

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

**Open to Public Inspection**

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

Name of foundation  
**THE NATHAN CUMMINGS FOUNDATION, INC.**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**475 TENTH AVENUE, 14TH FLOOR**

City or town, state or province, country, and ZIP or foreign postal code  
**NEW YORK, NY 10018**

**A** Employer identification number  
**23-7093201**

**B** Telephone number (see instructions)  
**(212) 787-7300**

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

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

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

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

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

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **444,987,710.**

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

<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)</i>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B <input checked="" type="checkbox"/>				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	19,774.	19,774.		ATCH 1
	4 Dividends and interest from securities	6,584,983.	6,584,983.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,268,809.			
	b Gross sales price for all assets on line 6a	70,886,786.			
	7 Capital gain net income (from Part IV, line 2)		21,432,109.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule) ATCH 3	-4,964,744.	353,105.			
12 Total. Add lines 1 through 11	23,908,822.	28,389,971.			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	659,808.	185,279.		474,529.
	14 Other employee salaries and wages	1,563,234.	86,205.		1,448,043.
	15 Pension plans, employee benefits	1,537,806.	54,237.		1,483,569.
	16a Legal fees (attach schedule) ATCH 4	19,873.	2,763.		16,410.
	b Accounting fees (attach schedule) ATCH 5	46,687.	42,018.		
	c Other professional fees (attach schedule) *	2,633,475.	2,356,171.		277,304.
	17 Interest ATCH 7		1,704,470.		
	18 Taxes (attach schedule) (see instructions) ATCH 8	670,241.	169,572.		
	19 Depreciation (attach schedule) and depletion	14,441.	1,480.		
	20 Occupancy	772,499.	114,092.		658,407.
	21 Travel, conferences, and meetings	339,646.	21,853.		320,335.
	22 Printing and publications	1,230.			1,230.
	23 Other expenses (attach schedule) ATCH 9	723,270.	3,510,258.		655,361.
	24 Total operating and administrative expenses. Add lines 13 through 23	8,982,210.	8,248,398.		5,335,188.
	25 Contributions, gifts, grants paid	16,954,482.			18,362,482.
26 Total expenses and disbursements. Add lines 24 and 25	25,936,692.	8,248,398.	0	23,697,670.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,027,870.				
b Net investment income (if negative, enter -0-)		20,141,573.			
c Adjusted net income (if negative, enter -0-)					

**Part II Balance Sheets**

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

		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .	7,989.	7,307.	7,307.
	2	Savings and temporary cash investments . . . . .	20,114,979.	12,462,842.	12,462,842.
	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) . . . . .	1,538.	13,635.	13,635.
	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 10	310,215.	31,971.	31,971.
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) ATCH 11	22,836,141.	30,298,039.	30,298,039.
	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 12	331,942,026.	377,307,795.	377,307,795.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶	1,513,886. 1,401,363.	74,344. 112,523.	112,523.
15	Other assets (describe ▶ ATCH 13 )	32,661,238.	24,753,598.	24,753,598.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	407,948,470.	444,987,710.	444,987,710.	
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .	365,640.	505,489.	
	18	Grants payable . . . . .	2,358,000.	950,000.	
	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 14 )	4,186,136.	4,661,861.	
23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	6,909,776.	6,117,350.		
<b>Net Assets or Fund Balances</b>		<b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted . . . . .	401,038,694.	438,870,360.	
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
		<b>Foundations that do not follow SFAS 117, . . . ▶</b> <input type="checkbox"/> <b>check here and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds . . . . .			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	401,038,694.	438,870,360.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	407,948,470.	444,987,710.		

**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	401,038,694.
2	Enter amount from Part I, line 27a . . . . .	2	-2,027,870.
3	Other increases not included in line 2 (itemize) ▶ ATCH 15 . . . . .	3	39,859,536.
4	Add lines 1, 2, and 3 . . . . .	4	438,870,360.
5	Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	438,870,360.

