EXTENSION ATTACHED

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.

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: NOVO FOUNDATION

A Employer identification number: 47-0824753

Number and street (or P.O. box number if mail is not delivered to street address): 535 FIFTH AVENUE 33RD FLOOR

Room/suite:

B Telephone number (see instructions): (212) 808-5400

City or town, state or province, country, and ZIP or foreign postal code: NEW YORK, NY 10017

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 395,245,222.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis.)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	140,551,996.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments	6,770.	6,770.		
	4 Dividends and interest from securities	29,565.	29,565.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,692,349.			
	b Gross sales price for all assets on line 6a 61,167,535.				
	7 Capital gain net income (from Part IV, line 2)		61,155,162.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	150,280,680.	61,191,497.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	150,010.	1,500.		149,116.
	14 Other employee salaries and wages	1,292,838.	17,951.		1,275,012.
	15 Pension plans, employee benefits	457,750.	6,173.		453,939.
	16a Legal fees (attach schedule) ATCH 1	287,234.	28,271.		268,198.
	b Accounting fees (attach schedule) ATCH 2	51,000.	12,750.		36,000.
	c Other professional fees (attach schedule) *	2,732,771.	75,291.		2,703,912.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	613,007.			22,185.
	19 Depreciation (attach schedule) and depletion	342,783.			
	20 Occupancy	321,338.	3,213.		338,096.
	21 Travel, conferences, and meetings	1,158,846.			1,158,846.
	22 Printing and publications	8,023.			8,023.
	23 Other expenses (attach schedule) ATCH 5	348,839.	2,603.		329,529.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,764,439.	147,752.		6,742,856.
	25 Contributions, gifts, grants paid	107,953,442.			65,199,037.
	26 **Total expenses and disbursements.** Add lines 24 and 25	115,717,881.	147,752.	0	71,941,893.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	34,562,799.			
	b **Net investment income** (if negative, enter -0-)		61,043,745.		
	c **Adjusted net income** (if negative, enter -0-)				

*ATCH 3

Part II Balance Sheets

Line	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	500.	500.	500.
2	Savings and temporary cash investments	59,176,883.	34,789,427.	34,789,427.
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 ATCH 6	126,461.	880,517.	880,517.
10 a	Investments - U.S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) ATCH 7	201,701,052.	344,543,345.	344,543,345.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 8	1,450,000.	1,050,000.	1,050,000.
14	Land, buildings, and equipment: basis ▶ 15,357,345.			ATCH 9
	Less: accumulated depreciation (attach schedule) ▶ 1,423,379.	1,276,749.	13,933,966.	13,933,966.
15	Other assets (describe ▶ ATCH 10)	437,041.	47,467.	47,467.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	264,168,686.	395,245,222.	395,245,222.
Liabilities				
17	Accounts payable and accrued expenses	322,115.	315,965.	
18	Grants payable	59,116,305.	101,870,709.	
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 ▶ ATCH 11)	4,033,427.	6,889,991.	
23	**Total liabilities** (add lines 17 through 22)	63,471,847.	109,076,665.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	200,696,839.	286,168,557.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ [ ] check here 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 instructions)	200,696,839.	286,168,557.	
31	**Total liabilities and net assets/fund balances** (see instructions)	264,168,686.	395,245,222.	

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	200,696,839.
2	Enter amount from Part I, line 27a	2	34,562,799.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	50,908,919.
4	Add lines 1, 2, and 3	4	286,168,557.
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	286,168,557.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
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				
b				
c				
d				
e				

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 61,155,162.

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** 0

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	61,870,550.	251,967,111.	0.245550
2011	50,580,860.	243,863,883.	0.207414
2010	52,420,393.	239,732,371.	0.218662
2009	47,064,160.	194,360,925.	0.242148
2008	57,669,291.	260,768,476.	0.221151

2	**Total** of line 1, column (d)	2	1.134925
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	0.226985
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	332,161,550.
5	Multiply line 4 by line 3	5	75,395,689.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	610,437.
7	Add lines 5 and 6	7	76,006,126.
8	Enter qualifying distributions from Part XII, line 4	8	84,941,893.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] 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 ▶ [X] and enter 1% of Part I, line 27b	1	610,437.
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	610,437.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	610,437.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,420,928.		
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	1,420,928.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	810,491.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 810,491. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0 **(2)** On foundation managers. ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NE,NY,OR,			
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? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) ATCH 13	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.NOVOFOUNDATION.ORG

14 The books are in care of ▶ K.MERRYMAN C/O NOVO FOUNDATION Telephone no. ▶ 212-808-5400

Located at ▶ 535 FIFTH AVENUE, 33RD FLOOR 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 ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
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		X
	See the 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	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
ATCH 14		150,010.	38,166.	0

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
ATCH 15		848,341.	179,920.	0

Total number of other employees paid over $50,000 ▶ 5

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
ATCH 16		1,725,510.
Total number of others receiving over $50,000 for professional services ▶		10

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 PROGRAM DEVELOPMENT, TRAINING, AND CONVENING OF THOUGHT- LEADERS AND COHORT PARTICIPANTS FOR MOVE TO END VIOLENCE, A 10-YEAR INITIATVE DESIGNED TO STRENGTHEN OUR COLLECTIVE	2,219,796.
2 CAPACITY TO END VIOLENCE AGAINST GIRLS AND WOMEN IN THE UNITED STATES. WWW.MOVETOENDVIOLENCE.ORG	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	270,318,507.
b	Average of monthly cash balances	1b	66,901,341.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	337,219,848.
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	
3	Subtract line 2 from line 1d	3	337,219,848.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	5,058,298.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	332,161,550.
6	**Minimum investment return.** Enter 5% of line 5	6	16,608,078.

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	16,608,078.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	610,437.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	610,437.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	15,997,641.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	15,997,641.
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	15,997,641.

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	71,941,893.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	13,000,000.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	84,941,893.
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	610,437.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	84,331,456.

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				15,997,641.
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only				
b	Total for prior years: 20 11 ,20 10 ,20 09				
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 45,380,761.				
b	From 2009 38,174,942.				
c	From 2010 41,564,892.				
d	From 2011 40,377,170.				
e	From 2012 50,635,990.				
f	**Total** of lines 3a through e	216,133,755.			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 84,941,893.				
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				15,997,641.
e	Remaining amount distributed out of corpus	68,944,252.			
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	285,078,007.			
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)	45,380,761.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	239,697,246.			
10	Analysis of line 9:				
a	Excess from 2009 38,174,942.				
b	Excess from 2010 41,564,892.				
c	Excess from 2011 40,377,170.				
d	Excess from 2012 50,635,990.				
e	Excess from 2013 68,944,252.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 17				
Total . . . . . . ▶ **3a**				65,199,037.
b *Approved for future payment*				
ATCH 18				
Total . . . . . . ▶ **3b**				107,277,348.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	10,833.	
4 Dividends and interest from securities			14	25,502.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	9,692,349.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				9,728,684.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 9,728,684.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

			Yes	No
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)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARIE ARRIGO		11-07-2014		P00058583

Firm's name ▶ EISNERAMPER LLP — Firm's EIN ▶ 13-1639826

Firm's address ▶ 750 THIRD AVENUE NEW YORK, NY 10017-2703 — Phone no. 212-949-8700

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. NOVO FOUNDATION	Employer identification number (EIN) or 47-0824753
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 535 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10017	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ K.MERRYMAN C/O NOVO FOUNDATION, 535 FIFTH AVENUE, 33RD FLOOR NEW YORK,
Telephone No. ▶ 212 808-5400 . Fax No. ▶ 212 252-0927 .

● If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/17 , 20 14 .

5 For calendar year 2013 , or other tax year beginning ________ , 20 ____ , and ending ________ , 20 ____ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension AWAITING INFORMATION FROM THIRD PARTY SOURCES
NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 1,420,928.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 1,420,928.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶

JSA
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Form **8868** (Rev. January 2014)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868.*

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file).* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print		
Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. NOVO FOUNDATION	Employer identification number (EIN) or 47-0824753
	Number, street, and room or suite no. If a P.O. box, see instructions. 535 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10017	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ K.MERRYMAN C/O NOVO FOUNDATION

Telephone No. ▶ 212 808-5400 FAX No. ▶ 212 252-0927

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 20 13 or
▶ [ ] tax year beginning ________, 20 __ , and ending ________, 20 __ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 1,420,928.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 1,420,928.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLIC SECURITIES						
61167535.		12,373.					61155162.	
TOTAL GAIN(LOSS)							61155162.	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2013

Name of the organization
NOVO FOUNDATION

Employer identification number
47-0824753

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % 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 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 to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ _______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization NOVO FOUNDATION

Employer identification number 47-0824753

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WARREN BUFFETT C/O NOVO FOUNDATION 535 FIFTH AVE NEW YORK, NY 10017	$ 140,551,996.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization NOVO FOUNDATION

Employer identification number 47-0824753

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
1	DONATED EQUITIES	$ 140,551,996.	07/08/2013

(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 NOVO FOUNDATION

Employer identification number 47-0824753

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ► $

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PATTERSON BELKNAP WEBB & TYLER	282,714.	28,271.		263,678.
FUGAZY & ROONEY LLP	4,520.			4,520.
TOTALS	287,234.	28,271.		268,198.

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
AUDIT FEES - EISNERAMPER LLP	51,000.	12,750.		36,000.
TOTALS	51,000.	12,750.		36,000.

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROGRAM CONSULTANTS	2,651,055.		2,697,487.
CREDIT CARD AND BANK FEES	6,425.		6,425.
INVESTMENT ADVISOR	75,291.	75,291.	
TOTALS	2,732,771.	75,291.	2,703,912.

ATTACHMENT 4

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	610,687.	
PROPERTY TAX	2,320.	22,185.
TOTALS	613,007.	22,185.

