


Form 990-PF



Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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


OMB No 1545-0052










2013


Open to Public Inspection

For calendar year 2013, or tax year beginning 07-01-2013 , and ending 06-30-2014

Name of foundation SURDNA FOUNDATION INC ATT MARC DE VENOGÉ % SURDNA FOUNDATION INC		A Employer identification number 13-6108163	
Number and street (or P O box number if mail is not delivered to street address) 330 MADISON AVENUE 30TH FLOOR Suite		Room/suite	B Telephone number (see instructions) (212) 557-0010
City or town, state or province, country, and ZIP or foreign postal code NEW YORK, NY 100175001		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 1,037,047,874		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J 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.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	10,022,867			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	314,211	314,211		
	4 Dividends and interest from securities.	11,202,579	21,543,788		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	33,106,082			
	b Gross sales price for all assets on line 6a 268,166,391				
	7 Capital gain net income (from Part IV, line 2)		52,699,195		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 10,226,091	3,097,377		
	12 Total. Add lines 1 through 11	64,871,830	77,654,571		
	13 Compensation of officers, directors, trustees, etc	1,938,812			1,938,812
	14 Other employee salaries and wages	1,414,288			1,414,288
	15 Pension plans, employee benefits	1,234,210			1,234,210
	16a Legal fees (attach schedule)	 90,964	21,964	0	69,000
	b Accounting fees (attach schedule)	 124,950	0	0	124,950
	c Other professional fees (attach schedule)	 3,659,876	2,721,596		938,280
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 1,575,000	329,774		0
	19 Depreciation (attach schedule) and depletion	 178,668			
	20 Occupancy	959,497			959,497
	21 Travel, conferences, and meetings	652,484			652,484
	22 Printing and publications	42,778			42,778
	23 Other expenses (attach schedule)	 792,817	10,964,533		792,817
	24 Total operating and administrative expenses. Add lines 13 through 23	12,664,344	14,037,867	0	8,167,116
	25 Contributions, gifts, grants paid	47,522,147			38,426,897
	26 Total expenses and disbursements. Add lines 24 and 25	60,186,491	14,037,867	0	46,594,013
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,685,339			
	b Net investment income (if negative, enter -0-)		63,616,704		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,869,731	40,953,951	40,953,951
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	18,671,845	 2,760,791	2,760,791
	b	Investments—corporate stock (attach schedule)	22,101,150	 24,481,268	24,481,268
	c	Investments—corporate bonds (attach schedule).	3,653,455		
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	868,552,430	 957,106,942	957,106,942
	14	Land, buildings, and equipment basis ▶ _____ 1,826,242 Less accumulated depreciation (attach schedule) ▶ _____ 1,116,328	843,202	 709,914	709,914
15	Other assets (describe ▶ _____)	 12,904,566	 11,035,008	 11,035,008	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	929,596,379	1,037,047,874	1,037,047,874	
Liabilities	17	Accounts payable and accrued expenses	764,206	779,963	
	18	Grants payable	15,239,450	24,334,700	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 11,795,875	 10,279,610	
	23	Total liabilities (add lines 17 through 22)	27,799,531	35,394,273	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	901,796,848	1,001,653,601	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions).	901,796,848	1,001,653,601	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	929,596,379	1,037,047,874	

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year’s return)	1 901,796,848
2	Enter amount from Part I, line 27a	2 4,685,339
3	Other increases not included in line 2 (itemize) ▶ _____ 	3 95,171,414
4	Add lines 1, 2, and 3	4 1,001,653,601
5	Decreases not included in line 2 (itemize) ▶ _____	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6 1,001,653,601

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)
1 a	SALE OF PUBLICLY TRADED SECURITIES			
b	NET CAPITAL GAIN FROM PARTNERSHIPS			
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 243,971,481		215,467,196	28,504,285
b 24,194,910			24,194,910
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			28,504,285
b			24,194,910
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	52,699,195
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	41,554,950	840,389,978	0 049447
2011	43,775,695	798,039,355	0 054854
2010	44,549,863	796,727,524	0 055916
2009	40,373,154	750,471,060	0 053797
2008	44,224,764	771,385,197	0 057332

2	Total of line 1, column (d).	2	0 271346
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 054269
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	946,120,213
5	Multiply line 4 by line 3.	5	51,344,998
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	636,167
7	Add lines 5 and 6.	7	51,981,165
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	47,409,793

Part VI

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	1,272,334
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,272,334
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,272,334
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,699,443
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	1,699,443
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	427,109
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 427,109 Refunded	11	

Part VII-A

Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? <input checked="" type="checkbox"/>	1a	Yes	No
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)?	1b		No
	<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>			
c	Did the foundation file Form 1120-POL for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i> <input checked="" type="checkbox"/>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	<i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions): <input type="checkbox"/> CA, NY			
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>	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9		No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address WWW.SURDNA.ORG				
14	The books are in care of SURDNA FOUNDATION INC Telephone no (212) 557-0010 Located at 330 MADISON AVENUE NEW YORK NY ZIP+4 10017			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	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?	16	Yes	No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b		No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?. If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 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>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

YesNo

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JONATHAN GOLDBERG 330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001	GRANTS MGMT/MIS DIR 40 0	186,858	55,119	0
HELEN CHIN 330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001	PRGM OFF-SUSTAIN ENV 40 0	111,295	53,133	0
ELIZABETH C BERRY 330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001	PROGRAM OFFICER 40 0	99,920	40,856	0
AMY T MORRIS 330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001	PROGRAM OFFICER 40 0	98,678	29,428	0
JOSE A GARCIA 330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001	PROGRAM OFFICER 40 0	96,490	51,330	0
Total number of other employees paid over \$50,000.				4

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
CAMBRIDGE ASSOCIATES	INVEST CONSULTING	1,731,329
100 SUMMER STREET BOSTON,MA 02110		
THE NORTHERN TRUST COMPANY	CUSTODIAL BANK	322,322
50 S LASALLE STREET CHICAGO,IL 60675		
GRYPHON INTERNATIONAL INVESTMENT CORP	INVEST CONSULTING	144,000
20 BAY STREET SUITE 1905 TORONTO,ONTARIO M5J 2N8 CA		
NEUBERGER BERMAN	INVEST CONSULTING	90,789
605 THIRD AVENUE 41ST FLOOR NEW YORK,NY 10158		
BWB SOLUTIONS	CONSULTING	87,664
250 WEST MAIN STREET BRANFORD,CT 06405		
Total number of others receiving over \$ 50,000 for professional services.		3

Part IX-A

Summary of Direct Charitable Activities

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

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
1 LOAN TO AN IRC 501(C)(3) PUBLIC CHARITY TO FURTHER SURDNA'S CHARITABLE INITIATIVE RELATING TO "STRONG LOCAL ECONOMIES " (SEE GENERAL EXPLANATION ATTACHMENT FOR CONTINUATION)	750,000
2 LOAN TO AN IRC 501(C)(3) PUBLIC CHARITY TO FURTHER SURDNA'S CHARITABLE INITIATIVE RELATING TO "SUSTAINABLE ENVIRONMENTS " (SEE GENERAL EXPLANATION ATTACH FOR CONTIN)	20,400
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3	770,400

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	284,684,853
b	Average of monthly cash balances.	1b	34,288,845
c	Fair market value of all other assets (see instructions).	1c	641,554,437
d	Total (add lines 1a, b, and c).	1d	960,528,135
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	960,528,135
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	14,407,922
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	946,120,213
6	Minimum investment return. Enter 5% of line 5.	6	47,306,011

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	47,306,011
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	1,272,334
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,272,334
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	46,033,677
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	46,033,677
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	46,033,677

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	46,594,013
b	Program-related investments—total from Part IX-B.	1b	770,400
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	45,380
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	47,409,793
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	47,409,793
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
1		Distributable amount for 2013 from Part XI, line 7			
2		Undistributed income, if any, as of the end of 2013			
a		Enter amount for 2012 only.			
b		Total for prior years 2011 , 2010 , 2009			
3		Excess distributions carryover, if any, to 2013			
a		From 2008.			
b		From 2009.			
c		From 2010.			
d		From 2011.			
e		From 2012.			
f		Total of lines 3a through e.			
4		Qualifying distributions for 2013 from Part XII, line 4			
a		Applied to 2012, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2013 distributable amount.			
e		Remaining amount distributed out of corpus			
5		Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
c		Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014.			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions).			
9		Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a.			
10		Analysis of line 9			
a		Excess from 2009.			
b		Excess from 2010.			
c		Excess from 2011.			
d		Excess from 2012.			
e		Excess from 2013.			

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)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the 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))

NONE

b

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

NONE

2

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

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

a

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

SURDNA FOUNDATION INC
330 MADISON AVENUE
NEW YORK, NY 10017
(212) 557-0010

b

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

SURDNA GENERALLY FOLLOWS A TWO-STAGE APPLICATION PROCESS - LETTER OF INQUIRY, AND FULL PROPOSAL BECAUSE OF THE LARGE NUMBER OF REQUESTS SURDNA RECEIVES AND THE AMOUNT OF TIME IT TAKES FOR AN APPLICANT TO DEVELOP A FULL GRANT PROPOSAL, APPLICANTS ARE ASKED TO SEND FULL PROPOSALS ONLY WHEN REQUESTED BY A FOUNDATION STAFF MEMBER. THE FIRST STEP FOR MOST APPLICANTS, THEREFORE, IS SENDING SURDNA A LETTER OF INQUIRY.

c

Any submission deadlines

NONE

d

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

THE SURDNA FOUNDATION MAKES GRANTS TO NONPROFIT ORGANIZATION IN THE AREAS OF ENVIRONMENT, COMMUNITY REVITALIZATION, EFFECTIVE CITIZENRY, THE ARTS, AND THE NONPROFIT SECTOR.

Part XV

Supplementary Information (continued)

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)				
a Paid during the year See Additional Data Table				
Total			3a	38,426,897
b Approved for future payment See Additional Data Table				
Total			3b	24,334,700

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Part XVII

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

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting foundation to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes

☒ No

b

If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

2015-05-11

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

☒ Yes

☐ No

Paid Preparer Use Only


Print/Type preparer's name Paul Hammerschmidt	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P01384178
Firm's name <input type="checkbox"/> BDO USA LLP			Firm's EIN <input type="checkbox"/>	
Firm's address <input type="checkbox"/> 100 PARK AVENUE NEW YORK, NY 10017			Phone no. (212) 557-0010	

Form 990-PF (2013)


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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PHILLIP HENDERSON	PRESIDENT 40 0	481,853	94,534	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
MARC DE VENOGÉ	CFO AND ASSISTANT TREASURER 40 0	414,013	98,511	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
SHARON ALPERT	SR DIR OF PROGRAM STRATEGIES 40 0	227,265	67,668	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
LETICIA PEGUERO	EXECUTIVE DIRECTOR 40 0	191,475	39,402	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
SHAWN ESCOFFERY	PRGM DIR STRONG LOCAL ECON 40 0	171,021	37,759	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
JUDILIEE REED	PROGRAM DIR - THRIVING CULTURES 40 0	155,075	46,267	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
GEORGE SOULE	COMMUNICATIONS DIRECTOR 40 0	150,000	59,689	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
MICHELLE KNAPIK	PRGM DIR - SUSTAINABLE ENVIRON 40 0	148,110	17,773	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
JOCELYN DOWNIE	CHAIRPERSON 4 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
PETER B BENEDICT II	VICE CHAIRPERSON 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
LAWRENCE SC GRIFFITH	TREASURER/SECRETARY 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
BRUCE ABERNETHY	DIRECTOR 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
ELIZABETH H ANDRUS	DIRECTOR 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
JUDY BELK	DIRECTOR 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
CARRA COTE-ACKAH	DIRECTOR 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
JOHN F HAWKINS	DIRECTOR 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
KELLY D NOWLIN	DIRECTOR 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
TRACY PALANDJIAN	DIRECTOR 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
MICHAEL S SPENSLEY	DIRECTOR 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				
GWEN WALDEN	DIRECTOR 2 0	0	0	0
330 MADISON AVENUE 30TH FLOOR NEW YORK, NY 100175001				