**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			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) <span style="float:right">                     { If gain, also enter in Part I, line 7                      If (loss), enter -0- in Part I, line 7 }                 </span>				2	21,432,109.	
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	24,217,528.	405,052,970.	0.059789
2011	25,878,121.	417,695,185.	0.061955
2010	25,346,163.	406,637,207.	0.062331
2009	23,915,472.	379,701,242.	0.062985
2008	28,242,177.	489,742,179.	0.057667
2 Total of line 1, column (d)			0.304727
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			0.060945
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			396,636,047.
5 Multiply line 4 by line 3			24,172,984.
6 Enter 1% of net investment income (1% of Part I, line 27b)			201,416.
7 Add lines 5 and 6			24,374,400.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			23,750,290.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total amount owed is 184,004.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, tax returns, and substantial contributors. Includes 'Attachment 24' reference.

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).			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).			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . Website address ▶ WWW.NATHANCUMMINGS.ORG	X		
14	The books are in care of ▶ C/O THE FOUNDATION Telephone no. ▶ 212-787-7300 Located at ▶ 475 TENTH AVENUE NEW YORK, NY ZIP+4 ▶ 10018			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) . . . . .	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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)**

**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**

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?  Yes  No **6b**   
If "Yes" to 6b, file Form 8870.

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

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No **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 16		659,808.	142,527.	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 17		808,463.	180,060.	0

**Total number of other employees paid over \$50,000**  **10**

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

**3 Five highest-paid independent contractors for professional services (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 18		2,071,746.
<b>Total number of others receiving over \$50,000 for professional services</b> . . . . . ▶		0

**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.

1	Expenses
SEE ATTACHMENT 19A	290,459.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1	Amount
NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
<b>Total.</b> Add lines 1 through 3 . . . . . ▶	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	401,715,416.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	960,774.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	402,676,190.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	402,676,190.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	6,040,143.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	396,636,047.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	19,831,802.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	19,831,802.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	402,831.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	402,831.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	19,428,971.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	522.
<b>5</b>	Add lines 3 and 4	<b>5</b>	19,429,493.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	19,429,493.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	23,697,670.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	52,620.
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	23,750,290.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	23,750,290.

**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 . . . . .				19,429,493.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only . . . . .				
b Total for prior years: 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u> . . . . .				
3 Excess distributions carryover, if any, to 2013:				
a From 2008 . . . . .	3,806,656.			
b From 2009 . . . . .	4,777,821.			
c From 2010 . . . . .	6,229,211.			
d From 2011 . . . . .	5,262,038.			
e From 2012 . . . . .	3,998,904.			
f <b>Total</b> of lines 3a through e . . . . .	24,074,630.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>23,750,290.</u>				
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 . . . . .				19,429,493.
e Remaining amount distributed out of corpus . . . . .	4,320,797.			
5 Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 <b>Enter the net total of each column as indicated below:</b>				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	28,395,427.			
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) . . . . .	3,806,656.			
9 <b>Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a . . . . .	24,588,771.			
10 Analysis of line 9:				
a Excess from 2009 . . . . .	4,777,821.			
b Excess from 2010 . . . . .	6,229,211.			
c Excess from 2011 . . . . .	5,262,038.			
d Excess from 2012 . . . . .	3,998,904.			
e Excess from 2013 . . . . .	4,320,797.			

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)

Table with 5 main columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions from Part XII), 2d (Amounts included in line 2c not used directly for active conduct), 2e (Qualifying distributions made directly for active conduct), 3 (Alternative tests: Assets, Endowment, Support).

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

N/A

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

N/A

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

Check here [ ] 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:

ATCH 19

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

ATCH 20

c Any submission deadlines:

ATCH 21

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

ATCH 22

**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 <i>Paid during the year</i> SEE ATTACHMENT 23A	NONE			16,954,482.
<b>Total</b> .....				<b>▶ 3a</b> 16,954,482.
b <i>Approved for future payment</i> SEE ATTACHMENT 23B				950,000.
<b>Total</b> .....				<b>▶ 3b</b> 950,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, Gain or (loss) from sales, and Subtotal.

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

Table with 2 columns: 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.

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

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

Table with 2 columns: Yes, No. Rows for 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

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

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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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.

Sign Here

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

Preparer information area with redacted content.