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GENERAL OFFICE EXPENSES	28,314.	283.	28,031.
SUPPLIES	54,721.	547.	54,174.
TELEPHONE/FACSIMILE	43,255.	433.	42,822.
INSURANCE	46,665.	467.	29,491.
MEMBERSHIP DUES	88,673.		88,673.
POSTAGE/MESSENGER	2,676.	27.	2,649.
UTILITIES	17,678.	177.	17,501.
REPAIRS AND MAINTENANCE	66,857.	669.	66,188.
TOTALS	348,839.	2,603.	329,529.

ATTACHMENT 6

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PREPAID EXPENSES	617.	70,360.	70,360.
PREPAID FEDERAL EXCISE TAX	125,844.	810,157.	810,157.
TOTALS	126,461.	880,517.	880,517.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
1,210 SHS BERKSHIRE HATHAWAY CLASS A COMMON STOCK	162,212,600.	215,259,000.	215,259,000.
1,090,455 SHS BERKSHIRE HATHAWAY CLASS B COMMON STOCK	39,488,452.	129,284,345.	129,284,345.
TOTALS	201,701,052.	344,543,345.	344,543,345.

ATTACHMENT 8

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MISSION-RELATED INVESTMENTS			
FARM VIEW PARTNERS	400,000.	400,000.	400,000.
ROOT CAPITAL	400,000.		
RSF SOCIAL FINANCE	650,000.	650,000.	650,000.
TOTALS	1,450,000.	1,050,000.	1,050,000.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 9

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER SOFTWARE	SL	52,799.			52,799.	41,831.	3,472.		45,303.
FURNITURE/EQUIP	SL	117,294.			117,294.	117,294.			117,294.
LEASEHOLD IMPRVT	SL	2,187,252.			2,187,252.	921,471.	339,311.		1,260,782.
LAND			9,938,000.		9,938,000.				
FARM EQUIPMENT			3,062,000.		3,062,000.				
TOTALS		2,357,345.			15357345.	1,080,596.			1,423,379.

ATTACHMENT 10

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITY DEPOSITS	23,040.	23,040.	23,040.
ACCRUED INTEREST	9,573.	24,427.	24,427.
DUE FROM FUND MANAGER	404,428.		
TOTALS	437,041.	47,467.	47,467.

ATTACHMENT 11

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED EXCISE TAXES PAYABLE		4,033,427.	6,889,991.
	TOTALS	4,033,427.	6,889,991.

ATTACHMENT 12

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS NET OF CHANGE IN DEFERRED EXCISE TAX PAYABLE OF $2,856,564		50,908,919.
	TOTAL	50,908,919.

FORM 990PF, PART VII-A -DISTRIBUTION TO A DONOR ADVISE

NOVO FOUNDATION HAS MADE DISTRIBUTIONS TO DONOR ADVISED FUNDS AT THE TIDES FOUNDATION AND THE GREATER MILWAUKEE FOUNDATION. IT HAS TREATED THESE DISTRIBUTIONS AS QUALIFYING DISTRIBUTIONS, AND IT HAS MADE THESE DISTRIBUTIONS IN FURTHERANCE OF ITS CHARITABLE PURPOSE OF FOSTERING A TRANSFORMATION IN SOCIETY FROM A WORLD OF DOMINATION AND EXPLOITATION TO ONE OF COLLABORATION AND PARTNERSHIP, FOCUSING ON INITIATIVES TO EMPOWER ADOLESCENT GIRLS, END VIOLENCE AGAINST GIRLS AND WOMEN, ADVANCE SOCIAL AND EMOTIONAL LEARNING, AND PROMOTE LOCAL LIVING ECONOMIES.

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

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JENNIFER BUFFETT C/O THE NOVO FOUNDATION 535 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10017	PRES/CO-CHAIR/TREASURER/DIREC 40.00	150,010.	38,166.	0
PETER BUFFETT C/O THE NOVO FOUNDATION 535 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10017	CO-CHAIR/ DIRECTOR 10.00	0	0	0
AARON STERN C/O THE NOVO FOUNDATION 535 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10017	SECRETARY/DIRECTOR 1.00	0	0	0
	GRAND TOTALS	150,010.	38,166.	0

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PAMELA SHIFMAN C/O THE NOVO FOUNDATION 535 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10017	INITIATIVE DIRECTOR 40.00	250,929.	68,710.	0
KELLY MERRYMAN C/O THE NOVO FOUNDATION 535 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10017	DIR OF FINANCE & OP 40.00	180,559.	34,244.	0
PAMELA MCVEAGH-LALLY C/O THE NOVO FOUNDATION 535 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10017	INITIATIVE MANAGER 40.00	148,073.	23,165.	0
PUJA DHAWAN C/O THE NOVO FOUNDATION 535 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10017	INITIATIVE MANAGER 40.00	140,620.	35,732.	0
ROBERT SHERMAN C/O THE NOVO FOUNDATION 535 FIFTH AVENUE, 33RD FLOOR NEW YORK, NY 10017	INITIATIVE DIRECTOR 40.00	128,160.	18,069.	0
	TOTAL COMPENSATION	848,341.	179,920.	0

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

ATTACHMENT 16

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
THE RABEN GROUP 1640 RHODE ISLAND AVE NW SUITE 600 WASHINGTON, DC 20036 THE RABEN GROUP MANAGES MOVE TO END VIOLENCE, THE DIRECT CHARITABLE ACTIVITY OF THE NOVO FOUNDATION.	CONSULTANT	779,644.
EDUCATION FIRST CONSULTING LLC P.O. BOX 22871 SEATTLE, WA 98122	CONSULTANT	265,380.
SOCIAL POLICY RESEARCH 1330 BROADWAY, SUITE 1426 OAKLAND, CA 94612	CONSULTANT	224,447.
EMILY BREW 917 SW OAK STREET, #424 PORTLAND, OR 97205	CONSULTANT	173,325.
PATTERSON BELKNAP WEBB AND TYLER LLP 1133 AVENUE OF THE AMERICAS, 21ST FL NEW YORK, NY 10036	LEGAL	282,714.
TOTAL COMPENSATION		1,725,510.