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)				
a <i>Paid during the year</i>				
52nd Street Project 789 TENTH AVENUE NEW YORK, NY 10019	No Relationship	PC	General Support	25,000
A Home Within 2255 Van Ness Ave STE 203 San Francisco, CA 94109	No Relationship	PC	General Support	76,300
A Long Walk Home 1658 N Milwaukee Ave Suite 104 Chicago, IL 60647	No Relationship	PC	General Support	1,000
Adoption & Foster Care Mentoring 727 Atlantic Ave 3rd Floor Boston, MA 02111	No Relationship	PC	General Support	97,000
Advocates for Human Rights 330 Second Avenue South Suite 800 Minneapolis, MN 55401	No Relationship	PC	General Support	100,000
African Development Center of Minnesota 1931 South 5th Street Minneapolis, MN 55454	No Relationship	PC	General Support	100,000
Alliance for a Greater New York 50 Broadway 29th Fl New York, NY 10004	No Relationship	PC	General Support	175,000
Alliance for a Just Society 3518 S Edmunds St Seattle, WA 98118	No Relationship	PC	General Support	125,000
Alliance for California Traditional Arts 1245 Van Ness Ave Fresno, CA 93721	No Relationship	PC	General Support	100,000
Alliance For Justice Eleven Dupont Circle NW Washington, DC 20036	No Relationship	PC	General Support	30,000
Alonzo King's LINES Ballet 26 Seventh Street San Francisco, CA 94103	No Relationship	PC	General Support	75,000
Alternate ROOTS 1083 Austin Avenue Atlanta, GA 30307	No Relationship	PC	General Support	175,000
American Council for an Energy-Efficient Economy 529 14th Street NW Suite 600 Washington, DC 20045	No Relationship	PC	General Support	100,000
American Humane Association 1400 16th Street NW Suite 360 Washington, DC 20036	No Relationship	PC	General Support	5,000
American Prospect 1710 RHODE ISLAND AVE NW 12TH FL Washington, DC 20036	No Relationship	PC	General Support	75,000
Total			 3a	38,426,897

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)				
a <i>Paid during the year</i>				
American Rivers 1101 14th Street NW Suite 1400 Washington, DC 20005	No Relationship	PC	General Support	100,000
American Society For The Prevention Of Cruelty To 424 East 92nd Street NEW YORK, NY 10128	No Relationship	PC	General Support	180
Anchorage Museum 625 C Street Anchorage, AK 99501	No Relationship	PC	General Support	80,000
Animal Welfare Society of Jefferson PO Box 147 Charles Town, WV 25414	No Relationship	PC	General Support	4,000
Art Center College of Design 1700 Lida Street Pasadena, CA 91103	No Relationship	PC	General Support	30,000
Arts Unbound 542 Freeman Street Orange, NJ 07050	No Relationship	PC	General Support	1,000
ArtSpot Productions 609 Saint Ferdinand Street New Orleans, LA 70117	No Relationship	PC	General Support	50,000
AS220 115 Empire Street Providence, RI 02903	No Relationship	PC	General Support	75,000
Asian American Writers' Workshop 110-112 West 27th Street NEW YORK, NY 10001	No Relationship	PC	General Support	125,000
Asian Americans For Equality 2 Allen Street 7th Floor NEW YORK, NY 10002	No Relationship	PC	General Support	100,000
Asian Arts Initiative 1219 Vine Street Philadelphia, PA 19107	No Relationship	PC	General Support	75,000
Aspiranet 400 Oyster Point Blvd 501 South San Francisco, CA 94080	No Relationship	PC	General Support	100,000
Association for Women in Science 1321 Duke Street Ste 210 Alexandria, VA 22314	No Relationship	PC	General Support	100
Association of Baltimore Area Grantmakers 2 E Read Street 2nd Floor Baltimore, MD 21202	No Relationship	PC	General Support	100,000
AXIS Dance Company 1428 Alice St 200 Oakland, CA 94612	No Relationship	PC	General Support	50,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
B Lab Company 155 E Lancaster Ave Wayne,PA 19087	No Relationship	PC	General Support	145,000
Bates Dance Festival 305 College Street Lewiston,ME 04240	No Relationship	PC	General Support	75,000
Beloved Community Center of Greensboro 417 Arlington Street Greensboro,NC 27462	No Relationship	PC	General Support	80,000
Bend Science Station 1027 NW Trenton Avenue Bend,OR 97701	No Relationship	PC	General Support	10,000
Bend's Community Center 1036 NE 5th Street Bend,OR 97701	No Relationship	PC	General Support	17,500
Berkshire Theater Festival PO Box 797 Stockbridge,MA 01262	No Relationship	PC	General Support	150
Best Buddies Virginia 131 East Broad Street Ste 205 Falls Church,VA 22046	No Relationship	PC	General Support	500
Beth Chayim Chadashim 6090 W Pico Blvd Los Angeles,CA 90035	No Relationship	PC	General Support	20,000
Big Brothers Big Sisters of Franklin County PO Box 100 Greenfield,MA 01302	No Relationship	PC	General Support	1,000
Blue Green Alliance Foundation 1300 Godward Street NE 2625 Minneapolis,MN 55413	No Relationship	PC	General Support	100,000
Board of Regents of the University of Wisconsin Sy 21 N PARK STREET SUITE 6401 MADISON,WI 53715	No Relationship	PC	General Support	200,000
BoardSource 750 9th Street NW Suite 650 Washington,DC 20001	No Relationship	PC	General Support	25,000
BOC Capital Corp 85 South Oxford Street Brooklyn,NY 11217	No Relationship	PC	General Support	185,000
Boca Helping Hands 1500 NW 1st Court Boca Raton,FL 33432	No Relationship	PC	General Support	2,500
Boston Arts Academy Foundation 174 Ipswich Street Boston,MA 02215	No Relationship	PC	General Support	335,000
Total			3a	38,426,897


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)				
a <i>Paid during the year</i>				
Boston Center for the Arts 539 Tremont Street Boston, MA 02216	No Relationship	PC	General Support	15,000
Boston College 140 Commonwealth Ave Chestnut Hill, MA 02467	No Relationship	PC	General Support	1,500
Boston Community Capital 10 Malcolm X Boulevard Boston, MA 02119	No Relationship	PC	General Support	45,000
Breast Cancer Fund 1388 Sutter Street Suite 400 San Francisco, CA 94109	No Relationship	PC	General Support	10,000
Brevard Music Center 349 Andante Lane Brevard, NC 28712	No Relationship	PC	General Support	50,000
Brightline Defense Project 1028A Howard Street San Francisco, CA 94103	No Relationship	PC	General Support	100,000
Brookings Institution 1775 Massachusetts Ave NW Washington, DC 20036	No Relationship	PC	General Support	400,000
Brooklyn Youth Chorus Academy 179 Pacific Street Brooklyn, NY 11201	No Relationship	PC	General Support	75,000
Burlington Children's Space 241 N Winooski Avenue Burlington, VT 05401	No Relationship	PC	General Support	5,000
Burlington City Arts Foundation 135 Church St Burlington, VT 05401	No Relationship	PC	General Support	5,000
Business Alliance for Local Living Economies PO Box 4199 Bellingham, WA 98227	No Relationship	PC	General Support	150,000
California Community Foundation 221 South Figueroa Street Ste 400 Los Angeles, CA 90012	No Relationship	PC	General Support	15,000
California Partnership for Safe Communities 469 9th Street Suite 210 Oakland, CA 94607	No Relationship	PC	General Support	100,000
California State Summer School for the Arts Founda 39 East Walnut 8 Pasadena, CA 91103	No Relationship	PC	General Support	30,000
Carnegie Museums of Pittsburgh 117 Sandusky Street Pittsburgh, PA 15212	No Relationship	PC	General Support	60,000
Total			3a	38,426,897


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)				
a <i>Paid during the year</i>				
Carolina Youth Development Center 5055 Lackawanna Blvd North Charleston, SC 29405	No Relationship	PC	General Support	60,000
Casa Valentina Inc 2990 SW 35th Avenue Ste 2 Miami, FL 33133	No Relationship	PC	General Support	24,000
Center for Cultural Innovation 244 S San Pedro St Ste 401 Los Angeles, CA 90012	No Relationship	PC	General Support	150,000
Center for Earth Energy and Democracy 216 Cecil Street SE Minneapolis, MN 55414	No Relationship	PC	General Support	25,000
Center for Effective Philanthropy 675 Massachusetts Ave 7th Fl Cambridge, MN 02139	No Relationship	PC	General Support	25,000
Center for Labor and Community Research 3411 W Diversey Avenue Ste 10 Chicago, IL 60647	No Relationship	PC	General Support	125,000
Center for Neighborhood Technology 2125 West North Avenue Chicago, IL 60647	No Relationship	PC	General Support	295,000
Center for Popular Democracy 802 Kent Avenue Brooklyn, NY 11205	No Relationship	PC	General Support	285,000
Center for Teen Empowerment 392 Genesee Street Rochester, NY 14611	No Relationship	PC	General Support	50,000
Center for Urban Pedagogy 232 Third Street D201 Brooklyn, NY 11215	No Relationship	PC	General Support	40,000
Central Oregon Community College Foundation 2600 NW College Way BEND, OR 97701	No Relationship	PC	General Support	2,000
CEOs For Cities 1717 Euclid Ave UR 130 CLEVELAND, OH 44115	No Relationship	PC	General Support	45,000
Ceres Inc 99 Chauncy St 6th Floor BOSTON, MA 02111	No Relationship	PC	General Support	175,000
Charles River Watershed Association 190 Park Road WESTON, MA 02493	No Relationship	PC	General Support	40,000
Chewonki Foundation Inc 485 Chewonki Neck Road Wiscasset, ME 04578	No Relationship	PC	General Support	2,500
Total  3a				38,426,897