**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)	
70886786.		SEE SCHEDULE ATTACHED PROPERTY TYPE: SECURITIES 70947373.				P	-60,587.	
		L.P. PASS-THROUGH GAINS (LOSSES) PROPERTY TYPE: OTHER				P	22329396.	
		LESS: AMOUNT ATTRIBUTABLE TO UBIT PROPERTY TYPE: OTHER				P	-836,700.	
TOTAL GAIN (LOSS) .....		.....					<u>21432109.</u>	

THE NATHAN CUMMINGS FOUNDATION  
 REALIZED GAINS AND LOSSES SUMMARY  
 DECEMBER 31, 2013  
 EIN # 23-7093201

PART IV - LINE 2  
 REALIZED GAINS AND LOSSES SUMMARY

<u>DESCRIPTION</u>	<u>GROSS PROCEEDS</u>	<u>COST</u>	<u>GAIN/(LOSS)</u>
<b>PUBLICLY TRADED SECURITIES</b>	<u>70,886,786</u>	<u>70,947,373</u>	(60,587)
<b>LIMITED PARTNERSHIP/ALTERNATIVE ASSETS PASS-THROUGH GAINS/(LOSSES)</b>			
NEW CENTURY HOLDINGS XI, L.P.			(126,382)
BROOKSIDE CAYMAN LTD			153,144
SRI NINE REIT			12,545
CROW HOLDINGS REALTY PARTNERS V-A, L.P.			224,952
FARALLON CAPITAL INSTITUTIONAL PARTNERS L.P.			(6,301)
LARAMAR MULTI-FAMILY VALUE FUND, L.P.			387,707
SILVERPEAK LEGACY PENSIONS PARTNERS, L.P.			(1,866)
PRAEDIUM FUND VI, L.P.			166,833
PRAEDIUM FUND VII, L.P.			187,964
FIA TIMBER PARTNERS, L.P.			284,661
HEARTWOOD FORESTLAND FUND V, L.P.			97,822
HEARTWOOD FORESTLAND FUND V SIDE FUND, L.P.			47,262
HEARTWOOD FORESTLAND FUND V SIDE FUND II, L.P.			83,936
TISHMAN SPEYER REAL ESTATE VENTURE VII			(940,351)
RIVA CAPITAL PARTNERS II, L.P.			253,565
QUEBEC FORESTLANDS L.P.			8,741
THOR URBAN PROPERTY FUND			6,790
TIFF PRIVATE EQUITY PARTNERS 2008, LLC.			323,989
TIFF PRIVATE EQUITY PARTNERS 2009, LLC.			706
TIFF PRIVATE EQUITY PARTNERS 2010, LLC.			(14,142)
NCF FUND, A SERIES OF GLOBAL ENDOWMENT TARGETED STRATEGY FUND, L.P.			21,120,211
GEF STL FUND, A SERIES OF GLOBAL ENDOWMENT TRAGETED STRATEGY FUND, L.P.			(5,966)
GEM LIQUID MARKETS FUND A, L.P.			63,576
<b>TOTAL LIMITED PARTNERSHIP/ALTERNATIVE ASSETS PASS-THROUGH GAINS/(LOSSES)</b>			<u>22,329,396</u>
		<b>TOTAL GAINS(LOSSES)</b>	<u>22,268,809</u>

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

**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

<b>Type or print</b>  <small>File by the due date for filing your return. See instructions.</small>	Name of exempt organization or other filer, see instructions.  THE NATHAN CUMMINGS FOUNDATION, INC.	Employer identification number (EIN) or  23-7093201
	Number, street, and room or suite no. If a P.O. box, see instructions.  475 TENTH AVENUE, 14TH FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.  NEW YORK, NY 10018	

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  Telephone No.  212 787-7300 Fax No.
- 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 ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTIVELY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

<b>8a</b> 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.	<b>8a</b> \$	185,000.
<b>b</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.	<b>8b</b> \$	586,835.
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$	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



# 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](http://www.irs.gov/form8868).

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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](http://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

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>THE NATHAN CUMMINGS FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>23-7093201</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>475 TENTH AVENUE, 14TH FLOOR</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10018</b>	

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

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  C/O THE FOUNDATION

Telephone No.  FAX No.

- 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 11/17, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

calendar year 2013 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

<b>3a</b> 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.	<b>3a</b>	\$ 800,000.
<b>b</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.	<b>3b</b>	\$ 35,000.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$ 765,000.

