,031
VIACOM INC	338,268	338,268
VIVENDI SA ADR	1,646,253	1,646,253
VOYA FINANCIAL INC	1,148,913	1,148,913
WAL-MART STORES INC	1,303,736	1,303,736
WELLS FARGO & CO	1,454,752	1,454,752
T6	1,313,546	1,313,546
XILINX INC	1,079,029	1,079,029
POA FLEXSHARES TR MORNINGSTAR*	1,287,379	1,287,379
POA NORTHN FDS MULTI MGR LRG*	4,997,008	4,997,008
POA NORTHN MULTI MGR GLOBAL*	1,155,657	1,155,657
POA NORTHN FDS MULTI MGR EMER*	1,901,316	1,901,316
POA NORTHN FDS EMERGING MKTS*	1,421,341	1,421,341
POA NORTHN MID CAP INDEX FD*	518,509	518,509
POA NORTHN MULTI MGR INTL EQ*	2,826,886	2,826,886

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POA NORTHN MULTI MGR MID CAP*	521,398	521,398
POA NORTHN MULTI MGR SM CAP*	1,280,184	1,280,184
POA NTGI COMMON DAILY RUSSELL*	801,630	801,630
POA NTGI MFB NTGI QM COMMON*	8,242,359	8,242,359
POA NTGI QM COMMON DAILY ALL*	3,806,024	3,806,024
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**TY 2013 Investments Government  
Obligations Schedule**

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

**US Government Securities - End of  
Year Book Value:** 45,669,956

**US Government Securities - End of  
Year Fair Market Value:** 45,669,956

**State & Local Government  
Securities - End of Year Book  
Value:**

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

## TY 2013 Investments - Land Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

## TY 2013 Investments - Other Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BAUPOST VALUE PARTNERS IV, LP	FMV	121,363,653	121,363,653
BLACKSTONE MARKET OPPORTUNITY	FMV	2,251,227	2,251,227
BLACKSTONE PARTNERS	FMV	107,776,321	107,776,321
BLACKSTONE RESOURCES SELECT	FMV	1,256,439	1,256,439
BROOKSIDE CAYMAN, LTD	FMV	264,710	264,710
CONVEXITY CAP OFFSHORE	FMV	36,369,690	36,369,690
ELLIOTT INTL LTD	FMV	48,740,589	48,740,589
ETON PARK OVERSEAS LTD	FMV	33,466,128	33,466,128
GENERAL ATLANTIC PARTNERS	FMV	36,578,204	36,578,204
KAYNE ANDERSON ENERGY FUND VI	FMV	2,041,603	2,041,603
LONE CASCADE	FMV	77,532,408	77,532,408
SUMMIT ROCK DIVERSIFIED STRAT	FMV	63,323,632	63,323,632
SUMMIT ROCK HEDGED EQUITY	FMV	105,179,459	105,179,459
SUMMIT ROCK NAT RES	FMV	2,057,955	2,057,955
SUMMIT ROCK PVT EQTY	FMV	29,086,622	29,086,622
SUMMIT ROCK SELECT EQTY	FMV	122,032,141	122,032,141
SUMMIT ROCK STRATEGIC FXD INC	FMV	22,864,678	22,864,678
HIGHFIELD CAPITAL LTD CL	FMV	46,493,597	46,493,597
POA PIMCO FDS PAC INVT MGMT*	FMV	888,666	888,666
POA NORTHN FDS GLOBAL RE INDX*	FMV	1,115,099	1,115,099
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## TY 2013 Land, Etc. Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

# TY 2013 Legal Fees Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SHEPPARD MULLIN RICHTER&HMPTN	1,902,980	37,025		2,129,140
DILWORTH PAXSON LLP	143			142
HOLLAND & KNIGHT LLP	41,100			45,933
LAW OFFICES DENISE M CHRISTIAN	17,760			21,080
DAVID SHAPIRO	8,000			8,000
OTHER	500			500