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)				
a <i>Paid during the year</i>				
Chicago Children's Choir 78 East Washington Chicago,IL 60602	No Relationship	PC	General Support	75,000
Chicago Youth Symphony Orchestras 410 S Michigan Ave 833 Chicago,IL 60605	No Relationship	PC	General Support	80,000
Children International PO Box 219055 Kansas City,MO 64121	No Relationship	PC	General Support	294
Cincinnati USA Regional Chamber of Commerce Fdn 441 Vine St Suite 300 Cincinnati,OH 45202	No Relationship	PC	General Support	125,000
Citizen Engagement Lab Education Fund 2150 Allston Way Suite 360 Berkeley,CA 94704	No Relationship	PC	General Support	125,000
CitySquare 511 N Akard Suite 302 Dallas,TX 75201	No Relationship	PC	General Support	32,700
Clean Energy Group 50 State Street Suite 1 Montpelier,VT 05602	No Relationship	PC	General Support	145,000
Cleveland Citywide Development Corporation 601 Lakeside Room 210 Cleveland,OH 44114	No Relationship	PC	General Support	500
Cleveland Orchestra-Musical Arts Association 11001 Euclid Avenue Cleveland,OH 44106	No Relationship	PC	General Support	50,000
Collateral Repair Project PO Box 8160 Medford,OR 97501	No Relationship	PC	General Support	2,000
College for Creative Studies-Detroit Creative Corr 201 East Kirby Detroit,MI 48202	No Relationship	PC	General Support	150,000
College Track 111 Broadway Street Suite 101 Oakland,CA 94607	No Relationship	PC	General Support	5,000
Common Market Philadelphia Inc 428 E Erie Ave Philadelphia,PA 19134	No Relationship	PC	General Support	150,000
CommonHealth Action-Liquid Studios 1301 Connecticut Ave NW Ste 200 Washington,DC 20036	No Relationship	PC	General Support	110,000
Commonwise Education Inc 212 Battery St Burlington,VT 05401	No Relationship	PC	General Support	200,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
Community Catalyst 30 Winter Street Floor 10 BOSTON,MA 02108	No Relationship	PC	General Support	100,000
Community Foundation for Southeast Michigan 333 West Fort Street Detroit,MI 48226	No Relationship	PC	General Support	200,000
Community Foundation of New Jersey Post Office Box 338 Morristown,NJ 07963	No Relationship	PC	General Support	150,000
Community Labor United 6 Beacon Street Suite 910 BOSTON,MA 02108	No Relationship	PC	General Support	100,000
Community LIFT 301 Washington Avenue Memphis,TN 38103	No Relationship	PC	General Support	215,000
Cooper Union for the Advancement of Science & Art 30 Cooper Square 8th Floor NEW YORK,NY 10003	No Relationship	PC	General Support	50,000
Cooperation Texas 5604 Manor Rd AUSTIN,TX 78723	No Relationship	PC	General Support	45,000
Cornerstone Theater Company 708 Traction Ave Los Angeles,CA 90013	No Relationship	PC	General Support	75,000
Coro New York Leadership Center 42 Broadway 18th Floor NEW YORK,NY 10004	No Relationship	PC	General Support	100,000
Corporation for Enterprise Development 1200 G Street NW Washington,DC 20005	No Relationship	PC	General Support	100,000
Council on CompetitivenessFutureWorks 1500 K Street NW Suite 850 Washington,DC 20005	No Relationship	PC	General Support	100,000
Cumberland Region Tomorrow 511 Union Street Suite 1600 NASHVILLE,TN 37219	No Relationship	PC	General Support	175,000
Cystic Fibrosis Foundation 220 North Main Ste Suite 104 NATICK,MA 01760	No Relationship	PC	General Support	1,000
Dance Institute of Washington 3400 14th Street NW Washington,DC 20010	No Relationship	PC	General Support	50,000
Dancewave Inc 45 Fourth Avenue BROOKLYN,NY 11217	No Relationship	PC	General Support	30,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
Danspace Projects 131 East 10th Street NEW YORK, NY 10003	No Relationship	PC	General Support	100
Deep Center Box 5582 Savannah, GA 31414	No Relationship	PC	General Support	1,000
Democracy at Work Institute 1904 Franklin St Suite 400 Oakland, CA 94612	No Relationship	PC	General Support	65,000
Democracy Collaborative Foundation 6930 Carroll Ave 5th Floor Takoma Park, MD 20912	No Relationship	PC	General Support	150,000
Deschutes United Way PO Box 5969 Bend, OR 97708	No Relationship	PC	General Support	3,000
Discover Your Northwest-On Belay Ty 164 S Jackson Street Seattle, WA 98104	No Relationship	PC	General Support	7,500
Doctors Without Borders 333 7th Avenue 2nd Floor New York, NY 10001	No Relationship	PC	General Support	1,500
Downtown Community Television Center 87 Lafayette Street New York, NY 10013	No Relationship	PC	General Support	60,000
DreamYard Project 1085 Washington Ave Ground Floor Bronx, NY 10456	No Relationship	PC	General Support	75,000
D-Rev 695 Minnesota Street San Francisco, CA 94107	No Relationship	PC	General Support	75,000
Drexel University 3141 Chestnut Street Philadelphia, PA 19104	No Relationship	PC	General Support	85,000
Dreyfoos School of the Arts 501 S Sapodilla Avenue West Palm Beach, FL 33401	No Relationship	PC	General Support	60,000
Duke University Box 90403 Durham, NC 27708	No Relationship	PC	General Support	85,000
Duke University Box 90403 Durham, NC 27708	No Relationship	PC	General Support	100,000
East Bay Alliance for a Sustainable Economy 1814 Franklin Street Ste 325 Oakland, CA 94612	No Relationship	PC	General Support	150,000
Total			3a	38,426,897


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)				
a Paid during the year				
Eastern Market Corporation 2934 Russell Detroit, MI 48230	No Relationship	PC	General Support	200,000
Eastside Arts Alliance PO Box 17008 Oakland, CA 94601	No Relationship	PC	General Support	75,000
Educate Tomorrow Corp 1717 N Bayshore Drive Ste 203 Miami, FL 33132	No Relationship	PC	General Support	81,000
Educational Resources - The Miami Valley School 5151 Denise Drive Dayton, OH 45429	No Relationship	PC	General Support	2,500
Efforts of Grace Inc 1712 Oretha Castle Haley Boulevard New Orleans, LA 70113	No Relationship	PC	General Support	200,000
Ellington Fund 3500 R Street NW Washington, DC 20007	No Relationship	PC	General Support	75,000
Emerald Cities Collaborative Inc 1140 Connecticut Ave NW Suite 1210 Washington, DC 20036	No Relationship	PC	General Support	505,000
Energy Coordinating Agency of Philadelphia 1924 Arch Street Philadelphia, PA 19103	No Relationship	PC	General Support	125,000
Energy Programs Consortium 1228 31st NW Suite 5 Washington, DC 20007	No Relationship	PC	General Support	125,000
Eno Center for Transportation 1710 Rhode Island Ave NW Ste 500 Washington, DC 20036	No Relationship	PC	General Support	90,000
Enterprise Community Partners 11000 Broken Land Parkway Ste 700 Columbia, MD 21044	No Relationship	PC	General Support	225,000
Enterprise Community Partners-New York One Whitehall St 11th Fl New York, NY 10004	No Relationship	PC	General Support	25,000
Environmental and Energy Study Institute 1112 16th St NW Suite 300 Washington, DC 20036	No Relationship	PC	General Support	125,000
Environmental Law and Policy Center of the Midwest 35 East Wacker Drive Ste 1600 Chicago, IL 60601	No Relationship	PC	General Support	100,000
Episcopal Academy 1785 Bishop White Drive Newtown Square, PA 19073	No Relationship	PC	General Support	20,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
Equal Justice Society 1999 Harrison Street Suite 800 Oakland, CA 94612	No Relationship	PC	General Support	35,000
Equine Partners Inc 112 E Main Street Hopkinton, MA 01748	No Relationship	PC	General Support	2,000
Everett Dance Theatre 9 Duncan Avenue Providence, RI 02906	No Relationship	PC	General Support	35,000
Everglades Foundation 18001 Old Cutler Road 625 Palmetto Bay, FL 33157	No Relationship	PC	General Support	10,000
Fair Food 1315 Walnut Street Ste 532 Philadelphia, PA 19107	No Relationship	PC	General Support	75,000
Families United for Racial and Economic Equality 81 Willoughby Street 701 BROOKLYN, NY 11201	No Relationship	PC	General Support	75,000
Family Alternatives 1089 SE 10th Ave Minneapolis, MN 55414	No Relationship	PC	General Support	140,000
Family Values at Work A Multi-State Consortium 207 E Buffalo St Suite 211 Milwaukee, WI 53202	No Relationship	PC	General Support	150,000
Farm Fresh Rhode Island 1005 Main St Unit 1220 Pawtucket, RI 02860	No Relationship	PC	General Support	75,000
Fiji Theater Company 47 Great Jones Street 6th Floor New York, NY 10012	No Relationship	PC	General Support	75,000
Firelight Media 324 Convent Avenue New York, NY 10031	No Relationship	PC	General Support	100,000
First Peoples Fund PO Box 2977 Rapid City, SD 57709	No Relationship	PC	General Support	200,000
First Place for Youth 426 17th Street Suite 100 Oakland, CA 10031	No Relationship	PC	General Support	100,000
First Star Inc 901 K Street NW Washington, DC 20001	No Relationship	PC	General Support	82,000
Flynn Center for the Performing Arts 153 Main Street Burlington, VT 05401	No Relationship	PC	General Support	50,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
Food Bank For New York City 39 Broadway 10th Floor New York, NY 10006	No Relationship	PC	General Support	200
Foundation Center 79 Fifth Ave New York, NY 10003	No Relationship	PC	General Support	35,000
Foundation for Louisiana 4354 S Sherwood Forest Blvd Baton Rouge, LA 70816	No Relationship	PC	General Support	150,000
Foundation for National ProgressMother Jones 222 Sutter Street 6th floor San Francisco, CA 94108	No Relationship	PC	General Support	100,000
Fractured Atlas Productions Inc 248 W 35th St 10th Floor New York, NY 10001	No Relationship	PC	General Support	75,000
Franklin Land Trust Inc PO Box 450 Shelburne Falls, MA 01370	No Relationship	PC	General Support	500
Friends of Alta P O Box 8126 ALTA, UT 84092	No Relationship	PC	General Support	2,500
Friends of Happy Retreat PO Box 1427 Charles Town, WV 25414	No Relationship	PC	General Support	4,000
Friends of the Morrill Homestead PO Box 98 Strafford, VT 05072	No Relationship	PC	General Support	2,500
Full Circle Farm Growth and Healing Center 164 Boyer Lane Summit Point, WV 25446	No Relationship	PC	General Support	2,000
Funders' Network for Smart Growth and Livable Comm 1500 San Remo Avenue Suite 249 Coral Gables, FL 33146	No Relationship	PC	General Support	518,000
Gary Sinise Charitable Foundation PO Box 50008 Studio City, CA 91614	No Relationship	PC	General Support	750
Georgetown University 37th O Streets NW Washington, DC 20057	No Relationship	PC	General Support	150,000
Girls for Gender Equity Inc 30 3rd Avenue Ste 104 BROOKLYN, NY 11217	No Relationship	PC	General Support	100
Gladwyne Montessori School 920 Youngsford Road Gladwyne, PA 19035	No Relationship	PC	General Support	6,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
Global Action Project Inc 130 West 25th St 2C NEW YORK,NY 10001	No Relationship	PC	General Support	60,000
Global Philanthropy Partnership 1916 N Mohawk Street 7 Chicago,IL 60614	No Relationship	PC	General Support	450,000
Good Jobs First 1616 P Street NW Suite 210 Washington,DC 20036	No Relationship	PC	General Support	350,000
Good Work Network 2028 Oretha Castle Haley Blvd New Orleans,LA 70113	No Relationship	PC	General Support	85,000
Grantmakers for Effective Organizations 1725 DeSales St NW 404 Washington,DC 20036	No Relationship	PC	General Support	25,000
Grantmakers in the Arts 4055 21st Ave W Ste 100 Seattle,WA 98199	No Relationship	PC	General Support	10,000
Grants Managers Network 1666 K Street NW Suite 440 Washington,DC 20006	No Relationship	PC	General Support	5,100
Greater New Orleans Development Foundation 365 Canal St Ste 2300 New Orleans,LA 70130	No Relationship	PC	General Support	48,000
Green For All 1611 Telegraph Avenue Suite 600 Oakland,CA 94612	No Relationship	PC	General Support	395,000
Greenlining Institute 1918 University Ave 2nd Floor Berkeley,CA 94704	No Relationship	PC	General Support	125,000
Griot Theatre of the West Valley PO Box 2449 Winnetka,CA 91396	No Relationship	PC	General Support	5,000
Grist Magazine 710 Second Ave Ste 860 Seattle,WA 98104	No Relationship	PC	General Support	100,000
Groundswell Community Mural Project 540 President Street BROOKLYN,NY 11215	No Relationship	PC	General Support	50,000
Guadalupe Cultural Arts Center 723 Brazos Street San Antonio,TX 78207	No Relationship	PC	General Support	60,000
Heart of Los Angeles Youth Inc 2701 Wilshire Blvd Suite 100 Los Angeles,CA 90057	No Relationship	PC	General Support	75,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
Hedgebrook Foundation POB 1231 Freeland, WA 98249	No Relationship	PC	General Support	10,000
Hester Street Collaborative 113 Hester Street New York, NY 10002	No Relationship	PC	General Support	175,000
Hill School 860 Beech Street Pottstown, PA 19464	No Relationship	PC	General Support	5,000
Hispanics In Philanthropy 414 13th Street Oakland, CA 94612	No Relationship	PC	General Support	15,000
Hobe Sound Community Chest PO Box 511 Hobe Sound, FL 33475	No Relationship	PC	General Support	2,500
Hopkinton Community Endowment 77 Main St Hopkinton, MA 01748	No Relationship	PC	General Support	4,000
Hopkinton Education Foundation PO Box 109 Hopkinton, MA 01748	No Relationship	PC	General Support	5,000
Hopkinton High School Athletics Boosters Club 41 Blueberry Lane Hopkinton, MA 01748	No Relationship	PC	General Support	1,000
Hopkinton Music Association PO Box 242 Hopkinton, MA 01748	No Relationship	PC	General Support	1,500
Hospice of the Panhandle 122 Waverly Court Martinsburg, WV 25403	No Relationship	PC	General Support	5,000
IDEO.org Pier 28 Annex The Embarcadero San Francisco, CA 94105	No Relationship	PC	General Support	75,000
Ifetayo Cultural Arts Academy Inc 629 East 35th Street 2 Brooklyn, NY 11203	No Relationship	PC	General Support	100,000
Independent Sector 1602 L Street NW Washington, DC 20036	No Relationship	PC	General Support	50,000
Initiative for a Competitive Inner City 184 Dudley St Suite 400 Roxbury, MA 02119	No Relationship	PC	General Support	10,000
Inner City Advisors 283 - 4th Street Suite 101 Oakland, CA 94607	No Relationship	PC	General Support	205,000
Total  3a				38,426,897