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

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A LONG WALK HOME, INC. 1658 N. MILWAUKEE AVENUE CHICAGO, IL 60647	NONE PC	GENERAL SUPPORT	83,333.
ADOLESCENT GIRLS' ADVOCACY AND LEADERSHIP (AGALI) C/O PUBLIC HEALTH INSTITUTE 555 12TH STREET, 10TH FLOOR OAKLAND, CA 94607	NONE PC	GENERAL SUPPORT	200,000.
ONE WORLD CHILDREN'S FUND (FISCAL SPONSOR) 1016 LINCOLN BOULEVARD SAN FRANCISCO, CA 94129	NONE PC	PROJECT SUPPORT: AKILI DADA	100,000.
AMERICAN CIVIL LIBERTIES UNION 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004	NONE PC	PROJECT SUPPORT: WOMEN'S RIGHTS PROJECT	50,000.
AMERICAN INSTITUTES FOR RESEARCH 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004	NONE PC	PROJECT SUPPORT: PATHS IMPLEMENTATION AND OUTCOME STUDY	1,023,594.
ANCHORAGE SCHOOL DISTRICT 5530 E. NORTHERN LIGHTS BLVD ANCHORAGE, AK 99504	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
APNE AAP WOMEN WORLDWIDE D-56 ANAND NIKETAN 110021 NEW DELHI INDIA	NONE PC	GENERAL SUPPORT	1,085,000.
AUSTIN INDEPENDENT SCHOOL DISTRICT 1111 WEST 6TH STREET AUSTIN, TX 78703	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
BEND THE ARC: A JEWISH PARTNERSHIP FOR JUSTICE 330 7TH AVE. SUITE #1902 NEW YORK, NY 10001	NONE PC	PROJECT SUPPORT: CARING ACROSS GENERATIONS	350,000.
BEYOND BORDERS 5016 CONNECTICUT AVE NW WASHINGTON, DC 20008	NONE PC	PROJECT SUPPORT: RETHINKING POWER IN HAITI	150,000.
BRAC USA INC. 110 WILLIAM STREET NEW YORK, NY 10038	NONE PC	PROJECT SUPPORT: MICROFINANCE & GENDER EQUITY RESEARCH IN TANZANIA $23,667, SOCIAL/EMOTIONAL LEARNING INITIATIVE $134,000, EMPOWERMENT AND LIVELIHOODS FOR ADOLESCENT GIRLS $1,000,000	1,157,667.
BUSINESS ALLIANCE FOR LOCAL LIVING ECONOMIES P.O. BOX 4199 BELLINGHAM, WA 98225	NONE PC	GENERAL SUPPORT	600,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAROLINA FOR KIBERA, INC 301 PITTSBORO ST. STE. 3002 CAMPUS BOX 5145 CHAPEL HILL, NC 27599	NONE PC	PROJECT SUPPORT: BINTI PAMOJA	150,000.
CASA DE ESPERANZA P.O. BOX 75177 ST. PAUL, MN 55175	NONE PC	PROJECT SUPPORT: MEV COLLABORATIVE PROJECT	70,000.
COLLABORATIVE FOR ACADEMIC SOCIAL AND EMOTIONAL LEARNING (CASEL) 815 WEST VAN BUREN STREET SUITE 200 CHICAGO, IL 60607	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE $1,500,000, GENERAL SUPPORT: $950,278	2,450,278.
CEL EDUCATION FUND (FISCAL SPONSOR) 2150 ALLSTON WAY BERKELEY, CA 94704	NONE PC	PROJECT SUPPORT: ULTRAVIOLET	150,000.
CENTER FOR PARTNERSHIP STUDIES 25700 SHAFTER WAY CARMEL, CA 93923	NONE PC	PROJECT SUPPORT: CARING ECONOMICS CAMPAIGN	50,000.
CENTER FOR SAFE SCHOOLS 275 GRANDVIEW AVENUE, SUITE 200 CAMP HILL, PA 17011	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS	100,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHICAGO ALLIANCE AGAINST SEXUAL EXPLOITATION 3304 NORTH LINCOLN AVE., SUITE 202 CHICAGO, IL 60657	NONE PC	GENERAL SUPPORT	25,000.
CHICAGO PUBLIC SCHOOLS 125 SOUTH CLARK STREET, 14TH FLOOR CHICAGO, IL 60603	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
NEW ORGANIZING INSTITUTE EDUCATION FUND (FISCAL SPONSOR) 1133 19TH STREET NW SUITE 850 WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT: CIVIC LEGAL CORPS: LEGAL FELLOWSHIP TRAINING PROGRAM AND COMMUNITY CENTER	50,000.
CIVIC VENTURES (FISCAL SPONSOR) 114 SANSOME STREET SAN FRANCISCO, CA 94104	NONE PC	PROJECT SUPPORT: SOLUTIONS JOURNALISM NETWORK	125,000.
CLEVELAND METROPOLITAN SCHOOL DISTRICT 1380 EAST 6TH STREET ROOM 235 CLEVELAND, OH 44114	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
CLOSE TO HOME DOMESTIC VIOLENCE INITIATIVE INC. 42 CHARLES STREET DORCHESTER, MA 02122	NONE PC	GENERAL SUPPORT $100,000 PROJECT SUPPORT: MEV COLLABORATIVE PROJECT: $35,000 PROJECT SUPPORT: PLANNING $30,0000	165,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COALITION AGAINST TRAFFICKING IN WOMEN P.O. BOX 7427, JAF STATION NEW YORK, NY 10116	NONE PC	PROJECT SUPPORT: CREATING THE LEGAL CONDITIONS THAT ARE INHOSPITABLE TO SEX TRAFFICKING	75,000.
COALITION OF IMMOKALEE WORKERS P.O. BOX 603 IMMOKALEE, FL 34143	NONE PC	PROJECT SUPPORT: COMBATTING SEXUAL HARASSMENT	120,000.
COMMUNITY FOUNDATION OF MIDDLE TENNESSEE 3833 CLEGHORN AVE #400 NASHVILLE, TN 37215	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: PATHS	100,000.
THE COUNCIL OF STATE GOVERNMENTS 100 WALL STREET, 20TH FLOOR NEW YORK, NY 10005	NONE PC	PROJECT SUPPORT: JUSTICE CENTER PROJECT	149,914.
DEVELOPMENTAL STUDIES CENTER 1250 53RD STREET, SUITE 3 EMERYVILLE, CA 94608	NONE PC	PROJECT SUPPORT: BASAL ALTERNATIVE PROJECT	2,750,000.
DO SOMETHING, INC. 19 WEST 21ST STREET, 8TH FLOOR NEW YORK, NY 10010	NONE PC	PROJECT SUPPORT: CRISIS TEXT LINE	1,000,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EQUALITY NOW, INC. DBA DONOR DIRECT ACTION 25 CENTRAL PARK WEST NEW YORK, NY 10023	NONE PC	PROJECT SUPPORT: SYRIAN WOMEN'S FORUM FOR PEACE $17,000 GENERAL SUPPORT: $30,000	47,000.
DUPAGE REGIONAL OFFICE OF EDUCATION 420 N. COUNTRY FARM ROAD WHEATON, IL 60187	NONE PC	PROJECT SUPPORT: AFFILIATED DISTRICT SEL IMPLEMENTATION	24,275.
EDITORIAL PROJECTS IN EDUCATION 6935 ARLINGTON ROAD, SUITE 100 BETHESDA, MD 20814-5233	NONE PC	PROJECT SUPPORT: MEDIA COVERAGE OF SEL	90,000.
EMPOWER EMERGING MARKETS FOUNDATION 111 JOHN STREET, SUITE 1005 NEW YORK, NY 10038	NONE PC	PROJECT SUPPORT: GIRLS' PROGRAMMING: SPARK, LEARN, LEAP	273,400.
EQUAL RIGHTS ADVOCATES, INC. 180 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105	NONE PC	PROJECT SUPPORT: ACCESS TO GENDER JUSTICE	75,000.
EQUALITY NOW, INC. 250 WEST 57TH STREET NEW YORK, NY 10107	NONE PC	GENERAL SUPPORT	250,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EQUITY TRUST, INC. 141 N PLEASANT STREET, #746 AMHERST, MA 01004-0746	NONE PC	PROJECT SUPPORT: HUDSON VALLEY FARMLAND AFFORDABILITY $1,000,000 GENERAL SUPPORT: $100,000	1,100,000.
EUGENE SCHOOL DISTRICT 4J 200 N MONROE ST EUGENE, OR 97402	NONE PC	AFFILIATED DISTRICT SEL IMPLEMENTATION: PROJECT SUPPORT: CHILDREN CREATING A CARING COMMUNITY (4C'S)	25,000.
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445	NONE PC	GENERAL SUPPORT	500,000.
FORCE FILM FOUNDATION, INC. 430 EAST 10TH STREET, #3A NEW YORK, NY 10013	NONE PC	PROJECT SUPPORT: HALF THE SKY MOVEMENT	250,000.
FRACTURED ATLAS PRODUCTIONS (FISCAL SPONSOR) 248 WEST 35TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE PC	PROJECT SUPPORT: SELL BUY DATE	281,850.
FUND FOR THE CITY OF NEW YORK (FISCAL SPONSOR) 220 EAST 23RD STREET, SUITE 509 NEW YORK, NY 10010	NONE PC	PROJECT SUPPORT: SERVICE WOMEN'S ACTION NETWORK (SWAN) $305,000 PROJECT SUPPORT: SUMMIT ON TRUTH AND JUSTICE $20,000	325,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FUTURES WITHOUT VIOLENCE 100 MONTGOMERY STREET SAN FRANCISCO, CA 94129	NONE PC	GENERAL SUPPORT	250,000.
GIRLFORWARD PO BOC 597527 CHICAGO, IL 60659	NONE PC	GENERAL SUPPORT	25,000.
GIRLS EDUCATIONAL AND MENTORING SERVICES (GEMS) 201 WEST 148TH STREET, GROUND FLOOR NEW YORK, NY 10039	NONE PC	GENERAL SUPPORT 200,000 PROJECT SUPPORT: SURVIVOR LEADERSHIP 261,464	461,464.
GIRLS FOR GENDER EQUITY, INC. 30 THIRD AVENUE BROOKLYN, NY 12075	NONE PC	GENERAL SUPPORT $100,000 PROJECT SUPPORT: ORGANIZATIONAL DEVELOPMENT $15,000	115,000.
GIRLS LEADERSHIP INSTITUTE 155 FILBERT ST, SUITE 245 OAKLAND, CA 94607	NONE PC	GENERAL SUPPORT	100,000.
GLOBAL FUND FOR WOMEN 222 SUTTER STREET, SUITE 500 SAN FRANCISCO, CA 94108	NONE PC	GENERAL SUPPORT 25,000 EMERGENCY RELIEF: SUPERTYPHOON HAIYAN RELIEF 100,000	125,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL GRASSROOTS 45 LYME ROAD, STW 206 HANOVER, NH 03755	NONE PC	GENERAL SUPPORT	50,000.
GREATER MILWAUKEE FOUNDATION 101 W. PLEASANT MILWAUKEE, WI 53212	NONE PC	111 ANONYMOUS DONOR ADVISED FUND $345,400 ANONYMOUS DESIGNATED FUND $101,000 PROJECT SUPPORT: RADIO MILWAUKEE CAPITAL CAMPAIGN 250,000	696,400.
HAWTHORNE VALLEY ASSOCIATION, INC. 327 ROUTE 21C GHENT, NY 12075	NONE PC	PROJECT SUPPORT: EXPANDING CAPACITY AT HAWTHORNE VALLEY FARM	100,000.
HESHIMA KENYA 1111 N WELLS STREET CHICAGO, IL 60610	NONE PC	GENERAL SUPPORT	150,000.
HUDSON VALLEY FARM HUB, LLC C/O NEW WORLD FOUNDATION 666 WEST END AVENUE, #1B NEW YORK, NY 10025	NONE PC	PROJECT SUPPORT: FARM HUB PROGRAMMING 1,366,215 PROJECT SUPPORT: FARM HUB INCUBATOR 120,750 PROJECT SUPPORT: FARM HUB MASTER PLANNING AND TRANSITION 472,500 PROJECT SUPPORT: FARM HUB OPERATIONS 2,062,283	4,021,748.
HUMAN RIGHTS FIRST 333 SEVENTH AVE, 13TH FL NEW YORK, NY 10001	NONE PC	PROJECT SUPPORT: PROTECTING AND PROMOTING HUMAN RIGHTS	15,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
IDAHO COALITION AGAINST SEXUAL & DOMESTIC VIOLENCE 300 E. MALLARD DRIVE, SUITE 130 BOISE, ID 83706	NONE PC	GENERAL SUPPORT	50,000.
ILLINOIS COALITION AGAINST SEXUAL ASSAULT 100 NORTH 16TH STREET SPRINGFIELD, IL 62703	NONE PC	PROJECT SUPPORT: END DEMAND ILLINOIS	250,000.
INSTITUTE FOR DEMOCRATIC EDUCATION IN AMERICA 620 SW 5TH AVE, SUITE 910 PORTLAND, OR 97205	NONE PC	PROJECT SUPPORT: CONTRIBUTING TO STRATEGIC EDUCATIONAL CHANGE	150,000.
INTERNATIONAL DEVELOPMENT EXCHANGE (IDEX) 333 VALENCIA STREET, SUITE 250 SAN FRANCISCO, CA 94103	NONE PC	GENERAL SUPPORT	150,000.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND STREET NEW YORK, NY 10168	NONE PC	PROJECT SUPPORT: WOMEN AND GIRLS REBUILDING NATIONS PHASE II 3,124,617 PROJECT SUPPORT: WOMEN'S PROTECTION & EMPOWERMENT PROGRAM 75,000 PROJECT SUPPORT: GIRL EMPOWER 1,680,308 PROJECT SUPPORT: SYRIAN WOMEN'S PROTECTION AND EMPOWERMENT UNIT 250,000 EMERGENCY RELIEF: SUPERTYPHOON HAIYAN RELIEF 250,000	5,379,925.
JSI RESEARCH & TRAINING INSTITUTE 44 FARNSWORTH STREET BOSTON, MA 02210	NONE PC	PROJECT SUPPORT: LIBERIA PHILANTHROPY SECRETARIAT	50,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUST DETENTION INTERNATIONAL 3325 WILSHIRE BLVD LOS ANGELES, CA 90010	NONE PC	GENERAL SUPPORT	150,000.
KENT BELLOWS FOUNDATION 3303 LEAVENWORTH OMAHA, NE 68105	NONE PC	GENERAL SUPPORT	50,000.
LEGAL AID SOCIETY 199 WATER STREET NEW YORK, NY 10038	NONE PC	PROJECT SUPPORT: TRAFFICKING VICTIMS LEGAL DEFENSE AND ADVOCACY PROJECT	150,000.
LET'S BREAKTHROUGH, INC. 4 WEST 37TH STREET NEW YORK, NY 10018	NONE PC	GENERAL SUPPORT	200,000.
LIONS CLUB INTERNATIONAL FOUNDATION PO BOX 55273 OAK BROOK, IL 60523	NONE PC	PROJECT SUPPORT: LIONS QUEST CGI "COMMITMENT TO ACTION" PROJECT	33,333.
MADRE, INC. 121 WEST 27TH STREET, #103 NEW YORK, NY 10001	NONE PC	EMERGENCY RELIEF: SYRIA EMERGENCY EFFORTS	200,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEN CAN STOP RAPE 1003 K STREET NW SUITE 200 WASHINGTON, DC 20001	NONE PC	GENERAL SUPPORT	150,000.
MEN STOPPING VIOLENCE 2785 LAWRENCEVILLE HIGHWAY DECATUR, GA 30033	NONE PC	GENERAL SUPPORT	100,000.
MERCY CORPS 45 SW ANKENY STREET, SUITE 100 PORTLAND, OR 97204	NONE PC	EMERGENCY RELIEF: EXPANDING SUPPORT FOR SYRIAN REFUGEES IN IRAQ 250,000 EMERGENCY RELIEF: SUPERTYPHOON HAIYAN RELIEF 250,000	500,000.
METROPOLITAN NASHVILLE PUBLIC SCHOOLS 2601 BRANSFORD AVE NASHVILLE, TN 37204	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
MIAMI WORKERS CENTER 8330 BISCAYNE BOULEVARD MIAMI, FL 33138	NONE PC	PROJECT SUPPORT: GENDER JUSTICE COUNCIL	25,000.
MINNESOTA INDIAN WOMEN'S RESOURCE CENTER 2300 15TH AVENUE SOUTH ST. PAUL, MN 55104	NONE PC	GENERAL SUPPORT	75,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISSREPRESENTATION PO BOX 437 ROSS, CA 94957	NONE PC	GENERAL SUPPORT	200,000.
MS. FOUNDATION FOR WOMEN 12 METROTECH CENTER BROOKLYN, NY 11201	NONE PC	GENERAL SUPPORT 110,000 PROJECT SUPPORT: ENDING CHILD SEXUAL ABUSE 1,000,000	1,110,000.
MUJERES UNIDAS Y ACTIVAS 3543 18TH STREET SAN FRANCISCO, CA 94110	NONE PC	GENERAL SUPPORT	50,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET NW, SUITE 200 WASHINGTON, DC 20005	NONE PC	GENERAL SUPPORT	25,000.
NATIONAL DOMESTIC WORKERS ALLIANCE 330 SEVENTH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE PC	PROJECT SUPPORT: WE BELONG TOGETHER	50,000.
NATIONAL ECONOMIC AND SOCIAL RIGHTS INITIATIVE 90 JAY STREET #308 NEW YORK, NY 10038	NONE PC	PROJECT SUPPORT: CASE STUDY OF ANTI-SEXUAL HARASSMENT INTERVENTIONS IN FLORIDA'S TOMATO INDUSTRY	25,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL PUBLIC EDUCATION FUND PO BOX 55273 WASHINGTON, DC 20040	NONE PC	PROJECT SUPPORT: EDUCATION FUNDER STRATEGY GROUP	50,000.
NATIONAL RESOURCE CENTER ON DOMESTIC VIOLENCE 3605 VARTAN WAY, SUITE 101 HARRISBURG, PA 17110	NONE PC	GENERAL SUPPORT	75,000.
NEW ECONOMICS INSTITUTE 140 JUG END ROAD GREAT BARRINGTON, MA 02112	NONE PC	GENERAL SUPPORT	1,000,000.
NEW WORLD FOUNDATION 666 WEST END AVENUE NEW YORK, NY 10025	NONE PC	PROJECT SUPPORT: COIN $2,925,000 PROJECT SUPPORT: CONVERSION FUND 20/20 VISION $500,000 PROJECT SUPPORT: LOCAL ECONOMIES PROJECT $1,752,750 PROJECT SUPPORT: NEW MAJORITY FUND $3,000,000	5,177,750.
NEW YORK COMMUNITY TRUST 909 THIRD AVENUE NEW YORK, NY 10022	NONE PC	PROJECT SUPPORT: DONORS' EDUCATION COLLABORATIVE	75,000.
NEW YORK UNIVERSITY 246 GREENE STREET, FLOOR 8 NEW YORK, NY 10003	NONE PC	PROJECT SUPPORT: METRO CENTER "PROJECT FOR THE ADVANCEMENT OF HUMANITY"	400,562.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW YORK WOMEN'S FOUNDATION 39 BROADWAY 23RD FLOOR NEW YORK, NY 10006	NONE PC	EMERGENCY RELIEF: HURRICANE SANDY RESPONSE & RECOVERY FUND 250,000 GENERAL SUPPORT: 100,000	350,000.
NIKE FOUNDATION ONE BOWERMAN DRIVE BEAVERTON, OR 97005	NONE PF	PROJECT SUPPORT: GIRL EFFECT	10,000,000.
OMEGA INSTITUTE 150 LAKE DRIVE RHINEBECK, NY 12572	NONE PC	PROJECT SUPPORT: WOMEN'S LEADERSHIP CENTER	40,000.
OREGON ABUSE ADVOCATES & SURVIVORS IN SERVICE PO BOX 2161 PORTLAND, OR 97208	NONE PC	GENERAL SUPPORT	30,000.
PEACE OVER VIOLENCE 1015 WILSHIRE BLVD SUITE 200 LOS ANGELES, CA 90017	NONE PC	GENERAL SUPPORT	75,000.
PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BUILDING UNIVERSITY PARK, PA 16802	NONE PC	PROJECT SUPPORT: UNDERSTANDING THE ECONOMIC VALUE OF SOCIAL AND EMOTIONAL LEARNING: MONETARY ESTIMATES FOR PROGRAM EVALUATION AND POLICY ANALYSIS	30,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
POLARIS PROJECT PO BOX 53315 WASHINGTON, DC 20009	NONE PC	GENERAL SUPPORT	200,000.
POPULATION COUNCIL ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE PC	PROJECT SUPPORT: BUILDING A COMMUNITY OF PRACTICE TO DESIGN & EXECUTE AT SCALE ON BEHALF OF THE POOREST GIRLS IN THE POOREST COMMUNITIES $554,723 PROJECT SUPPORT: EXPANDING & UNDERSTANDING THE EFFECT OF SOCIAL & ECONOMIC ASSETS FOR VULNERABLE ADOLESCENT GIRLS IN KENYA $405,103	959,826.
RESTAURANT OPPORTUNITIES CENTERS UNITED 350 7TH AVENUE, SUITE 1504 NEW YORK, NY 10001	NONE PC	PROJECT SUPPORT: RESTAURANT GENDER JUSTICE PROJECT	200,000.
ROCKEFELLER FAMILY FUND 475 RIVERSIDE DRIVE, SUITE 900 NEW YORK, NY 10115	NONE PC	GENERAL SUPPORT $30,000 PROJECT SUPPORT: WORK/LIFE 20/20: $775,000	805,000.
SACRAMENTO CITY UNIFIED SCHOOL DISTRICT 5735 47TH AVE. SACRAMENTO, CA 95824	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
SADIE NASH LEADERSHIP PROJECT 157 MONTAGUE STREET BROOKLYN, NY 11201	NONE PC	GENERAL SUPPORT	100,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SANCTUARY FOR FAMILIES 30 WALL STREET, 8TH FLOOR NEW YORK, NY 10005	NONE PC	GENERAL SUPPORT: $135,000 PROJECT SUPPORT: NUTRITIONAL WORKSHOP $5,000 PROJECT SUPPORT: ANTI-TRAFFICKING INITIATIVE $250,000	390,000.
SHE'S THE FIRST 116 WEST 23RD STREET NEW YORK, NY 10011	NONE PC	GENERAL SUPPORT	25,000.
SPARK EAST 19TH STREET BROOKLYN, NY 11217	NONE PC	GENERAL SUPPORT	50,000.
STORYCORPS 80 HANSON PLACE, 2ND FLOOR BROOKLYN, NY 11217	NONE PC	GENERAL SUPPORT	25,000.
SYNERGOS INSTITUTE, INC. 3 EAST 54TH STREET NEW YORK, NY 10022	NONE PC	GENERAL SUPPORT	5,500.
TEWA WOMEN UNITED PO BOX 397 SANTA CRUZ, NM 87567	NONE PC	GENERAL SUPPORT	40,000.