**TY 2013 Other Assets Schedule****Name:** The Annenberg Foundation**EIN:** 23-6257083

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>	<b>End of Year - Fair Market Value</b>
DUE FROM INVESTMENT MANAGER	38,024,299	20,298,000	20,298,000
ACCRUED INTEREST RECEIVABLE	871,763	757,437	757,437
ACCRUED DIVIDENDS RECEIVABLE	62,171	483,977	483,977
DEPOSITS	40,408	39,222	39,222
OTHER RECEIVABLES	435,303	339,608	339,608
REFUND ADVANCES		67,768	67,768

# TY 2013 Other Expenses Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TEMPORARY SERVICES	885,459			865,535
INSURANCE	419,843			516,983
MISCELLANEOUS PROGRAM EXPS				
METABOLIC STUDIO SUPPLIES	653,114			614,752
OTHERS	1,348			1,348
COMPUTER RELATED	407,200			441,046
SALES EXPENSE	210,644			230,928
OFFICE EXPENSE	233,342			281,527
POSTAGE & FREIGHT	68,362	668		67,694
EMPLOYEE RELATED EXPENSES	85,626	277		79,648
STATIONARY, SUPPLIES	89,951			90,850
EQUIPMENT & EQUIPMENT MAINT	237,955			207,302
DUES & SUBSCRIPTIONS	67,336			67,336
LOSS ON DISPOSAL OF ASSETS	-4,860			-4,860
MISCELLANEOUS-SP EV ATTENDING	14,970			14,970
25TH ANNIVERSARY	111,314			111,314
DIRECT CHARITABLE	15,000			

## TY 2013 Other Income Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EVENT INCOME - metabolic studio LLC	8,675		0
INC/LOSS FROM SCHEDULES K-1		-503,639	0



## TY 2013 Other Increases Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	211,666,903

**TY 2013 Other Liabilities Schedule****Name:** The Annenberg Foundation**EIN:** 23-6257083

<b>Description</b>	<b>Beginning of Year - Book Value</b>	<b>End of Year - Book Value</b>
DUE TO INVESTMENT MANAGER	29,695,011	
DEFERRED EXCISE TAX LIABILITY	3,119,389	4,232,866
CURRENT TAXES PAYABLE	259,611	208,740
ROYALTIES/CONTRACTS PAYABLE	650,614	630,419

## TY 2013 Other Professional Fees Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	24,866,456	23,645,498	0	
PROGRAM CONSULTING				
ANNENBERG LEARNER	3,021,123			3,034,913
ANNENBERG SP FOR PHOTOGRAPHY	4,427,559			4,481,502
BALLONA URBAN ECOLOGY CENTER	428,979			413,834
EXPLORE	2,128,173			2,402,832
METABOLIC STUDIO	3,470,694			3,372,823
ANNENBERG VENTURES	346,934			268,384
ALTASEA	1,626,861			1,470,063
LA N SYNC	802,280			714,034
WACPA	246,220			186,621
HOPI ARTIFACTS	662,142			662,142
HUMAN RESOURCES	60,201			59,520
ACCOUNTING	28,700			29,809
COMPUTER SUPPORT	154,793			169,914
ADVERTISING AND MARKETING	209,501			274,714
PEER TO PEER AND PROGRAM	46,333			376,174
MISCELLANEOUS CONSULTING FEES	104,820			73,920

**TY 2013 Sales Of Inventory Schedule****Name:** The Annenberg Foundation**EIN:** 23-6257083

<b>Category</b>	<b>Gross Sales</b>	<b>Cost of Goods Sold</b>	<b>Net (Gross Sales Minus Cost of Goods Sold)</b>
ANNENBERG LEARNER	922,693		922,693
ANNENBERG SPACE FOR PHOTOGRAPHY	148,963		148,963
EXPLORE ANNENBERG LLC	183		183

# TY 2013 Taxes Schedule

**Name:** The Annenberg Foundation

**EIN:** 23-6257083

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CURRENT FED EXCISE TAX EXP	864,283		0	
DEFERRED FED EXCISE TAX EXP	1,113,477			
PROPERTY & MISCELLANEOUS TAXES	80,120			87,741
FORIEGN TAXES PAID		434,972		