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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)				
a <i>Paid during the year</i>				
Innovative Services NW 9414 NE Fourth Plain Road Vancouver, WA 98662	No Relationship	PC	General Support	100,000
Insight Center for Community Economic Development 1999 Harrison Street Ste 1800 Oakland, CA 94612	No Relationship	PC	General Support	45,000
Institute for Community Peace 410 4th ST NE Washington, DC 20002	No Relationship	PC	General Support	65,000
Institute for Sustainable Communities 535 Stone Cutters Way Montpelier, VT 05602	No Relationship	PC	General Support	150,000
Institute for Sustainable Economic Edu and Envir 1625 Clay Street Suite 600 Oakland, CA 94612	No Relationship	PC	General Support	40,000
Interise 197 Portland Street BOSTON, MA 02114	No Relationship	PC	General Support	125,000
International Center of Photography 1114 Avenue of the Americas New York, NY 10036	No Relationship	PC	General Support	75,000
Joby 540 President Street 3rd Floor BROOKLYN, NY 11215	No Relationship	PC	General Support	150
ISAIAH 2356 University Ave W ST PAUL, MN 55114	No Relationship	PC	General Support	75,000
James and Grace Lee Boggs Ctr to Nurture Comm Lead 3061 Field Street Detroit, MI 48214	No Relationship	PC	General Support	100
Jazz at Lincoln Center 3 Columbus Circle New York, NY 10019	No Relationship	PC	General Support	100,000
Jefferson County Historical Society PO Box 485 Charles Town, WV 25414	No Relationship	PC	General Support	2,000
Jews for Racial and Economic Justice 65 Broadway Suite 707 New York, NY 10006	No Relationship	PC	General Support	25,000
Jim Casey Youth Opporuntities Initiative Inc 222 S Central Ave Ste 305 Saint Louis, MO 63105	No Relationship	PC	General Support	25,000
Jobs For The Future 88 Broad St 8th Floor Boston, MA 02110	No Relationship	PC	General Support	125,000
Total  3a				38,426,897


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Name and address (home or business)				
a <i>Paid during the year</i>				
Jobs with Justice Education FundUnity 1616 P Street NW Suite 150 Washington, DC 20036	No Relationship	PC	General Support	175,000
John E Andrus Memorial Inc 185 Old Broadway HastingsonHudson, NY 10706	No Relationship	PC	General Support	800,000
Johns Hopkins University 600 North Wolfe Street Baltimore, MD 21287	No Relationship	PC	General Support	40,000
Joy Outdoor Education Center Foundation PO Box 157 Clarksville, OH 45113	No Relationship	PC	General Support	2,500
Julia Dyckman Andrus Memorial 1156 North Broadway Yonkers, NY 10701	No Relationship	PC	General Support	802,000
Juma Ventures 131 Steuart Street Ste 201 San Francisco, CA 94105	No Relationship	PC	General Support	185,000
Junebug Productions Inc 900 Camp St New Orleans, LA 70130	No Relationship	PC	General Support	75,000
Just Communities Central Coast 1528 Chapala St Ste 308 Santa Barbara, CA 93101	No Relationship	PC	General Support	74,000
Juxtaposition Arts 2007 Emerson Avenue North Minneapolis, MN 55411	No Relationship	PC	General Support	175,000
Kenyon Review 102 W Wiggan St Gambier, OH 43050	No Relationship	PC	General Support	50,000
Kidsave International 100 Corporate Pointe Culver City, CA 90230	No Relationship	PC	General Support	71,000
Kings Majestic Corporation 651 Fulton St Brooklyn, NY 11217	No Relationship	PC	General Support	50,000
Knotts Family Agency 1505 W Highland Ave San Bernardino, CA 92411	No Relationship	PC	General Support	111,395
Kounkuey Design Initiative 108 West 2nd Street 809 Los Angeles, CA 90012	No Relationship	PC	General Support	100,000
Latino Economic Development Center 1516 East Lake Street Ste 201 Minneapolis, MN 55407	No Relationship	PC	General Support	100,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
Legal Aid Justice Center -- Immigrant Advocacy Pro 1000 Preston Ave Suite A Charlottesville, VA 22903	No Relationship	PC	General Support	80,000
Living Cities 1040 Avenue of the Americas New York, NY 10018	No Relationship	PC	General Support	670,000
Los Angeles Alliance for a New Economy 464 Lucas Ave Suite 202 Los Angeles, CA 90017	No Relationship	PC	General Support	200,000
Los Cenzontles Mexican Arts Center 13108 San Pablo Avenue San Pablo, CA 94805	No Relationship	PC	General Support	50,000
Lower Manhattan Cultural Council 125 Maiden Lane New York, NY 10038	No Relationship	PC	General Support	100,000
Make the Road New York 301 Grove Street Brooklyn, NY 11237	No Relationship	PC	General Support	66,395
MAPP International Productions Inc 140 Second Avenue New York, NY 10003	No Relationship	PC	General Support	170,000
Marlborough School 250 South Rossmore Avenue Los Angeles, CA 90004	No Relationship	PC	General Support	10,000
Marwen Foundation 833 N Orleans Street Chicago, IL 60610	No Relationship	PC	General Support	120,000
Massachusetts Audubon Society 208 South Great Road Lincoln, MA 01773	No Relationship	PC	General Support	1,000
Massachusetts College of Art and Design 621 Huntington Avenue Boston, MA 02115	No Relationship	PC	General Support	75,000
Massachusetts Institute of Technology 77 Massachusetts Ave Cambridge, MA 02139	No Relationship	PC	General Support	99,595
Massachusetts Museum of Contemporary Art Foundatio 1040 MASS MoCA Way North Adams, MA 01247	No Relationship	PC	General Support	30,000
Mattress Factory 500 Sampsonia Way Pittsburgh, PA 15212	No Relationship	PC	General Support	35,000
Mayor's Fund to Advance New York City 253 Broadway 14th Floor New York, NY 10007	No Relationship	PC	General Support	25,000
Total  3a				38,426,897

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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)				
a <i>Paid during the year</i>				
McColl Center for Art Innovation 721 N Tryon Street Charlotte,NC 28202	No Relationship	PC	General Support	50,000
Media Alliance-Voices of Our Nations Arts Foundati 1904 Franklin Street 500 Oakland,CA 94612	No Relationship	PC	General Support	35,000
Meridian Institute 105 Village Place Dillon,CO 80435	No Relationship	PC	General Support	125,000
Metropolitan Economic Development Association 250 Second Avenue South Minneapolis,MN 55401	No Relationship	PC	General Support	125,000
Metropolitan Waterfront Alliance 217 Water Street Ste 300 New York,NY 10038	No Relationship	PC	General Support	75,000
Michael Carter Lisnow Respite Center 112 Main Street Hopkinton,MA 01748	No Relationship	PC	General Support	5,000
Michigan Roundtable for Diversity and Inclusion 3031 West Grand Boulevard Detroit,MI 48202	No Relationship	PC	General Support	157,000
Michigan State University College of Veterinary M 784 Wilson Road East Lansing,MI 48824	No Relationship	PC	General Support	3,000
Mid-South Peace & Justice Center 3573 Southern Ave Memphis,TN 38111	No Relationship	PC	General Support	124,650
Milton Academy 170 Center Street Milton,MA 02186	No Relationship	PC	General Support	10,000
Minneapolis Institute of Arts 2400 Third Avenue South Minneapolis,MN 55404	No Relationship	PC	General Support	10,000
Mississippi State University PO Box 6156 Mississippi State,MS 39762	No Relationship	PC	General Support	75,000
Movement Strategy Center (Working World) 436 14th St 5th floor Oakland,CA 94612	No Relationship	PC	General Support	15,000
Ms Foundation for Women 12 MetroTech Center 26th Floor Brooklyn,NY 11201	No Relationship	PC	General Support	2,500
Museum of Contemporary African Diasporan Arts 80 Hanson Place Brooklyn,NY 11217	No Relationship	PC	General Support	45,000
Total  3a				38,426,897


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Name and address (home or business)				
a <i>Paid during the year</i>				
National Association for Latino Community Asset Bu 1313 Guadalupe Street Suite 203 San Antonio, TX 78207	No Relationship	PC	General Support	200,000
National Association of Latino Arts & Culture 1208 Buena Vista San Antonio, TX 78207	No Relationship	PC	General Support	150,000
National Audubon Society 700 Broadway New York, NY 10003	No Relationship	PC	General Support	5,000
National Committee for Responsive Philanthropy 1331 H Street NW Suite 200 Washington, DC 20009	No Relationship	PC	General Support	75,000
National Community Reinvestment Coalition 727 15th St NW Washington, DC 20005	No Relationship	PC	General Support	80,000
National Council Of La Raza 1126 16th Street NW Washington, DC 20005	No Relationship	PC	General Support	1,000
National Domestic Workers Alliance 395 Hudson Street 4th Floor New York, NY 10014	No Relationship	PC	General Support	360,000
National Employment Law Project 75 Maiden Lane Suite 601 New York, NY 10038	No Relationship	PC	General Support	150,000
National Multiple Sclerosis Society PO Box 845945 Boston, MA 02284	No Relationship	PC	General Support	1,000
National Parks Conservation Association 450 N Park Road Suite 301 Hollywood, FL 33021	No Relationship	PC	General Support	2,500
National People's Action 810 N Milwaukee Ave Chicago, IL 60642	No Relationship	PC	General Support	125,000
National Skills Coalition 1730 Rhode Island Avenue NW Washington, DC 20036	No Relationship	PC	General Support	100,000
National Urban Fellows 989 Avenue of the Americas New York, NY 10018	No Relationship	PC	General Support	500
Native Americans in Philanthropy-Joint Affinity Gr 2801 21st Ave S Suite 132D Minneapolis, MN 55407	No Relationship	PC	General Support	15,000
Natural Resources Defense Council 40 West 20th Street New York, NY 10011	No Relationship	PC	General Support	205,000
Total  3a				38,426,897


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Name and address (home or business)				
a <i>Paid during the year</i>				
Neighborhood Funders Group 436 14th Street Suite 425 Oakland, CA 94612	No Relationship	PC	General Support	12,500
Neighborhood Story Project PO Box 19742 New Orleans, LA 70179	No Relationship	PC	General Support	80,000
New Jersey Performing Arts Center 1 Center Street Center Street, NJ 07102	No Relationship	PC	General Support	75,000
New Orleans Ballet Association 935 Gravier Street New Orleans, LA 70112	No Relationship	PC	General Support	112,500
New Transitions Inc 698 Cheyenne Blvd Nashville, TN 37115	No Relationship	PC	General Support	80,000
New Venture Fund-Climate Interactive 1201 Connecticut Ave NW 300 Washington, DC 20036	No Relationship	PC	General Support	45,580
New World Foundation-Anchor Institutions Task Forc 666 West End Ave Suite 1B New York, NY 10025	No Relationship	PC	General Support	75,000
New York City Energy Efficiency Corporation 1359 Broadway Ave 19th Fl New York, NY 10018	No Relationship	PC	General Support	150,000
New York Civil Liberties Union Foundation 125 Broad Street 19th Floor New York, NY 10004	No Relationship	PC	General Support	100,000
New York Women in Film and Television 6 East 39th Street Suite 1200 New York, NY 10016	No Relationship	PC	General Support	5,000
New York Youth Symphony 110 W 40th Street Suite 1503 New York, NY 10018	No Relationship	PC	General Support	60,000
NewCorp Inc 2924 St Bernard Avenue New Orleans, LA 70119	No Relationship	PC	General Support	75,000
Next City 1500 JFK Blvd 1220 Philadelphia, PA 19102	No Relationship	PC	General Support	315,000
Nexus Community Partners 2314 University Ave Suite 18 St Paul, MN 55114	No Relationship	PC	General Support	100,000
Nonprofit Finance Fund 70 West 36th Street Floor 11 New York, NY 10018	No Relationship	PC	General Support	500,000
Total			3a	38,426,897