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TIDES CENTER (FISCAL SPONSOR) PO BOX 29198 SAN FRANCISCO, CA 94129	NONE PC	PROJECT SUPPORT: A CALL TO MEN $275,000 PROJECT SUPPORT: RAISING VOICES $150,000 PROJECT SUPPORT: RAISING VOICES: GLOBAL SOUTH MOVEMENT BUILDING INITIATIVE TO END VIOLENCE AGAINST WOMEN $68,000 PROJECT SUPPORT: AIDS FREE WORLD $350,000 PROJECT SUPPORT: ASIAN & PACIFIC ISLANDER INSTITUTE ON DOMESTIC VIOLENCE $50,000	893,000.
TIDES FOUNDATION 55 EXCHANGE PLACE SUITE #402 NEW YORK, NY 10005	NONE PC	PROJECT SUPPORT: EMBRACE DIGNITY $700,000 ANONYMOUS DONOR ADVISED FUND $4,202,057 PROJECT SUPPORT: ELMAN PEACE & HUMAN RIGHTS CENTER: ADDRESSING VIOLENCE AGAINST WOMEN & GIRLS IN CENTRAL & SOUTHERN SOMALIA $303,470 PROJECT SUPPORT: TRUTH DIG $205,400 PROJECT SUPPORT: EUROPEAN WOMEN'S LOBBY $150,000 EMERGENCY RELIEF: DAMAYAN MIGRANT WORKERS ASSOCIATION: SUPERTYPHOON HAIYAN RELIEF $10,000 PROJECT SUPPORT: G(IRLS)20 SUMMIT $100,000 PROJECT SUPPORT: INDIGENOUS PEOPLE'S FUND $150,000 PROJECT SUPPORT: LOCAL STEWARDSHIP GRANTS $500,000 EMERGENCY RELIEF: PROJECT SUPPORT: NATIONAL ALLIANCE FOR FILIPINO CONCERNS (NAFCON): SUPERTYPHOON HAIYAN RELIEF $25,000 PROJECT SUPPORT: ASSOCIAZIONE IROKO ONLUS (IROKO) $50,000	6,395,927.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TURNAROUND FOR CHILDREN 25 WEST 45TH STREET, 6TH FLOOR NEW YORK, NY 10036	NONE PC	GENERAL SUPPORT	950,000.
UC HASTINGS FOUNDATION UC HASTINGS COLLEGE OF LAW 200 MCALLISTER STREET SAN FRANCISCO, CA 94102	NONE PC	PROJECT SUPPORT: CENTER FOR WORKLIFE LAW	80,000.
UNIVERSITY OF MIAMI SCHOOL OF LAW 1311 MILLER DRIVE CORAL GABLES, FL 33146	NONE PC	PROJECT SUPPORT: CONVERGE! CONFERENCE	15,000.
V-DAY 303 PARK AVENUE SOUTH #1184 NEW YORK, NY 10010	NONE PC	GENERAL SUPPORT	2,500,000.
WARREN CITY SCHOOL DISTRICT 105 HIGH STREET WARREN, OH 44481	NONE PC	PROJECT SUPPORT: AFFILIATED DISTRICT SEL IMPLEMENTATION: SKILLS FOR LIFE: THE CONTINUING STORY	25,000.
WASHINGTON STATE COALITION AGAINST DOMESTIC VIOLEN 500 UNION STREET, SUITE 200 SEATTLE, WA 98101	NONE PC	PROJECT SUPPORT: MEV COLLABORATIVE PROJECT	60,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHOE COUNTY SCHOOL DISTRICT 380 EDISON WAY RENO, NV 89502	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481	NONE PC	PROJECT SUPPORT: OPEN CIRCLE PROJECT	73,291.
WHAT KIDS CAN DO PO BOX 603252 PROVIDENCE, RI 02906	NONE PC	PROJECT SUPPORT: BRINGING SEL TO SCALE IN PUBLIC SCHOOLS ACROSS THE U.S.	150,000.
WITNESS 80 HANSON PLACE, 5TH FLOOR BROOKLYN, NY 11217	NONE PC	PROJECT SUPPORT: ADDRESSING GENDER BASED VIOLENCE THROUGH VIDEO-FOR-CHANGE	200,000.
WOMEN FOR WOMEN INTERNATIONAL 200 M ST. NW, SUITE 200 WASHINGTON, DC 20036	NONE PC	GENERAL SUPPORT	350,000.
WOMEN THRIVE WORLDWIDE 1726 M ST. NW SUITE 1075 WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT: BUILDING U.S. LEADERSHIP TO END VIOLENCE AGAINST WOMEN & GIRLS GLOBALLY	75,000.