**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.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

**Return by a U.S. Transferor of Property  
 to a Foreign Corporation**

OMB No. 1545-0026

▶ Information about Form 926 and its separate instructions is at [www.irs.gov/form926](http://www.irs.gov/form926).  
 ▶ Attach to your income tax return for the year of the transfer or distribution.

Attachment  
 Sequence No. **128**

**Part I U.S. Transferor Information** (see instructions)

Name of transferor <b>THE NATHAN CUMMINGS FOUNDATION, INC.</b>	Identifying number (see instructions) <b>28-7093201</b>
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- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations?  Yes  No
- b** Did the transferor remain in existence after the transfer?  Yes  No  
 If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation?  Yes  No  
 If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made?  Yes  No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets?  Yes  No
- c** Is the partner disposing of its **entire** interest in the partnership?  Yes  No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market?  Yes  No

**Part II Transferee Foreign Corporation Information** (see instructions)

<b>3</b> Name of transferee (foreign corporation) <b>SEE ATTACHED STATEMENTS</b>	<b>4a</b> Identifying number, if any
<b>5</b> Address (including country)	<b>4b</b> Reference ID number (see instructions)
<b>6</b> Country code of country of incorporation or organization (see instructions)	
<b>7</b> Foreign law characterization (see instructions)	
<b>8</b> Is the transferee foreign corporation a controlled foreign corporation? <input type="checkbox"/> Yes <input type="checkbox"/> No	

**Part III** Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash					
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

**Supplemental Information Required To Be Reported** (see instructions):

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**Part IV Additional Information Regarding Transfer of Property** (see instructions)

**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before \_\_\_\_\_% (b) After \_\_\_\_\_%

**10** Type of nonrecognition transaction (see instructions) ► \_\_\_\_\_

**11** Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3) . . . . .  Yes  No
- b Gain recognition under section 904(f)(5)(F) . . . . .  Yes  No
- c Recapture under section 1503(d) . . . . .  Yes  No
- d Exchange gain under section 987 . . . . .  Yes  No

**12** Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?  Yes  No

**13** Indicate whether the transferor was required to recognize income under final and Temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property . . . . .  Yes  No
- b Depreciation recapture . . . . .  Yes  No
- c Branch loss recapture . . . . .  Yes  No
- d Any other income recognition provision contained in the above-referenced regulations . . . . .  Yes  No

**14** Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?  Yes  No

**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? . . . . .  Yes  No

**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ \_\_\_\_\_

**16** Was cash the only property transferred? . . . . .  Yes  No

**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? . . . . .  Yes  No

**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

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**INFORMATION REGARDING TRANSFER OF PROPERTY TO FOREIGN CORPORATIONS**

THE FOLLOWING INFORMATION IS BEING PROVIDED FOR PURPOSES OF COMPLETING FORM 926.  
PLEASE CONSULT YOUR TAX ADVISOR TO DETERMINE WHETHER YOU ARE REQUIRED TO FILE FORM 926.

**TRANSFeree FOREIGN CORPORATION AND TRANSFER OF PROPERTY INFORMATION**

**FOREIGN CORPORATION TRANSFeree #1**

NAME OF TRANSFeree:

INFLEXION 2010 BUYOUT FUND (NO.2)

ADDRESS:

LIMITED PARTNERSHIP  
3RD FLOOR TUDOR HOUSE  
LE BORDAGE, ST PETER PORT  
GUERNSEY GY1 3PP

COUNTRY CODE:

GK

IDENTIFYING NUMBER:

98-0676535

FOREIGN LAW CHARACTERIZATION:

LIMITED PARTNERSHIP

IS THE TRANSFeree A CONTROLLED FOREIGN CORPORATION?

NO

9A- TRANSFEROR'S PERCENTAGE INTEREST BEFORE TRANSFER

1.20%

9B- TRANSFEROR'S PERCENTAGE INTEREST AFTER TRANSFER

1.20%

**PART III- INFORMATION REGARDING PROPERTY TRANSFERRED**

CASH - 2/28/2013

37,499

CASH - 4/24/2013

110,078

CASH - 5/29/2013

423,413

CASH - 9/24/2013

77,745

CASH - 10/4/2013

343,425

CASH - 10/17/2013

820,220

**ADDITIONAL INFORMATION:**

THE ANSWERS BELOW PERTAIN TO THE TRANSFERS LISTED ABOVE.