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Name and address (home or business)				
a <i>Paid during the year</i>				
North Shore Animal League America 16 Lewyt Street Port Washington, NY 11050	No Relationship	PC	General Support	412
North Star Fund 520 Eighth Avenue Suite 2203 New York, NY 10018	No Relationship	PC	General Support	5,000
Northwest Atlantic Marine Alliance PO Box 7066 Gloucester, MA 01930	No Relationship	PC	General Support	75,000
Norton Museum of Art 1451 S Olive Avenue West Palm Beach, FL 33401	No Relationship	PC	General Support	2,000
Oakland Baptist Church 3408 King Street Alexandria, VA 22302	No Relationship	PC	General Support	5,000
On The Move 780 Lincoln Avenue Napa, CA 94558	No Relationship	PC	General Support	142,500
One Day on Earth Foundation 110 Greene Street Suite 502 New York, NY 10012	No Relationship	PC	General Support	100,000
One Economy Corporation 1220 19th Street NW Washington, DC 20036	No Relationship	PC	General Support	58,000
One Fund Boston Inc 18 Tremont St Suite 330 Boston, MA 02108	No Relationship	PC	General Support	3,000
Opa-locka Community Development Corporation Inc 490 Opa-locka Boulevard Opalocka, FL 33054	No Relationship	PC	General Support	150,000
Open Space Institute-Corbin Hill Food Project 1350 Broadway Suite 201 New York, NY 10018	No Relationship	PC	General Support	65,000
Opportunity Finance Network 620 Chestnut Street Suite 572 Philadelphia, PA 19106	No Relationship	PC	General Support	150,000
Orion Society 187 Main Street Great Barrington, MA 01230	No Relationship	PC	General Support	47,750
Otis College of Art and Design 9045 Lincoln Boulevard Los Angeles, CA 90045	No Relationship	PC	General Support	125,000
Pacific Community Ventures Inc 51 Federal Street Suite 100 San Francisco, CA 94107	No Relationship	PC	General Support	100,000
Total  3a				38,426,897


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Name and address (home or business)				
a Paid during the year				
Pangea World Theater 711 West Lake Street Suite 101 Minneapolis, MN 55408	No Relationship	PC	General Support	75,000
Paraprofessional Healthcare Institute Inc 400 East Fordham Rd 11th Floor Bronx, NY 10458	No Relationship	PC	General Support	275,000
Partnership for Southern Equity 536 Martin Street Atlanta, GA 30312	No Relationship	PC	General Support	120,000
Partnership for Working Families 1825 K Street NW Suite 210 Washington, DC 20006	No Relationship	PC	General Support	205,000
Peabody Institute of the Johns Hopkins University One East Mount Vernon Place Baltimore, MD 21202	No Relationship	PC	General Support	30,000
Penumbra Theatre Company 270 North Kent Street Saint Paul, MN 55102	No Relationship	PC	General Support	100,000
People Animals Love 731 8th street SE Suite 202 Washington, DC 20003	No Relationship	PC	General Support	5,000
People United for Sustainable Housing Inc 271 Grant Street Buffalo, NY 14213	No Relationship	PC	General Support	150,000
People's Emergency Center 325 N 39th Street Philadelphia, PA 19104	No Relationship	PC	General Support	100,000
Philadelphia Mural Arts Advocates 1727-29 Mt Vernon Street Philadelphia, PA 19130	No Relationship	PC	General Support	110,000
Philanthropy New York 79 Fifth Avenue 4th Floor New York, NY 10003	No Relationship	PC	General Support	23,000
PICO National Network 171 Santa Rosa Avenue Oakland, CA 94610	No Relationship	PC	General Support	125,000
Pittsburgh United 841 California Avenue 3rd Floor Pittsburgh, PA 15212	No Relationship	PC	General Support	100,000
Planned Parenthood of Minnesota NDSD 671 Vandalia St Saint Paul, MN 55114	No Relationship	PC	General Support	5,000
Planned Parenthood of Northern New England 128 Lakeside Avenue Suite 301 Burlington, VT 05401	No Relationship	PC	General Support	5,000
Total  3a				38,426,897


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Name and address (home or business)				
a <i>Paid during the year</i>				
PolicyLink 1438 Webster St Oakland, CA 94612	No Relationship	PC	General Support	340,000
Portland Sustainability Institute- EcoDistricts 1223 SW Washington St Portland, OR 97205	No Relationship	PC	General Support	125,000
Positive Futures Network (YES) 284 Madrona Way NE Unit 116 Bainbridge Island, WA 98110	No Relationship	PC	General Support	75,000
Possibility Project 104 W 27th Street New York, NY 10001	No Relationship	PC	General Support	50,000
Pratt Institute 200 Willoughby Avenue Brooklyn, NY 11205	No Relationship	PC	General Support	150,000
Pregones Touring Puerto Rican Theatre Collection 571-575 Walton Avenue Bronx, NY 10451	No Relationship	PC	General Support	1,000
President and Fellows of Harvard College 1033 Massachusetts Ave Ste 3 Cambridge, MA 02138	No Relationship	PC	General Support	165,000
Progressive Technology Project PO Box 303190 Austin, TX 78703	No Relationship	PC	General Support	25,000
Public Advocates 131 Steuart Street Suite 300 San Francisco, CA 94105	No Relationship	PC	General Support	130,000
Public Health Solutions 40 Worth Street 5th Floor New York, NY 10013	No Relationship	PC	General Support	100,000
Queens Museum of Art Flushing Meadows Corona Park QUEENS, NY 11368	No Relationship	PC	General Support	125,000
Race Forward 32 Broadway Suite 1801 New York, NY 10004	No Relationship	PC	General Support	45,000
Raw Art Works 37 Central Square Lynn, MA 01901	No Relationship	PC	General Support	60,000
Rector & Visitors of the University of Virginia PO Box 400807 Charlottesville, VA 22904	No Relationship	PC	General Support	76,000
Reel Works Teen Filmmaking 540 President Street Suite 2F Brooklyn, NY 11215	No Relationship	PC	General Support	40,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
Regents of the University of New Mexico University of New Mexico Albuquerque, NM 87131	No Relationship	PC	General Support	100,000
Responsible Endowments Coalition 33 Flatbush Avenue Fifth Floor Brooklyn, NY 11217	No Relationship	PC	General Support	650
Restaurant Opportunities Center of New York (ROC-N 275 Seventh Avenue Suite 1703 New York, NY 10001	No Relationship	PC	General Support	80,000
Restaurant Opportunities Centers United 350 Seventh Ave Suite 1504 New York, NY 10001	No Relationship	PC	General Support	200,000
Rhode Island School of Design 2 College Street Providence, RI 02903	No Relationship	PC	General Support	80,000
Rising Tide Capital 334 Martin Luther King Drive Jersey City, NJ 07305	No Relationship	PC	General Support	155,000
River Network 209 SW Oak St 300 Portland, OR 97204	No Relationship	PC	General Support	45,000
Roberts Enterprise Development Fund 221 Main Street Suite 1550 San Francisco, CA 94105	No Relationship	PC	General Support	150,000
Rockefeller Philanthropy Advisors 6 W 48th St 10th Floor New York, NY 10036	No Relationship	PC	General Support	35,000
Rutgers University Foundation 7 College Ave Winants Hall New Brunswick, NJ 08901	No Relationship	PC	General Support	200,000
Ruth Ellis Center 77 Victor Street Highland Park, MI 48203	No Relationship	PC	General Support	45,000
Saint John's Health Center Foundation 2121 Santa Monica Blvd Santa Monica, CA 90404	No Relationship	PC	General Support	10,000
Saint Paul Foundation 101 Fifth Street East Suite 2400 Saint Paul, MN 55101	No Relationship	PC	General Support	100,000
San Diego State University Research FDN 5250 Campanile Drive San Diego, CA 92182	No Relationship	PC	General Support	65,000
San Francisco Chamber of Commerce Foundation 235 Montgomery Street San Francisco, CA 94104	No Relationship	PC	General Support	75,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
San Francisco Jazz Organization 201 Franklin Street San Francisco, CA 94102	No Relationship	PC	General Support	25,000
San Francisco Symphony Davies Symphony Hall San Francisco, CA 94102	No Relationship	PC	General Support	50,000
SCO Family of Services (Center for Family Life) 1 Alexander Place Glen Cove, NY 11542	No Relationship	PC	General Support	100,000
SEIU Education and Support Fund-Vital Healthcare C 1800 Massachusetts Avenue Nw Washington, DC 20036	No Relationship	PC	General Support	125,000
Self Help Graphics & Arts Inc 1300 East 1st Street Los Angeles, CA 90033	No Relationship	PC	General Support	25,000
Ski Gull Inc PO Box 612 Nisswa, MN 56468	No Relationship	PC	General Support	1,000
Skid Row Housing Trust 1317 E 7th Street Los Angeles, CA 90021	No Relationship	PC	General Support	50,000
Slideluck 154 Morgan Avenue Brooklyn, NY 11221	No Relationship	PC	General Support	100
Smart Growth America - Transportation for America 1707 L Street NW Washington, DC 20036	No Relationship	PC	General Support	650,000
Smithsonian Institution 1000 Jefferson Drive SW Washington, DC 20560	No Relationship	PC	General Support	9,000
Social Enterprise Alliance 4737 County Road 101 311 Minnetonka, MN 55345	No Relationship	PC	General Support	125,000
Society of the Four Arts 2 Four Arts Plaza Palm Beach, FL 33480	No Relationship	PC	General Support	2,000
Southeast Energy Efficiency Alliance 50 Hurt Plaza Suite 1250 Atlanta, GA 30303	No Relationship	PC	General Support	100,000
Springboard for the Arts 308 Prince St Suite 270 Saint Paul, MN 55101	No Relationship	PC	General Support	250,000
St George Catholic Church Fontana 17895 San Bernadino Ave Fontana, CA 92335	No Relationship	PC	General Support	2,250
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
St Mary's RC Church 1300 Northern Boulevard Manhasset,NY 11030	No Relationship	PC	General Support	28,000
STREB Inc 51 North 1st Street Brooklyn,NY 11211	No Relationship	PC	General Support	75,000
Studio Museum in Harlem 144 West 125th Street New York,NY 10027	No Relationship	PC	General Support	50,000
Sundance Institute 5900 Wilshire Boulevard Los Angeles,CA 90036	No Relationship	PC	General Support	75,000
Sustainable Business Education Initiative Inc 1617 JFK Blvd Suite 1855 Philadelphia,PA 19103	No Relationship	PC	General Support	150,000
Sustainable Energy Resource Group 432 Ulman Rd Thetlord Center,VT 05075	No Relationship	PC	General Support	2,500
Sustainable Jobs Development Corporation 200 North Mangum Street Durham,NC 27701	No Relationship	PC	General Support	48,000
Sustainable Markets Foundation-Move NY 45 W 36th St 6th Floor New York,NY 10018	No Relationship	PC	General Support	75,000
Syracuse University 113 Bowne Hall Syracuse,NY 13244	No Relationship	PC	General Support	75,000
Teach for America 315 W 36th Street 7th Floor New York,NY 10018	No Relationship	PC	General Support	15,000
Techsoup Global 435 Brannan St Suite 100 San Francisco,CA 94107	No Relationship	PC	General Support	30,000
Texans Together Education Fund 4509 Edgemont Dr Austin,TX 78731	No Relationship	PC	General Support	1,000
Texas Civic Engagement Table - Be One Texas 503-A Walsh Street Austin,TX 78703	No Relationship	PC	General Support	1,000
Texas Organizing Project Education Fund PO Box 120296 San Antonio,TX 78212	No Relationship	PC	General Support	2,000
The Attic Youth Center 255 South 16th Street Philadelphia,PA 19102	No Relationship	PC	General Support	40,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
The Century Foundation One Whitehall Street New York, NY 10004	No Relationship	PC	General Support	35,000
The College of New Jersey Foundation PO Box 7718 Ewing, NJ 08628	No Relationship	PC	General Support	225,000
The Community School of Baltimore 337 West 30th Street Baltimore, MD 21211	No Relationship	PC	General Support	750
The Conservation Fund-Freshwater Institute 1655 Fort Meyer Drive Arlington, VA 22209	No Relationship	PC	General Support	2,000
The Loft Literary Center 1011 Washington Avenue South Minneapolis, MN 55415	No Relationship	PC	General Support	150,000
The Mockingbird Society 2100 24th Ave S Suite 240 Seattle, WA 98144	No Relationship	PC	General Support	100,000
The New School 66 West 12th Street New York, NY 10011	No Relationship	PC	General Support	50,000
The Reinvestment Fund 1700 Market Street Philadelphia, PA 19103	No Relationship	PC	General Support	248,000
The Theater Offensive 565 Boylston Street 3rd Floor Boston, MA 02116	No Relationship	PC	General Support	75,000
The Trustees of the University of Pennsylvania 3451 Walnut Street Philadelphia, PA 19104	No Relationship	PC	General Support	125,000
The Wooden Floor 1810 North Main Street Santa Ana, CA 92706	No Relationship	PC	General Support	100,000
Thelonious Monk Institute of Jazz 5225 Wisconsin Avenue NW Washington, DC 20015	No Relationship	PC	General Support	75,000
Thich Nhat Hanh Foundation 2499 Melru Lane Escondido, CA 92026	No Relationship	PC	General Support	100
Tides CenterEmerging Practitioners in Philanthrop 1014 Torney Avenue San Francisco, CA 94129	No Relationship	PC	General Support	232,500
Tides Inc PO Box 29198 San Francisco, CA 94129	No Relationship	PC	General Support	40,000
Total  3a				38,426,897