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

ATTACHMENT 17 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOMEN WIN FOUNDATION PO BOX 734 NORTHHAMPTON, MA 01061	NONE PC	GENERAL SUPPORT	200,000.
WOMEN'S ENEWS 6 BARCLAY STREET, 6TH FLOOR NEW YORK, NY 10007	NONE PC	GENERAL SUPPORT	2,000.
WOMEN'S MEDIA CENTER 1825 K STREET NW, SUITE 400 WASHINGTON, DC 20006	NONE PC	GENERAL SUPPORT	322,000.
WORLD PULSE VOICES 1006 SE GRAND AVENUE, SUITE 200 PORTLAND, OR 97214	NONE PC	GENERAL SUPPORT	25,000.
YOUNGSTOWN CITY SCHOOL DISTRICT 20 WEST WOOD STREET YOUNGSTOWN, OH 44501	NONE PC	PROJECT SUPPORT: AFFILIATED DISTRICT SEL IMPLEMENTATION	25,000.
TEACHERS COLLEGE AT COLUMBIA UNIVERSITY 525 W 120TH ST NEW YORK, NY 10027	NONE PC	PROJECT SUPPORT: CENTER FOR BENEFIT-COST STUDIES IN EDUCATION: ROI OF SEL PROGRAMS	200,000.
		TOTAL CONTRIBUTIONS PAID	65,199,037.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
A LONG WALK HOME 1658 N. MILWAUKEE AVE,SUITE 104 CHICAGO, IL 60647	NONE PC	GENERAL SUPPORT	166,667.
ACKERMAN INSTITUTE FOR THE FAMILY 936 BROADWAY, 2ND FLOOR NEW YORK, NY 10010	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: COMPETENT KINDS, CARING COMMUNITIES	225,000.
PUBLIC HEALTH INSTITUTE (FISCAL SPONSOR) 555 12TH STREET, 10TH FLOOR OAKLAND, CA 94607	NONE PC	PROJECT SUPPORT: ADOLESCENT GIRLS' ADVOCACY AND LEADERSHIP INITIATIVE (AGALI)	250,000.
ONE WORLD CHILDREN'S FUND (FISCAL SPONSOR) 1016 LINCOLN BLVD SAN FRANCISCO, CA 94129	NONE PC	PROJECT SUPPORT AKILI DADA	200,000.
AMERICAN CIVIL LIBERTIES UNION (ACLU) 125 BROAD STREET, 18TH FLOOR NEW YORK, NY 10004	NONE PC	PROJECT SUPPORT: WOMEN'S RIGHTS PROJECT	50,000.
BEND THE ARC: A JEWISH PARTNERSHIP FOR JUSTICE (FISCAL SPONSOR) 330 7TH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE PC	PROJECT SUPPORT: CARING ACROSS GENERATIONS	2,450,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BEYOND BORDERS 5016 CONNECTICUT AVENUE NW WASHINGTON, DC 20008	NONE PC	PROJECT SUPPORT: RETHINKING POWER IN HAITI	450,000.
BRAC USA INC. 110 WILLIAM STREET, 29TH FLOOR NEW YORK, NY 10038	NONE PC	PROJECT SUPPORT: EMPOWERMENT AND LIVELIHOODS FOR ADOLESCENT GIRLS	4,000,000.
CAROLINA FOR KIBERA, INC 301 PITTSBORO STREET CHAPEL HILL, NC 27599	NONE PC	PROJECT SUPPORT: BINTI PAMOJA: EMPOWERING ADOLESCENT GIRLS IN THE KIBERA SLUM	150,000.
CASA DE ESPERANZA PO BOX 40115 ST. PAUL, MN 55104	NONE PC	PROJECT SUPPORT: MEV COLLABORATIVE PROJECT	70,000.
CASEL 815 WEST VAN BUREN STREET, STE 210 CHICAGO, IL 60607-3567	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	470,780.
CEL EDUCATION FUND 2150 ALLSTON WAY, SUITE 340 BERKELEY, CA 90704	NONE PC	PROJECT SUPPORT: BUILDING GRASSROOTS POWER FOR EQUITY & SAFETY FOR WOMEN & GIRLS	300,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTER FOR SAFE SCHOOLS 275 GRANDVIEW AVENUE, SUITE 200 CAMP HILL, PA 17011	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: I CAN PROBLEM SOLVE	600,000.
CHICAGO ALLIANCE AGAINST SEXUAL EXPLOITATION 3304 NORTH LINCOLN AVE., SUITE 202 CHICAGO, IL 60657	NONE PC	GENERAL SUPPORT	175,000.
CHICAGO PUBLIC SCHOOLS 125 S CLARK STREET, 8TH FLOOR CHICAGO, IL 60603	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
NEW ORGANIZING INSTITUTE EDUCATION FUND (FISCAL SPONSOR) 1133 19TH STREET NW, STE 850 WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT: CIVIC LEGAL CORP: LEGAL FELLOWSHIP TRAINING PROGRAM AND COMMUNITY CENTER	50,000.
CLOSE TO HOME 1452 DORCHESTER AVENUE, 4TH FLOOR DORCHESTER, MA 02122	NONE PC	PROJECT SUPPORT: MEV COLLABORATIVE PROJECT	35,000.
COALITION OF IMMOKALEE WORKERS PO BOX 603 IMMOKALEE, FL 34143	NONE PC	PROJECT SUPPORT: ENDING SEXUAL HARASSMENT IN THE FIELDS	240,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COLLEGE OF ST. ELIZABETH SANTA MARIA HALL, ROOM 422 CONVENT ROAD MORRISTOWN, NJ 07960	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROVIDERS: SEL CREDENTIALING PROJECT	600,000.
COMMUNITY FOUNDATION OF MIDDLE TENN 3833 CLEGHORN AVE #400 NASHVILLE, TN 37215	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: PATHS	225,000.
DEMOCRACY NOW PRODUCTIONS 207 W 25TH STREET, 11TH FLOOR NEW YORK, NY 10013	NONE PC	GENERAL SUPPORT	150,000.
DEVELOPMENTAL STUDIES CENTER 1250 53RD STREET, SUITE 3 EMERYVILLE, CA 94608-2965	NONE PC	PROJECT SUPPORT: BASAL ALTERNATIVE PROJECT	761,428.
EDITORIAL PROJECTS IN EDUCATION 6935 ARLINGTON ROAD BETHESDA, MD 20814	NONE PC	PROJECT SUPPORT: MEDIA COVERAGE OF SEL	70,000.
EDUCATIONAL MATERIALS CENTER 524 EAST BELLOWS STREET MOUNT PLEASANT, MI 48859	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM	225,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDUCATORS FOR SOCIAL RESPONSIBILITY 23 GARDEN STREET CAMBRIDGE, MA 02138	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: HIGH PERFORMING, HIGH ACHIEVING PROGRAM	600,000.
EMPOWER-EMERGING MARKETS FOUNDATION 111 JOHN STREET NEW YORK, NY 10038	NONE PC	PROJECT SUPPORT: GIRLS' PROGRAMMING: SPARK, LEARN, LEAP	626,600.
EQUAL RIGHTS ADVOCATES, INC. 180 HOWARD STREET, SUITE 300 SAN FRANCISCO, CA 94105	NONE PC	PROJECT SUPPORT: ACCESS TO GENDER JUSTICE	75,000.
EQUITY TRUST, INC. 141 N PLEASANT STREET, 746 AMHERST, MA 01004-0746	NONE PC	GENERAL SUPPORT	150,000.
FEMINIST.COM FOUNDATION P.O. BOX 668 WOODSTOCK, NY 12498	NONE PC	PROJECT SUPPORT: LEVERAGING THE VOICES OF WOMEN IN POWER	25,000.
FORWARD TOGETHER 1440 BROADWAY, SUITE 301 OAKLAND, CA 94612	NONE PC	GENERAL SUPPORT	300,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRACTURED ATLAS PRODUCTIONS (FISCAL SPONSOR) 248 WEST 35TH STREET, 10TH FLOOR NEW YORK, NY 10001	NONE PC	PROJECT SUPPORT: SELL BUY DATE	93,950.
FUND FOR THE CITY OF NEW YORK (FISCAL SPONSOR) 220 EAST 23RD STREET, SUITE 509 NEW YORK, NY 10010	NONE PC	PROJECT SUPPORT: SERVICE WOMEN'S ACTION NETWORK (SWAN)	275,000.
FUTURES WITHOUT VIOLENCE 100 MONTGOMERY STREET, PRESIDIO -MAIN PO SAN FRANCISCO, CA 94129	NONE PC	GENERAL SUPPORT	251,000.
GIRLFORWARD PO BOX 597527 CHICAGO, IL 60659	NONE PC	GENERAL SUPPORT	25,000.
GIRLS EDUCATIONAL AND MENTORING SERVICES (GEMS) 201 WEST 148TH STREET, GROUND FLOOR NEW YORK, NY 10039	NONE PC	GENERAL SUPPORT $400,000 PROJECT SUPPORT: SURVIVOR LEADERSHIP INITIATIVE $328,602	728,602.
GIRLS FOR GENDER EQUITY 30 THIRD AVENUE, SUITE 104 BROOKLYN, NY 11217	NONE PC	GENERAL SUPPORT	200,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GLOBAL GRASSROOTS 45 LYME ROAD, STE 206 HANOVER, NH 03755	NONE PC	GENERAL SUPPORT	50,000.
GREATER MILWAUKEE FOUNDATION 101 W. PLEASANT ST, SUITE 210 MILWAUKEE, WI 53212	NONE PC	111 ANONYMOUS DONOR ADVISED FUND $649,740 ANONYMOUS DESIGNATED FUND $302,500	952,240.
HESHIMA KENYA 1111 N WELLS STREET CHICAGO, IL 60610	NONE PC	GENERAL SUPPORT	300,000.
HUDSON VALLEY FARM HUB, LLC C/O NEW WORLD FOUNDATION 666 WEST END AVENUE, 1B NEW YORK, NY 10025	NONE PC	PROJECT SUPPORT: FARM HUB PROGRAMMING $3,719,858 PROJECT SUPPORT: FARM HUB INCUBATOR $1,073,664 PROJECT SUPPORT: FARM HUB OPERATIONS $8,481,409	13,274,931.
IDAHO COALITION AGAINST SEXUAL & DOMESTIC VIOLENCE 300 E. MALLARD DRIVE, SUITE 130 BOISE, ID 83706	NONE PC	GENERAL SUPPORT	50,000.
ILLINOIS COALITION AGAINST SEXUAL ASSAULT 100 NORTH 16TH STREET SPRINGFIELD, IL 62703	NONE PC	PROJECT SUPPORT: END DEMAND ILLINOIS	250,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INSTITUTE FOR DEMOCRATIC EDUCATION IN AMERICA 620 SW 5TH AVE, SUITE 910 PORTLAND, OR 97215	NONE PC	PROJECT SUPPORT: CONTRIBUTING TO STRATEGIC EDUCATIONAL CHANGE	150,000.
INTERNATIONAL DEVELOPMENT EXCHANGE (IDEX) 333 VALENCIA STREET, SUITE 250 SAN FRANCISCO, CA 94103	NONE PC	GENERAL SUPPORT	300,000.
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND ST., 12FL NEW YORK, NY 10168-1289	NONE PC	PROJECT SUPPORT: WOMEN'S REFUGEE COMMISSION $150,000 PROJECT SUPPORT: WOMEN AND GIRLS REBUILDING NATIONS PHASE II $2,139,648 PROJECT SUPPORT: WOMEN'S PROTECTION & EMPOWERMENT PROGRAM $75,000 PROJECT SUPPORT: GIRL EMPOWER $4,145,366	6,510,014.
JSI RESEARCH & TRAINING INSTITUTE 44 FARNSWORTH STREET BOSTON, MA 02210	NONE PC	PROJECT SUPPORT: LIBERIA PHILANTHROPY SECRETARIAT	50,000.
JUST DETENTION 3325 WILSHIRE BLVD., SUITE 340 LOS ANGELES, CA 90043	NONE PC	GENERAL SUPPORT	250,000.
LEGAL AID SOCIETY 199 WATER STREET, 6TH FLOOR NEW YORK, NY 10038	NONE PC	PROJECT SUPPORT: TRAFFICKING VICTIMS LEGAL DEFENSE & ADVOCACY PROJECT	300,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LET'S BREAKTHROUGH, INC. 4 WEST 37TH STREET NEW YORK, NY 10018	NONE PC	GENERAL SUPPORT	400,000.
MEN CAN STOP RAPE 1003 K STREET, NW, SUITE 200 WASHINGTON, DC 20001	NONE PC	GENERAL SUPPORT	300,000.
MEN STOPPING VIOLENCE 2785 LAWRENCEVILLE HIGHWAY, SUITE 112 DECATUR, GA 30033	NONE PC	GENERAL SUPPORT	125,000.
METROPOLITAN NASHVILLE PUBLIC SCHOOLS 2601 BRANSFORD AVENUE NASHVILLE, TN 37204	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
MIAMI WORKERS CENTER 8330 BISCAYNE BOULEVARD MIAMI, FL 33138	NONE PC	PROJECT SUPPORT: GENDER JUSTICE COUNCIL	25,000.
MINNESOTA INDIAN WOMEN'S RESOURCE CENTER 2300 15TH AVENUE SOUTH ST. PAUL, MN 55104	NONE PC	GENERAL SUPPORT	77,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MISSREPRESENTATION PO BOX 437 ROSS, CA 94957	NONE PC	GENERAL SUPPORT	400,000.
MORNINGSIDE CENTER FOR TEACHING SOCIAL RESPONSIBIL 475 RIVERSIDE DRIVE, SUITE 550 NEW YORK, NY 10115	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: 4RS $600,000 GENERAL SUPPORT $200,000	800,000.
MS. FOUNDATION FOR WOMEN 12 METROTECH CENTER BROOKLYN, NY 11201	NONE PC	GENERAL SUPPORT	100,000.
MUJERES UNIDAS Y ACTIVAS 3543 18TH STREET, SUITE 23 SAN FRANCISCO, CA 94110	NONE PC	GENERAL SUPPORT	50,000.
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET NW, SUITE 200 WASHINGTON, DC 20005	NONE PC	GENERAL SUPPORT	25,000.
NATIONAL DOMESTIC WORKERS ALLIANCE 330 SEVENTH AVENUE, 19TH FLOOR NEW YORK, NY 10001	NONE PC	GENERAL SUPPORT	750,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NATIONAL RESOURCE CENTER ON DOMESTIC VIOLENCE 3605 VARTAN WAY, SUITE 101 HARRISBURG, PA 17110	NONE PC	GENERAL SUPPORT	75,000.
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIRCLE, NW, SUITE 800 WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT: AFRICAN AMERICAN GIRLS & EDUCATION	75,000.
NEW VENTURE FUND (FISCAL SPONSOR) 1201 CONNECTICUT AVE. NW, SUITE 300 WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT: MAKE IT WORK CAMPAIGN $ 3,000,000 PROJECT SUPPORT: THE RULES FOUNDATION $1,500,000	4,500,000.
NEW WORLD FOUNDATION 666 WEST END AVENUE NEW YORK, NY 10025	NONE PC	PROJECT SUPPORT: COIN $4,780,450 PROJECT SUPPORT: LOCAL ECONOMIES PROJECT: FIELD BUILDING $6,520,500 PROJECT SUPPORT: LOCAL ECONOMIES PROJECT: FOOD BANKS $875,500 PROJECT SUPPORT: LOCAL ECONOMIES PROJECT $7,508,769 PROJECT SUPPORT: LOCAL ECONOMIES PROJECT: FOOD HUBS $315,000	20,000,219.
NEW YORK WOMEN'S FOUNDATION 39 BROADWAY, SUITE 2300 NEW YORK, NY 10006	NONE PC	GENERAL SUPPORT: $200,000 EMERGENCY RELIEF: HURRICANE SANDY RESPONSE & RECOVERY FUND $250,000	450,000.
NIKE FOUNDATION ONE BOWERMAN DRIVE BEAVERTON, OR 97005	NONE PF	PROJECT SUPPORT: GIRL EFFECT	20,000,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NORTHEAST FOUNDATION FOR CHILDREN 85 AVENUE A, SUITE 204 P.O.BOX 718 TURNER FALLS, MA 01376-3952	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: RESPONSIVE CLASSROOMS	600,000.
OAKLAND UNIFIED SCHOOL DISTRICT 746 GRAND AVENUE OAKLAND, CA 94610	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	500,000.
OREGON ABUSE ADVOCATES & SURVIVORS IN SERVICE PO BOX 2161 PORTLAND, OR 97208	NONE PC	GENERAL SUPPORT	60,000.
PACE CENTER FOR GIRLS ONE WEST ADAMS STREET, SUITE 301 JACKSONVILLE, FL 32202	NONE PC	PROJECT SUPPORT: VISION 20/20	750,000.
PENNSYLVANIA STATE UNIVERSITY 110 TECHNOLOGY CENTER BUILDING UNIVERSITY PARK, PA 16802-7000	NONE PC	PROJECT SUPPORT: PREVENTION RESEARCH CENTRE: I3 MATCHING GRANT	500,000.
POLARIS PROJECT PO BOX 53315 WASHINGTON, DC 20009	NONE PC	GENERAL SUPPORT	200,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
POPULATION COUNCIL ONE DAG HAMMARSKJOLD PLAZA NEW YORK, NY 10017	NONE PC	PROJECT SUPPORT: BUILDING A COMMUNITY OF PRACTICE TO DESIGN & EXECUTE AT SCALE ON BEHALF OF THE POOREST GIRLS IN THE POOREST COMMUNITIES $622,209 PROJECT SUPPORT: SEX TRAFFICKING RESEARCH $170,073 PROJECT SUPPORT: EXPANDING & UNDERSTANDING THE EFFECT OF SOCIAL & ECONOMIC ASSETS FOR VULNERABLE ADOLESCENT GIRLS IN KENYA $427,425	1,219,707.
PROTEUS FUND 15 RESEARCH DRIVE SUITE B AMHERST, MA 01002	NONE PC	PROJECT SUPPORT: WOMEN'S HUMAN RIGHTS FUNDERS GROUP	50,000.
RACE FORWARD 32 BROADWAY, SUITE 1801 NEW YORK, NY 10004	NONE PC	PROJECT SUPPORT: RACE AND GENDER AND EMPLOYMENT PROJECT	350,000.
RESTAURANT OPPORTUNITIES CENTERS UNITED 350 7TH AVENUE, SUITE 1504 NEW YORK, NY 10001	NONE PC	PROJECT SUPPORT: RESTAURANT GENDER JUSTICE PROJECT	200,000.
RISING TIDE CAPITAL 334 MARTIN LUTHER KING JR. DRIVE JERSEY CITY, NJ 07305	NONE PC	GENERAL SUPPORT	800,000.
ROCKEFELLER FAMILY FUND 475 RIVERSIDE DRIVE, SUITE 900 NEW YORK, NY 10115	NONE PC	PROJECT SUPPORT: WORK/LIFE 20/20 $750,000 PROJECT SUPPORT: ECONOMIC EQUITY PROGRAM $3,750,000	4,500,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RUTGERS UNIVERSITY FOUNDATION 120 ALBANY STREET PLAZA, SUITE 201 NEW BRUNSWICK, NJ 08901-1261	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: SOCIAL DECISION MAKING/PROBLEM SOLVING	225,000.
SACRAMENTO CITY UNIFIED SCHOOL DISTRICT 5735 47TH AVE. SACRAMENTO, NY 95824	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
SADIE NASH LEADERSHIP PROJECT 157 MONTAGUE STREET BROOKLYN, NY 11201	NONE PC	GENERAL SUPPORT	200,000.
SANCTUARY FOR FAMILIES 30 WALL STREET, 8TH FLOOR NEW YORK, NY 10005	NONE PC	GENERAL SUPPORT	125,000.
SHE'S THE FIRST 116 WEST 23RD STREET NEW YORK, NY 10011	NONE PC	GENERAL SUPPORT	50,000.
SPARK EAST 19TH STREET BROOKLYN, NY 11217	NONE PC	GENERAL SUPPORT	80,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE HAWN FOUNDATION 220 26TH STREET, SUITE 203 SANTA MONICA, CA 94129-0918	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: MINDUP	600,000.
TIDES CENTER (FISCAL SPONSOR) PO BOX 29198 SAN FRANCISCO, CA 94129-0918	NONE PC	PROJECT SUPPORT: A CALL TO MEN $275,000 PROJECT SUPPORT: RAISING VOICES $756,800 PROJECT SUPPORT: ASIAN & PACIFIC ISLANDER INSTITUTE ON DOMESTIC VIOLENCE $50,000	1,081,800.
TIDES FOUNDATION 55 EXCHANGE PLACE SUITE 402 NEW YORK, NY 10005	NONE PC	ANONYMOUS DONOR ADVISED FUND	50,000.
TURNAROUND FOR CHILDREN 25 WEST 45TH STREET, 6TH FLOOR NEW YORK, NY 10036	NONE PC	GENERAL SUPPORT	800,000.
UC HASTINGS FOUNDATION 200 MCALLISTER STREET SAN FRANCISCO, CA 94102	NONE PC	PROJECT SUPPORT: CENTER FOR GENDER AND REFUGEE STUDIES	100,000.
V-DAY 303 PARK AVENUE SOUTH 1184 NEW YORK, NY 10010	NONE PC	GENERAL SUPPORT	4,000,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHOE COUNTY SCHOOL DISTRICT 380 EDISON WAY RENO, NV 89502	NONE PC	PROJECT SUPPORT: SEL COLLABORATING DISTRICTS INITIATIVE	250,000.
WELLESLEY COLLEGE 106 CENTRAL STREET WELLESLEY, MA 02481-8203	NONE PC	PROJECT SUPPORT: OPEN CIRCLE PROJECT $78,410 PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: OPEN CIRCLE $600,000	678,410.
WITNESS 80 HANSON PLACE, 5TH FLOOR BROOKLYN, NY 11217	NONE PC	PROJECT SUPPORT: ADDRESSING GENDER BASED VIOLENCE THROUGH VIDEO-FOR-CHANGE	200,000.
WOMEN FOR WOMEN INTERNATIONAL 200 M ST. NW, SUITE 200 WASHINGTON, DC 20036	NONE PC	GENERAL SUPPORT	700,000.
WOMEN MAKE MOVIES, INC. 115 W. 29TH STREET, SUITE 1200 NEW YORK, NY 10001	NONE PC	PROJECT SUPPORT: GRITTV	300,000.
WOMEN THRIVE WORLDWIDE 1726 M ST. NW SUITE 1075 WASHINGTON, DC 20036	NONE PC	PROJECT SUPPORT: BUILDING U.S. LEADERSHIP TO END VIOLENCE AGAINST WOMEN & GIRLS GLOBALLY	50,000.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOMEN WIN FOUNDATION PO BOX 734 NORTHHAMPTON, MA 01061	NONE PC	GENERAL SUPPORT	200,000.
WOMEN'S ENEWS 6 BARCLAY STREET, 6TH FLOOR NEW YORK, NY 10007	NONE PC	GENERAL SUPPORT	10,000.
WOMEN'S MEDIA CENTER 1825 K STREET NW, SUITE 400 WASHINGTON, DC 20006	NONE PC	GENERAL SUPPORT	644,000.
YALE UNIVERSITY P.O. BOX 2038 NEW HAVEN, CT 06521	NONE PC	PROJECT SUPPORT: GROWTH & SCALING PROGRAM FOR SEL PROGRAM PROVIDERS: RULER APPROACH	600,000.
		TOTAL CONTRIBUTIONS APPROVED	107,277,348.