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)				
a <i>Paid during the year</i>				
Transportation Choices Coalition 219 1st Ave S 420 Seattle, WA 98104	No Relationship	PC	General Support	150,000
Tri-County Humane Society 21287 Boca Rio Road Boca Raton, FL 33433	No Relationship	PC	General Support	10,000
Trinity Play Group 2212 Spruce Street Philadelphia, PA 19103	No Relationship	PC	General Support	2,000
Trust for Public Land 101 Montgomery Street San Francisco, CA 94104	No Relationship	PC	General Support	200,000
Trustees of Indiana University PO Box 1847 Bloomington, IN 47402	No Relationship	PC	General Support	500,000
Trustees of the University of Pennsylvania 3620 Locust Walk Philadelphia, PA 19104	No Relationship	PC	General Support	11,000
Tucson Meet Yourself Inc PO Box 42044 Tucson, AZ 85733	No Relationship	PC	General Support	37,500
Tulane University-Tulane City Center 1555 Poydras Street New Orleans, LA 70112	No Relationship	PC	General Support	190,000
Turn 2 Foundation 215 Park Avenue South New York, NY 10003	No Relationship	PC	General Support	5,000
UBW Inc 138 South Oxford Street Brooklyn, NY 11217	No Relationship	PC	General Support	170,000
Union of Minority Neighborhoods 42 Seaverns Ave Boston, MA 02130	No Relationship	PC	General Support	150,000
United Church of Strafford PO Box 124 Strafford, VT 05072	No Relationship	PC	General Support	5,000
United for a Fair Economy 1 Milk Street 5th Floor Boston, MA 02109	No Relationship	PC	General Support	2,500
United States Hispanic Leadership Institute 431 S Dearborn Suite 1203 Chicago, IL 60605	No Relationship	PC	General Support	1,000
Univ of Southern Maine Margaret Chase Smith Polic P O Box 9300 Portland, ME 04104	No Relationship	PC	General Support	125,000
Total  3a				38,426,897


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)				
a <i>Paid during the year</i>				
Universalist Society of Strafford PO Box 26 South Strafford, VT 05070	No Relationship	PC	General Support	2,500
University of Chicago 5801 S Ellis Ave Suite 109 Chicago, IL 60637	No Relationship	PC	General Support	125,000
University of Connecticut Foundation Inc 2390 Alumni Drive U3206 Storrs, CT 06269	No Relationship	PC	General Support	150,000
University of Detroit Mercy 4001 W McNichols Rd Detroit, MI 48221	No Relationship	PC	General Support	90,000
University of Maine System 96 Falmouth Street Box 9300 Portland, ME 04104	No Relationship	PC	General Support	-2,686
University of Maryland Foundation 3300 Metzerott Road Adelphi, MD 20783	No Relationship	PC	General Support	150,000
University of North Carolina at Greensboro PO Box 26170 Greensboro, NC 27402	No Relationship	PC	General Support	1,000
University of St Thomas 2115 Summit Avenue St Paul, MN 55105	No Relationship	PC	General Support	51,000
University of Texas Foundation Post Office Box 250 Austin, TX 78767	No Relationship	PC	General Support	70,000
University System of Maryland Foundation 3300 Metzerott Road Adelphi, MD 20783	No Relationship	PC	General Support	55,882
Urban Homesteading Assistance Board 120 Wall Street 20th Floor New York, NY 10005	No Relationship	PC	General Support	45,000
Urban Justice Center 123 William Street New York, NY 10038	No Relationship	PC	General Support	22,500
Urban Redevelopment Authority of Pittsburgh 200 Ross Street Pittsburgh, PA 15219	No Relationship	PC	General Support	20,000
Urban Word NYC 242 W 27th Suite 3A New York, NY 10001	No Relationship	PC	General Support	115,000
Verde 6899 NE Columbia Blvd Portland, OR 97218	No Relationship	PC	General Support	125,000
Total  3a				38,426,897

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)				
a <i>Paid during the year</i>				
Vermont Community Loan Fund 15 State Street PO Box 827 Montpelier,VT 05601	No Relationship	PC	General Support	45,000
Vermont Public Radio 365 Troy Avenue Colchester,VT 05446	No Relationship	PC	General Support	5,000
Walden Family Services Foundation Inc 6150 Mission Gorge Road Mission Gorge Roa,CA 92120	No Relationship	PC	General Support	55,000
Walker Art Center 1750 Hennepin Avenue Minneapolis,MN 55403	No Relationship	PC	General Support	6,000
Wellstone Action Fund 2446 University Ave W St Paul,MN 55114	No Relationship	PC	General Support	200,000
Wildlife Conservation Society 2300 Southern Blvd BRONX,NY 10460	No Relationship	PC	General Support	250
Winrock International 2101 River Front Drive Little Rock,AR 72202	No Relationship	PC	General Support	150,000
Women Make Movies 115 West 29th Street 12th Floor New York,NY 10001	No Relationship	PC	General Support	5,000
Woodland Park Zoological Society 601 North 59th Street Seattle,WA 98103	No Relationship	PC	General Support	40,000
Yerba Buena Center for the Arts 701 Mission Street San Francisco,CA 94103	No Relationship	PC	General Support	75,000
YMCA of Metropolitan Minneapolis 30 S Ninth Street Minneapolis,MN 55402	No Relationship	PC	General Support	99,000
Young Chicago Authors 1180 N Milwaukee Avenue Chicago,IL 60642	No Relationship	PC	General Support	75,000
Young Nation 9232 Falcon Street Detroit,MI 48209	No Relationship	PC	General Support	40,000
Youth Communication New York Center 224 West 29th Street New York,NY 10001	No Relationship	PC	General Support	25,000
Youth Speaks 1663 Mission Street San Francisco,CA 94103	No Relationship	PC	General Support	250,000
Total			3a	38,426,897

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)				
a <i>Paid during the year</i>				
Zaccho Dance Theatre 1777 Yosemite Ave 330 San Francisco, CA 94124	No Relationship	PC	General Support	80,000
ZERO -The End of Prostate Cancer 515 King Street Suite 420 Alexandria, VA 22314	No Relationship	PC	General Support	100
Zion Episcopal Church 301 East Congress St Charles Town, WV 25414	No Relationship	PC	General Support	3,000
Total  3a				38,426,897

<div>Schedule B</div> <div>(Form 990, 990-EZ, or 990-PF)</div> <div>Department of the Treasury Internal Revenue Service</div>	<div>Schedule of Contributors</div> <div>▶ Attach to Form 990, 990-EZ, or 990-PF.</div> <div>▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.</div>	<div>OMB No 1545-0047</div>
		<div>2013</div>
<div>Name of the organization</div> <div>SURDNA FOUNDATION INC ATT MARC DE VENOGÉ</div>		<div>Employer identification number</div> <div>13-6108163</div>

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<div><input type="checkbox"/> 501(c)() (enter number) organization</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation</div> <div><input type="checkbox"/> 527 political organization</div>
Form 990-PF	<div><input checked="" type="checkbox"/> 501(c)(3) exempt private foundation</div> <div><input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation</div> <div><input type="checkbox"/> 501(c)(3) taxable private foundation</div>

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 33¹/₃% 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 990PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Employer identification number

13-6108163

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	TRUST UA JOHN E ANDRUS RESIDUARY TRUSTEE US TRUST CO 45 WALL ST NEW YORK, NY 10005	\$ 10,022,867	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization SURDNA FOUNDATION INC ATT MARC DE VENOGÉ	Employer identification number 13-6108163
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization SURDNA FOUNDATION INC ATT MARC DE VENOGÉ	Employer identification number 13-6108163
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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
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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TY 2013 Accounting Fees Schedule**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT & TAX PREP	124,950			124,950

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

TY 2013 Depreciation Schedule

Name: SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
FURNITURE &FIXT	2009-01-01	139,742	95,870	SL	5	18,266			
LEASEHOLD IMPRV	2009-01-01	1,333,097	654,680	SL	11	120,673			
COMPUTER EQUIP	2009-01-01	269,002	114,478	SL	5	27,960			
ART WORK	2009-01-01	84,401	72,632	SL	5	11,769			

TY 2013 General Explanation Attachment**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Identifier	Return Reference	Explanation
PART IX-B, LINE 1	SUMMARY OF PROGRAM- RELATED INVESTMENTS	Loan to an IRC 501(c)(3) public charity to further Surdna's charitable initiative relating to "strong local economies " Under the terms of the agreement, the public charity will use proceeds of the loan solely to make Facility Loans to facility Borrowers under the Program that meet the facility Borrower Eligibility Requirements The proceeds of the loan (including a loan from a commercial bank) will partially capitalize a \$3.5 million loan facility which will make loans to minority and women-owned contractors and sub-contractors ("MWBEs") that have already been awarded a public or private contract from the NYC Department of Environment Protection of other city agencies engaged in Hurricane sandy recovery The loan facility funded by Surdna is over a two-year commitment period The maturity date of the loans will be three years following the start of the Commitment period The interest rate of the loans by Surdna is fixed at 0.5%

Identifier	Return Reference	Explanation
PART IX-B, LINE 2	SUMMARY OF PROGRAM-RELATED INVESTMENTS	Loan to an IRC 501(c)(3) public charity to further Surdna's charitable initiative relating to "sustainable environments " The purpose of the loan is to promote growth of sustainable agriculture and rebuilding of regional food infrastructure Under the terms of the agreement, the public charity will use proceeds of the loan solely to make loans to social enterprises which may be for-profit or nonprofit organizations) for the purpose of enabling them to do work (or conduct their work) in a manner that is socially beneficial and charitable within the meaning of Section 170(c)(2)(B) of the Internal Revenue Code (i.e., "Qualifying Loans") The Loan Agreement will further provide that the focus area of loans to social enterprises will be food and agriculture, including loans to projects supporting local food systems based on sustainable agriculture The loan duration is 5 years from time of issuance and the interest rate by Surdna is fixed at 1%