Form **2220** Department of the Treasury Internal Revenue Service

Underpayment of Estimated Tax by Corporations

▶ Attach to the corporation's tax return.

▶ Information about Form 2220 and its separate instructions is at *www.irs.gov/form2220.*

OMB No. 1545-0142

2013

Name	Employer identification number
NOVO FOUNDATION	47-0824753

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

Part I Required Annual Payment

1	Total tax (see instructions)			1	610,437.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a			
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b			
c	Credit for federal tax paid on fuels (see instructions)	2c			
d	**Total.** Add lines 2a through 2c			2d	
3	Subtract line 2d from line 1. If the result is less than $500, **do not** complete or file this form. The corporation does not owe the penalty			3	610,437.
4	Enter the tax shown on the corporation's 2012 income tax return (see instructions). **Caution:** ***If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5***			4	681,898.
5	**Required annual payment.** Enter the **smaller** of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3			5	610,437.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

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

Part III Figuring the Underpayment

			(a)	(b)	(c)	(d)
9	**Installment due dates.** Enter in columns (a) through (d) the 15th day of the 4th (***Form 990-PF filers:*** Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9	05/15/2013	06/15/2013	09/15/2013	12/15/2013
10	**Required installments.** If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column	10	152,609.	152,609.	152,609.	152,609.
11	Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15	11	200,928.	300,000.	685,000.	235,000.
	Complete lines 12 through 18 of one column before going to the next column.					
12	Enter amount, if any, from line 18 of the preceding column	12		48,319.	195,710.	728,101.
13	Add lines 11 and 12	13		348,319.	880,710.	963,101.
14	Add amounts on lines 16 and 17 of the preceding column	14				
15	Subtract line 14 from line 13. If zero or less, enter -0-	15	200,928.	348,319.	880,710.	963,101.
16	If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16				
17	**Underpayment.** If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	17				
18	**Overpayment.** If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column	18	48,319.	195,710.	728,101.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

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Part IV Figuring the Penalty

		(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). ***(Form 990-PF and Form 990-T filers:*** Use 5th month instead of 3rd month.)	19				
20 Number of days from due date of installment on line 9 to the date shown on line 19	20				
21 Number of days on line 20 after 4/15/2013 and before 7/1/2013	21				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 3%	22	$	$	$	$
23 Number of days on line 20 after 6/30/2013 and before 10/1/2013	23				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 3%	24	$	$	$	$
25 Number of days on line 20 after 9/30/2013 and before 1/1/2014	25				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 3%	26	$	$	$	$
27 Number of days on line 20 after 12/31/2013 and before 4/1/2014	27				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x *%	28	$	$	$	$
29 Number of days on line 20 after 3/31/2014 and before 7/1/2014	29				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x *%	30	$	$	$	$
31 Number of days on line 20 after 6/30/2014 and before 10/1/2014	31				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x *%	32	$	$	$	$
33 Number of days on line 20 after 9/30/2014 and before 1/1/2015	33				
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365}$ x *%	34	$	$	$	$
35 Number of days on line 20 after 12/31/2014 and before 2/16/2015	35				
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{365}$ x *%	36	$	$	$	$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	$	$	$	$

38 **Penalty.** Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 33; or the comparable line for other income tax returns . . . 38 $

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

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Part II **Annualized Income Installment Method**

			(a)	(b)	(c)	(d)
20	Annualization periods (see instructions)	20	First 2 months	First 3 months	First 6 months	First 9 months
21	Enter taxable income for each annualization period (see instructions for the treatment of extraordinary items)	21	11366365.	24561897.	39395413.	53137605.
22	Annualization amounts (see instructions)	22	6.00000	4.00000	2.00000	1.33333
23 a	Annualized taxable income. Multiply line 21 by line 22	23a	68198190.	98247588.	78790826.	70849963.
b	Extraordinary items (see instructions)	23b				
c	Add lines 23a and 23b	23c	68198190.	98247588.	78790826.	70849963.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2 (or comparable line of corporation's return)	24	681,982.	982,476.	787,908.	708,500.
25	Enter any alternative minimum tax for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period (see instructions)	26				
27	Total tax. Add lines 24 through 26	27	681,982.	982,476.	787,908.	708,500.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c (see instructions)	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	681,982.	982,476.	787,908.	708,500.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31	170,496.	491,238.	590,931.	708,500.

Part III **Required Installments**

	Note: *Complete lines 32 through 38 of one column before completing the next column.*		1st installment	2nd installment	3rd installment	4th installment
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the **smaller** of the amounts in each column from line 19 or line 31	32	170,496.	491,238.	590,931.	708,500.
33	Add the amounts in all preceding columns of line 38 (see instructions)	33		152,609.	305,218.	457,827.
34	**Adjusted seasonal or annualized income installments.** Subtract line 33 from line 32. If zero or less, enter -0-	34	170,496.	338,629.	285,713.	250,673.
35	Enter 25% of line 5 on page 1 of Form 2220 in each column. **Note:** *"Large corporations," see the instructions for line 10 for the amounts to enter*	35	152,609.	152,609.	152,609.	152,609.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36				
37	Add lines 35 and 36	37	152,609.	152,609.	152,609.	152,609.
38	**Required installments.** Enter the **smaller** of line 34 or line 37 here and on page 1 of Form 2220, line 10 (see instructions)	38	152,609.	152,609.	152,609.	152,609.

FEDERAL FOOTNOTES

PART VII-B QUESTION 5C GRANT SUBJECT TO EXPENDITURE RESPONSIBILITY
1.NAME AND ADDRESS OF THE GRANTEE
NIKE FOUNDATION
ONE BOWERMAN DRIVE
BEAVERTON, OR 97005

2.DATE AND AMOUNT OF GRANT
AWARDED $15,000,000 JUNE 1, 2007
DISBURSEMENT SEPT 2007, $5,000,000; DISBURSEMENT FEB 2008, $10,000,000 (YEAR 1)
SPEND DATE MAY 31, 2009

AMENDED FEBRUARY 1, 2008, ADDITIONAL $30,000,000
DISBURSEMENT JULY 2008, $15,000,000; SPEND DATE MAY 31, 2010 (YEAR 2)
DISBURSEMENT JULY 2009, $15,000,000; SPEND DATE MAY 31, 2011 (YEAR 3)

AMENDED MAY 13, 2009, ADDITIONAL $15,000,000
DISBURSEMENT JULY, 2010; SPEND DATE MAY 31, 2012 (YEAR 4)

AMENDED OCTOBER 9, 2009, ADDITIONAL $26,000,000 (WITH AN ADDITIONAL $4,000,000 GRANT COMMITMENT TO QUALIFIED THIRD PARTY GRANTEE(S) IN SUPPORT OF WOMEN AND GIRLS IN DEVELOPING REGIONS OF THE WORLD).
DISBURSEMENT JULY 2011, $13,000,000; SPEND DATE MAY 31, 2013 (YEAR 5)
(THIRD PARTY GRANTS TOTALING $2,000,000 TO BE DISBURSED BY MAY 31, 2012)

DISBURSEMENT JULY, 2012, $13,000,000; SPEND DATE MAY 31, 2014 (YEAR 6)
(THIRD PARTY GRANTS TOTALING $2,000,000 TO BE DISBURSED BY MAY 31, 2013)

AMENDED JULY 28, 2010, ADDITIONAL $30,000,000
DISBURSEMENT JULY 2013, $10,000,000; SPEND DATE MAY 31, 2015 (YEAR 7)
DISBURSEMENT JULY, 2014, $10,000,000; SPEND DATE MAY 31, 2016 (YEAR 8)
DISBURSEMENT JULY, 2015, $10,000,000; SPEND DATE MAY 31, 2017 (YEAR 9)

AMENDED MARCH 1, 2011, $300,000.00; FELLOW AGREEMENT

TOTAL OF $115,700,000 TO BE DISTRIBUTED TO NIKE FOUNDATION AND $4,000,000 TO THIRD PARTY GRANTEE(S) OVER A NINE-YEAR PERIOD (2007 -

2015)
$10,000,000 DISBURSED IN 2013.

3.PURPOSE OF GRANT
THE PURPOSE OF THE GRANT IS TO PURSUE THE NIKE FOUNDATION AND NOVO FOUNDATION'S COMMON GOAL OF ALLEVIATING POVERTY IN DEVELOPING REGIONS BY FOCUSING RESOURCES ON OPPORTUNITIES FOR AND INVESTMENT IN ADOLESCENT GIRLS AND YOUNG WOMEN.

4.AMOUNT EXPENDED BY THE GRANTEE
BASED ON GRANTEE PROGRESS AND FISCAL REPORTS RECEIVED FROM GRANTEE, THE NIKE FOUNDATION HAS SPENT THE YEAR 1 DISTRIBUTION, TOTALING $15,000,000, ACCORDING TO THE SPEND DATE AS SPECIFIED IN THE GRANT AGREEMENT (MAY 31, 2009); YEAR 2 DISTRIBUTION, TOTALING $15,000,000, ACCORDING TO THE SPEND DATE AS SPECIFIED IN THE GRANT AGREEMENT (MAY 31, 2010); YEAR 3 DISTRIBUTION, TOTALING $15,000,000, ACCORDING TO THE SPEND DATE AS SPECIFIED IN THE GRANT AGREEMENT (MAY 31, 2011), YEAR 4 DISTRIBUTION, TOTALING $15,000,000, ACCORDING TO THE SPEND DATE AS SPECIFIED IN THE GRANT AGREEMENT (MAY 31, 2012), AND YEAR 5 DISTRIBUTION TOTALING $13,000,000, ACCORDING TO THE SPEND DATE AS SPECIFIED IN THE GRANT AGREEMENT (MAY 31, 2013). FURTHER, PER GRANTEE PROGRESS AND FISCAL REPORT SUBMITTED ON MARCH 24, 2014, $2,841,149.53 OF THE YEAR 5 DISTRIBUTION HAS BEEN PAID OUT THROUGH 12/31/13.

5.DIVERSION OF GRANT FUNDS
TO THE KNOWLEDGE OF THE NOVO FOUNDATION, THE GRANTEE HAS NOT DIVERTED ANY OF THE FUNDS FROM THE PURPOSE OF THE GRANT.

6.DATE OF REPORTS RECEIVED FROM THE GRANTEE
NIKE FOUNDATION OPERATES ON A JUNE 1 - MAY 31 FISCAL YEAR. NIKE FOUNDATION SUBMITTED SIGNED GRANTEE PROGRESS AND FISCAL REPORT FORMS ON DECEMBER 9, 2008, JULY 31, 2009; JULY 30, 2010; JANUARY 18, 2012; MARCH 12, 2012 (INFORMAL REPORT); JULY 1, 2012; JANUARY 24, 2013; JUNE 13, 2013 (INFORMAL REPORT); AUGUST 21, 2013; MARCH 24, 2014 (INFORMAL REPORT).

7.DATES AND RESULTS OF VERIFICATION OF GRANTEE'S REPORTS
1) INTERIM PROGRESS REPORT RECEIVED DECEMBER 9, 2008. VERIFIED AS SATISFACTORY, AND IS ON FILE.
2) INTERIM PROGRESS REPORT RECEIVED JULY 31, 2009. VERIFIED AS SATISFACTORY, AND IS ON FILE.
3) INTERIM PROGRESS REPORT RECEIVED JULY 30, 2010. VERIFIED AS SATISFACTORY, AND IS ON FILE.
4) INTERIM PROGRESS REPORT RECEIVED JANUARY 18, 2012. VERIFIED AS SATISFACTORY, AND IS ON FILE.
5) INTERIM PROGRESS REPORT RECEIVED JULY 1, 2012. VERIFIED AS

SATISFACTORY, AND IS ON FILE.
6) INTERIM PROGRESS REPORT RECEIVED JANUARY 24, 2013. VERIFIED AS SATISFACTORY, AND IS ON FILE.
7) INTERIM PROGRESS REPORT RECEIVED JUNE 13, 2013. VERIFIED AS SATISFACTORY, AND IS ON FILE.
8) INTERIM PROGRESS REPORT RECEIVED AUGUST 21, 2013. VERIFIED AS SATISFACTORY, AND IS ON FILE.
9) INTERIM PROGRESS REPORT RECEIVED MARCH 24, 2014. VERIFIED AS SATISFACTORY, AND IS ON FILE.