TY 2013 Investments Corporate
Stock Schedule

Name: SURDNA FOUNDATION INC
ATT MARC DE VENOGÉ
EIN: 13-6108163

Name of Stock	End of Year Book Value	End of Year Fair Market Value
REORG/VOLTERRA SEMICONDUCTOR C	139,195	139,195
AAON INC COM PAR \$0.004 COM PA	121,980	121,980
ABAXIS INC COM	48,741	48,741
ADR ARM HLDS PLC SPONSORED ISI	393,588	393,588
ADR ASML HLDG NV NY REG 2012	312,455	312,455
ADR BAIDU INC SPONSORED ADR	887,348	887,348
ADVENT SOFTWARE INC COM STK	63,512	63,512
ALEXION PHARMACEUTICALS INC CO	367,188	367,188
ALTISOURCE ASSET MGMT CORP COM	28,922	28,922
ALTISOURCE PORTFOLIO COM USD1.	120,309	120,309
AMAZON COM INC COM	795,711	795,711
AMSURG CORP COM	59,241	59,241
APPLIED INDL TECHNOLOGIES INC	86,241	86,241
APTARGROUP INC COM	190,979	190,979
ATHENAHEALTH INC COM MON STOCK	265,901	265,901
B & G FOODS INC COMMON STOCK	49,035	49,035
BADGER METER INC COM	63,180	63,180
BALCHEM CORP COM	66,950	66,950
BALLY TECHNOLOGIES INC COM STK	101,866	101,866
BANK OF THE OZARKS INC COM	90,315	90,315
BEACON ROOFING SUPPLY INC COM	51,336	51,336
BIOGEN IDEC INC COM STK	536,027	536,027
BIOMARIN PHARMACEUTICAL INC CO	247,285	247,285
BK HAW CORP COM	52,821	52,821
BOSTON BEER INC CL A CL A	78,232	78,232
BRINKER INTL INC COM	121,625	121,625
CARBO CERAMICS INC COM	146,414	146,414
CERNER CORP COM	324,954	324,954
CHART INDS INC COM PAR \$0.01 C	41,370	41,370
CHEESECAKE FACTORY INC COM	46,420	46,420

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHES UTILS CORP COM	49,931	49,931
CHIPOTLE MEXICAN GRILL INC COM	622,136	622,136
CHURCH & DWIGHT INC COM	209,850	209,850
CLARCOR INC COM	157,718	157,718
COHERENT INC COM	6,617	6,617
COMMUNITY BK SYS INC COM	57,920	57,920
COMPASS MINERALS INTL INC COM	181,906	181,906
COMPUTER MODELLING GROUP LTD C	94,368	94,368
CUBIC CORP COM	8,902	8,902
CULLEN / FROST BANKERS INC COM	47,652	47,652
CVB FINL CORP COM	88,967	88,967
CYBERONICS INC COM	24,984	24,984
DESCARTES SYS GROUP INC	21,510	21,510
DONALDSON INC COM	78,292	78,292
ELECTRONICS FOR IMAGING INC CO	24,860	24,860
EVOLUTION PETE CORP COM	7,665	7,665
EXPONENT INC COM STK	155,631	155,631
F N B CORP PA COM	62,177	62,177
FACEBOOK INC CL A CL A	770,471	770,471
FACTSET RESH SYS INC COM STK	72,168	72,168
FAIR ISAAC CORPORATION COM	12,752	12,752
FARO TECHNOLOGIES INC COM	2,456	2,456
FEI CO COM	81,657	81,657
FIRST FINL BANKSHARES INC COM	116,069	116,069
FLOWERS FOODS INC COM	45,322	45,322
FMC TECHNOLOGIES INC COM	378,634	378,634
FORWARD AIR CORP COM	55,028	55,028
FRANKLIN ELEC INC COM	28,231	28,231
GENESEE & WYO INC CL A CL A	84,000	84,000
GENTEX CORP COM	43,635	43,635

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GOOGLE INC CL A CL A	587,593	587,593
GOOGLE INC CL C COM	437,213	437,213
GORMAN RUPP CO COM	46,865	46,865
GRACO INC COM	46,848	46,848
GUANGDONG INVT LTD	104,003	104,003
GULFPORT ENERGY CORP COM NEW C	94,200	94,200
HAEMONETICS CORP MASS COM	105,840	105,840
HAWKINS INC COM	16,713	16,713
HEALTHCARE SVCS GROUP INC COM	94,944	94,944
HENRY SCHEIN INC COMMON STOCK	118,670	118,670
HIBBETT SPORTS INC COM STK	94,798	94,798
HOME LOAN SERVICING SOLUTIONS	88,647	88,647
ICON PLC COM	120,130	120,130
IDEXX LABS INC	133,570	133,570
INNOPHOS HLDGS INC COM STK	71,963	71,963
INTERPUBLIC GROUP COMPANIES IN	410	410
INTUITIVE SURGICAL INC COM NEW	277,965	277,965
J & J SNACK FOODS CORP COM STK	80,002	80,002
JACK HENRY & ASSOC INC COM	71,316	71,316
KODIAK OIL & GAS CORP COM	39,285	39,285
LANCASTER COLONY CORP COM	66,612	66,612
LAS VEGAS SANDS CORP COM STK	411,588	411,588
LIN MEDIA LLC CL A COM CL A CO	27,250	27,250
LINCOLN ELEC HLDGS INC COM	41,928	41,928
LINDSAY CORPORATION COM	50,682	50,682
LINKEDIN CORP CL A	565,851	565,851
LITTELFUSE INC COM	46,475	46,475
MANHATTAN ASSOCS INC COM	117,062	117,062
MARKETAXESS HLDINGS INC COM ST	8,109	8,109
MATRIX SVC CO COM	27,872	27,872

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEDIA GEN INC COM	22,583	22,583
MERIDIAN BIOSCIENCE INC COM	43,344	43,344
MISTRAS GROUP INC COM	52,718	52,718
MONOTYPE IMAGING HLDGS INC COM	57,749	57,749
MONSANTO CO NEW COM	533,264	533,264
MWI VETERINARY SUPPLY INC COM	141,990	141,990
NATIONAL OILWELL VARCO COM STK	399,398	399,398
NATURAL GAS SVCS GROUP INC COM	52,896	52,896
NETGEAR INC COM	71,279	71,279
NETSCOUT SYS INC COM	4,434	4,434
NEXSTAR BROADCASTING GROUP INC	95,479	95,479
NIKE INC CL B	449,790	449,790
NORDSON CORP COM	120,285	120,285
NORTH WEST CO INC COM	18,406	18,406
NORTHWESTERN CORP COM NEW COM	31,314	31,314
OCEANEERING INTL INC COM	191,419	191,419
PACWEST BANCORP DEL COM	79,865	79,865
PAPA JOHNS INTL INC COM	67,824	67,824
PAREXEL INTL CORP COM	79,260	79,260
PASON SYS INC COM STK	124,036	124,036
POLARIS INDS INC COM	156,288	156,288
POOL CORP COM STK	118,776	118,776
POWER INTEGRATIONS INC COM	94,941	94,941
PRIMORIS SVCS CORP COM	69,216	69,216
RAVEN INDS INC COM STK	66,280	66,280
RBC BEARINGS INC COM	19,215	19,215
REGENERON PHARMACEUTICALS INC	505,621	505,621
RLI CORP COM	80,115	80,115
ROGERS CORP COM	43,128	43,128
ROLLINS INC COM	113,250	113,250

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SAFETY INS GROUP INC COM	87,346	87,346
SALESFORCE COM INC COM STK	771,012	771,012
SALLY BEAUTY HLDGS INC COM STK	76,494	76,494
SAPIENT CORP COM	72,313	72,313
SCHLUMBERGER LTD COM COM	557,314	557,314
SCHWAB CHARLES CORP COM NEW	356,823	356,823
SENSIENT TECHNOLOGIES CORP COM	125,370	125,370
SIRONA DENTAL SYS INC COM STK	98,952	98,952
SOLERA HLDGS INC COM	130,943	130,943
SOUTH JERSEY INDS INC COM	51,349	51,349
SOUTHWESTERN ENERGY CO COM	445,802	445,802
SPLUNK INC COMSTK COM USD0.001	358,262	358,262
STARBUCKS CORP COM	249,551	249,551
STEPAN CO COM	58,146	58,146
SYNERGY RES CORP COM	55,650	55,650
TEAM INC COM STK	24,612	24,612
TENNANT CO COM	53,424	53,424
TESARO INC COM	86,144	86,144
TEXAS ROADHOUSE INC COMMON STO	48,100	48,100
THE PRICELINE GROUP INC	547,365	547,365
THERMON GROUP HLDGS INC	19,740	19,740
TORO CO COM	76,320	76,320
TRACTOR SUPPLY CO COM	93,620	93,620
TWENTY-FIRST CENTY FOX INC	300,488	300,488
TYLER TECHNOLOGIES INC COM STK	77,529	77,529
UNIFIRST CORP MASS COM	47,700	47,700
UNITED STATIONERS INC COM	80,867	80,867
VALMONT INDS INC COM	75,975	75,975
VIEWPOINT FINL GROUP INC MD CO	92,570	92,570
VIRTUSA CORP COM	53,700	53,700

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VISA INC COM CL A STK	969,266	969,266
WABTEC CORP COM	247,770	247,770
WATSCO INC COM	10,276	10,276
WEST PHARMACEUTICAL SVCS INC C	126,540	126,540
WESTAMERICA BANCORPORATION COM	62,736	62,736
WHOLE FOODS MKT INC COM	293,588	293,588
WOLVERINE WORLD WIDE INC COM	41,696	41,696
ZEBRA TECHNOLOGIES CORP CL A	166,698	166,698

TY 2013 Investments Government Obligations Schedule

Name: SURDNA FOUNDATION INC
ATT MARC DE VENOGÉ

EIN: 13-6108163

**US Government Securities - End of
Year Book Value:** 2,760,791

**US Government Securities - End of
Year Fair Market Value:** 2,760,791

**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:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

TY 2013 Investments - Other Schedule

Name:

SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN:

13-6108163

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
PROGRAM-RELATED INVESTMENTS	FMV	770,400	770,400
ROCKEFELLER ESCROW CASH	FMV	2,405	2,405
4D GLOBAL ENERGY INVESTMENTS P	FMV	1,686,419	1,686,419
ABRY ADVANCE SECURITIES FUND I	FMV	10,834	10,834
ABRY PARTNERS VII LP	FMV	2,822,838	2,822,838
ABRY SENIOR EQUITY III	FMV	2,433,298	2,433,298
ABRY SENIOR EQUITY IV	FMV	951,237	951,237
ADAGE CAPITAL PARTNERS, LP	FMV	51,812,279	51,812,279
APOLLO EUROPEAN PRINCIPAL FINA	FMV	1,781,564	1,781,564
ARCLIGHT ENERGY PARTNERS FUND	FMV	2,646,703	2,646,703
ARSENAL CAPITAL PARTNERS III L	FMV	1,625,888	1,625,888
ARTIMAN VENTURES SPECIAL OPPOR	FMV	1,297,542	1,297,542
ASIA ALTERNATIVES CAPITAL PTRS	FMV	2,200,441	2,200,441
ASIA ALTERNATIVES CAPITAL PTRS	FMV	21,537	21,537
ASIA ALTERNATIVES DELAWARE III	FMV	70,297	70,297
BAIN CAPITAL ASIA FUND, LP	FMV	2,507,597	2,507,597
BAIN CAPITAL EUROPE FUND III	FMV	4,299,845	4,299,845
BAIN CAPITAL FUND IX, LP	FMV	9,729,730	9,729,730
BAIN CAPITAL FUND X LP	FMV	13,496,481	13,496,481
BAIN CAPITAL IX COINVESTMENT	FMV	2,124,056	2,124,056
BAUPOST VALUE PARTNERS IV, LP	FMV	34,761,414	34,761,414
BERKSHIRE MULTIFAMILY VALUE FU	FMV	5,560,382	5,560,382
BLUE WATER ENERGY FUND 1-A	FMV	466,794	466,794
BPG INVESTMENT PARTNERSHIP VII	FMV	2,545,924	2,545,924
BROOKSIDE CAYMAN, LTD	FMV	7,508,727	7,508,727
CF ABSOLUTE RETURN CAYMAN LTD	FMV	9,349,775	9,349,775
CF BENNETT OFFSHORE RESTRUCTUR	FMV	10,277,192	10,277,192
CF COATUE OFFSHORE LTD CL A D	FMV	14,104,402	14,104,402
CF CONTRARIAN C1A CL A SER 1 F	FMV	11,318,543	11,318,543
CF ESG CROSS BORDER EQUITY OFF	FMV	13,308,003	13,308,003

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CF HHR ATLAS LTD CL C SER 1 FD	FMV	16,201,242	16,201,242
CF HIGHLINE CAPITAL INTERNATIO	FMV	17,152,890	17,152,890
CF MASON CAPITAL LTD - F INITI	FMV	18,002,584	18,002,584
CF SILCHESTER INTL VALUE EQTY	FMV	22,414,834	22,414,834
CF SIRIOS OVERSEAS CLASS A UNR	FMV	4,934,840	4,934,840
CF SIRIOS OVERSEAS FD A/1E	FMV	10,936,901	10,936,901
CF TACONIC OFFSHORE 1.5 LTD CL	FMV	9,645,086	9,645,086
CF TACONIC OFFSHORE 1.5 LTD CL	FMV	1,678	1,678
CF VIKING GLOBAL EQ III LTD CL	FMV	17,084,562	17,084,562
CF WELLINGTON SPINDRIFT CL S S	FMV	387,623	387,623
CF WELLINGTON SPINDRIFT CL S S	FMV	32,574	32,574
CF WELLINGTON SPINDRIFT CL S S	FMV	234,901	234,901
CF WELLINGTON SPINDRIFT CL S S	FMV	78,693	78,693
CF WELLINGTON SPINDRIFT CL S S	FMV	392,603	392,603
CF WELLINGTON SPINDRIFT CL S S	FMV	238,116	238,116
CHARLESBANK EQUITY FUND VII	FMV	2,950,325	2,950,325
COMMONFD CAPITAL INTL PARTNERS	FMV	3,178,508	3,178,508
COMMONFUND CAP PRIVATE EQUITY	FMV	2,801,615	2,801,615
COMMONFUND CAP PRIVATE EQUITY	FMV	5,142,431	5,142,431
COMMONFUND CAPITAL INTL PARTNE	FMV	1,133,315	1,133,315
COMMONFUND CAPITAL NATURAL RES	FMV	8,879,587	8,879,587
COMMONFUND CAPITAL VENTRUE PTR	FMV	3,804,723	3,804,723
COMMONFUND CAPITAL VENTURE PTR	FMV	1,321,734	1,321,734
CONVEXITY CAPITAL OFFSHORE	FMV	21,009,043	21,009,043
DAVIDSON KEMPNER INST PTRS	FMV	18,567,003	18,567,003
DOVER STREET VII CAYMAN FUND,	FMV	4,134,268	4,134,268
ENCAP ENERGY CAPITAL FUND VI-B	FMV	680,483	680,483
ENCAP ENERGY CAPITAL FUND VII-	FMV	1,562,886	1,562,886
ENCAP FLATROCK MIDSTREAM FUND	FMV	1,463,175	1,463,175
ENDOWMENT PRIVATE EQUITY PARTN	FMV	1,322,830	1,322,830

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ENDOWMENT VENTURE PARTNERS V,	FMV	2,542,601	2,542,601
ENERVEST ENERGY INSTITUTIONAL	FMV	5,483,286	5,483,286
ENERVEST ENERGY INSTITUTIONAL	FMV	1,836,247	1,836,247
ENERVEST ENERGY INSTITUTIONAL	FMV	3,045,784	3,045,784
EUROPA FUND III	FMV	3,214,600	3,214,600
FARALLON CAPITAL INSTITUTIONAL	FMV	3,238,101	3,238,101
FORTRESS INVESTMENT FUND V	FMV	2,288,229	2,288,229
FORTRESS INVESTMENT FUND V B,	FMV	5,486,955	5,486,955
FRONTIER SMALL CAP GROWTH FUND	FMV	9,538,379	9,538,379
GENERAL CATALYST GROUP VI	FMV	2,770,999	2,770,999
GENERAL CATALYST GROUP VII	FMV	339,689	339,689
GENERAL MOTTORS COPR COUNT NOT	FMV	74,300	74,300
GREENFIELD ACQUISITION PARTNER	FMV	3,194,456	3,194,456
HIGHFIELDS CAPITAL IV, LP	FMV	20,069,300	20,069,300
HIGHLAND CAPITAL PARTNERS 9 LP	FMV	571,753	571,753
HIGHLAND CAPITAL PARTNERS VIII	FMV	2,462,977	2,462,977
HSH CAYMAN PARTNERS LP	FMV	271	271
INDUS ASIA PACIFIC FUND LTD	FMV	5,385,718	5,385,718
TESARO INC	FMV	86,144	86,144
INTERWEST PARTNERS X, LP	FMV	2,771,737	2,771,737
JAFCO TECHNOLOGY PARTNERS V LP	FMV	1,019,925	1,019,925
JC FLOWERS II, LP	FMV	1,514,447	1,514,447
KAYNE ANDERSON ENERGY FUND V	FMV	6,631,341	6,631,341
KAYNE ANDERSON ENERGY FUND VI	FMV	821,702	821,702
LONE STAR FUND IV (US), LP	FMV	884,333	884,333
LONE STAR FUND V (US), LP	FMV	4,412,358	4,412,358
LONE STAR FUND VI (US), LP	FMV	4,258,001	4,258,001
LONE STAR FUND VII (US) LP	FMV	1,149,963	1,149,963
LONE STAR FUND VIII (US), LP	FMV	3,504,251	3,504,251
LONE STAR REAL ESTATE FUND (US	FMV	960,059	960,059

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MADISON DEARBORN CAPITAL PARTN	FMV	576,261	576,261
MADISON DEARBORN CAPITAL PTRS	FMV	3,819,343	3,819,343
MADISON INTERNATIONAL RE LIQUI	FMV	4,344,568	4,344,568
MADISON INTERNATIONAL RE LIQUI	FMV	1,199,176	1,199,176
MADISON INTERNATIONAL REAL EST	FMV	1,852,412	1,852,412
MORGENTHALER VENTURE PARTNERS	FMV	8,438,191	8,438,191
NCD PARTNERS V, LP	FMV	3,372,930	3,372,930
NORTH BRIDGE GROWTH EQUITY II	FMV	741,823	741,823
NORTHGATE PRIVATE EQUITY	FMV	15,712,444	15,712,444
NORTHGATE VENTURE PARTNERS III	FMV	10,330,484	10,330,484
OZ OVERSEAS FUND, LTD	FMV	866,941	866,941
PARK STREET CAPITAL NATURAL RE	FMV	5,033,047	5,033,047
PATRON CAPITAL LP III	FMV	1,828,378	1,828,378
PATRON CAPITAL LP IV	FMV	1,976,342	1,976,342
PERRY PARTNERS INTERNATIONAL,	FMV	18,945	18,945
PHOENIX ASIA REAL ESTATE INVES	FMV	2,733,916	2,733,916
PROSPECT HARBOR CREDIT PARTNER	FMV	298,468	298,468
RIVERSIDE CAPITAL APPRECIATION	FMV	2,947,371	2,947,371
RMS OPPORTUNITY FUND I LP	FMV	13,196,316	13,196,316
SANKATY CREDIT OPPORTUNITIES	FMV	1,411,663	1,411,663
SANKATY CREDIT OPPORTUNITIES I	FMV	3,388,113	3,388,113
SHORENSTEIN REALTY INVESTORS N	FMV	3,021,932	3,021,932
SIGMA PRIME PARTNERS IX	FMV	552,269	552,269
SOMERSET GLOBAL EMERGING MARKE	FMV	14,322,731	14,322,731
SOUTHERN CROSS LATIN AMERICA P	FMV	2,588,299	2,588,299
SUMMIT PARTNERS GROWTH EQUITY	FMV	1,553,021	1,553,021
SUMMIT PARTNERS VENTURE CAPITA	FMV	629,640	629,640
TIFF PARTNERS III, LLC	FMV	1,489,342	1,489,342
TPG ENDOWMENT FUND V, L.P.	FMV	3,986,372	3,986,372
TPG ENDOWMENT FUND VI, LP	FMV	4,600,982	4,600,982

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
VENROCK ASSOCIATES VI	FMV	2,607,729	2,607,729
WESTBROOK RE FUND IX	FMV	789,206	789,206
WESTWOOD WGI EMERGINBG MARKETS	FMV	15,354,674	15,354,674
CF GRYPHON INTL EAFE GROWTH FD	FMV	17,259,361	17,259,361
MFB NTGI-QM COMMON DIVERSIFIED	FMV	11,358,340	11,358,340
MFO DFA EMERGING MARKETS VALUE	FMV	23,546,526	23,546,526
MFO E I I RLTY SECS TR GLOBAL	FMV	15,630,604	15,630,604
MFO GMO EMERGING MARKETS FD- I	FMV	6,780,993	6,780,993
MFO GMO QUAL FD III	FMV	10,488,439	10,488,439
MFO GMO TR GLOBAL EQUITIES ALL	FMV	83,768,848	83,768,848
MFO HARDING LOEVNER FDS INC IN	FMV	18,710,470	18,710,470
MFO MORGAN STANLEY INSTL FD IN	FMV	15,300,930	15,300,930
MFO PIMCO FDS PAC INVT MGMT SE	FMV	59,624,069	59,624,069
MFO PRUDENTIAL JENNISON NATURA	FMV	40,343,871	40,343,871
NTGI-QM COMMON DAILY S&P 500 E	FMV	11,969,656	11,969,656

TY 2013 Land, Etc. Schedule**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FURNITURE &FIXT.	139,742	114,136	25,606	
LEASEHOLD IMPRV.	1,333,097	775,353	557,744	
COMPUTER EQUIP.	269,002	142,438	126,564	
ART WORK	84,401	84,401		

TY 2013 Legal Fees Schedule

Name: SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
VARIOUS LEGAL	90,964	21,964		69,000

TY 2013 Other Assets Schedule**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	293,691	15,398	15,398
COLLATERAL RECEIVED UNDER			
SECURITY LENDING AGREEMENT	11,795,875	10,279,610	10,279,610
PREPAID EXCISE TAX	815,000	740,000	740,000

TY 2013 Other Expenses Schedule**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOOKS & SUBSCRIPTIONS	10,336			10,336
CONFERENCE/REGISTRATION	74,878			74,878
INSURANCE	39,286			39,286
INTERNET/SOFTWARE	94,922			94,922
MEMBERSHIPS	111,395			111,395
MISCELLANEOUS	86,864			86,864
OFFICE SUPPLIES	126,551			126,551
PARTNERSHIP EXP		10,964,533		
PER DIEM SALARIES	105,101			105,101
POSTAGE	19,112			19,112
TELEPHONE	107,197			107,197
ANNUAL REPORT	15,088			15,088
NEW ORLEANS INITIATIVE	2,087			2,087

TY 2013 Other Income Schedule**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PARTNERSHIP INCOME - OTHER PORTFOLIO			
INCOME	10,226,091	3,365,877	
LESS INCOME TAXED AS UNRELATED BUSINESS			
INCOME (IRC 4940(c)(2))		-268,500	

TY 2013 Other Increases Schedule**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Description	Amount
NET UNREALIZED GAIN ON INVESTMENTS	31,304,942
NET UNREALIZED GAIN FROM PARTNERSHIPS	63,866,472

TY 2013 Other Liabilities Schedule**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Description	Beginning of Year - Book Value	End of Year - Book Value
COLLATERAL PAYABLE UNDER	0	0
SECURITIES LENDING	0	0
AGREEMENT	11,795,875	10,279,610

TY 2013 Other Professional Fees Schedule**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
GRANT PROGRAM CONSULTANTS	840,759			840,759
EXECUTIVE SEARCH FEES	97,521			97,521
INVESTMENT MANAGEMENT	2,721,596	2,721,596		

TY 2013 Taxes Schedule**Name:** SURDNA FOUNDATION INC

ATT MARC DE VENOGÉ

EIN: 13-6108163

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX ON NET INVEST INC	1,575,000			0
FOREIGN TAXES PAID		329,774		

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization
(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2013

Attachment
Sequence No **179**

Name(s) shown on return
SURDNA FOUNDATION INC
ATT MARC DE VENOGÉ

Business or activity to which this form relates
GENERAL DEPRECIATION

Identifying number

13-6108163

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$ 2,600,000
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7	Listed property Enter the amount from line 29	7		
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9	Tentative deduction Enter the smaller of line 5 or line 8	9		
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10		
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13	Carryover of disallowed deduction to 2014 Add lines 9 and 10, less line 12	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	178,668

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B—Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (see instructions.)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	178,668
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No						24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No		
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation/ deduction	(i) Elected section 179 cost
25Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles) . . .	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
31 Total commuting miles driven during the year . . .												
32 Total other personal(noncommuting) miles driven . . .												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use? . . .												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		
Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year				43	
44 Total. Add amounts in column (f) See the instructions for where to report				44	