LINE 10: IRC SECTION 351

LINE 11-15: NO

LINE 16: YES

LINE 17: NO

THE NATHAN CUMMINGS FOUNDATION'S (THE "FOUNDATION") OWNERSHIP PERCENTAGE IN TIFF PRIVATE EQUITY PARTNERS 2010, LLC, THE TRANSFEROR, BOTH PRIOR TO AND AFTER THE TRANSFER WAS 7.8370%. THEREFORE, THE FOUNDATIONS REPRESENTATIVE SHARE OF THE TRANSFER IS 7.8370% OF THE INDICATED AMOUNTS ABOVE.

**TRANSFeree FOREIGN CORPORATION AND TRANSFER OF PROPERTY INFORMATION (CONTINUED)**

**FOREIGN CORPORATION TRANSFeree #2**

NAME OF TRANSFeree  
ADDRESS:

ASOF II FEEDER FUND L.P. INCORPORATED  
TRAFALGAR COURT  
LES BANQUES, ST. PETER PORT  
GUERNSEY, GY1 3QL, CHANNEL ISLANDS  
XC

COUNTRY CODE:

IDENTIFYING NUMBER:

EIN: 98-0667889

FOREIGN LAW CHARACTERIZATION:

PARTNERSHIP

IS THE TRANSFeree A CONTROLLED FOREIGN CORPORATION ?

NO

9A - TRANSFEROR'S PERCENTAGE INTEREST BEFORE THE TRANSFER:

6.28%

9B - TRANSFEROR'S PERCENTAGE INTEREST AFTER THE TRANSFER:

6.28%

**PART III - INFORMATION REGARDING PROPERTY TRANSFERRED**

CASH - 6/24/2013

926,853

CASH - 9/26/2013

578,214

**ADDITIONAL INFORMATION:**

THE ANSWERS BELOW PERTAIN TO THE TRANSFERS LISTED ABOVE.

LINE 10: IRC SECTION 351

LINE 11-15: NO

LINE 16: YES

LINE 17: NO

THE NATHAN CUMMINGS FOUNDATION'S (THE "FOUNDATION") OWNERSHIP PERCENTAGE IN TIFF PRIVATE EQUITY PARTNERS 2010, LLC, THE TRANSFEROR, BOTH PRIOR TO AND AFTER THE TRANSFER WAS 7.8370%. THEREFORE, THE FOUNDATION'S REPRESENTATIVE SHARE OF THE TRANSFER IS 7.8370% OF THE INDICATED AMOUNTS ABOVE.

C-35.12

**INFORMATION REGARDING INDIRECT TRANSFER OF PROPERTY TO FOREIGN CORPORATIONS**

THE FOLLOWING INFORMATION IS BEING PROVIDED FOR PURPOSES OF COMPLETING FORM 926.  
PLEASE CONSULT YOUR TAX ADVISOR TO DETERMINE WHETHER YOU ARE REQUIRED TO FILE FORM 926.

**TRANSFeree FOREIGN CORPORATION AND TRANSFER OF PROPERTY INFORMATION**

**TRANSFeree #1**

NAME OF TRANSFeree: TURBOFAN SOLUTIONS (BAHAMAS) LTD.  
ADDRESS: P.O. BOX N-3937, NASSAU, THE BAHAMAS  
COUNTRY CODE: BF  
IDENTIFYING NUMBER: N/A  
FOREIGN LAW CHARACTERIZATION: CORPORATION CORPORATION  
IS THE TRANSFeree A CONTROLLED FOREIGN CORPORATION? YES  
TYPE OF PROPERTY: AIRCRAFT  
DATE OF TRANSFER: 6/3/2013  
FMV ON DATE OF TRANSFER: 9,504  
BASIS ON DATE OF TRANSFER: 25,850  
TRANSFEROR'S PERCENTAGE INTEREST BEFORE THE TRANSFER: 0.0000%  
TRANSFEROR'S PERCENTAGE INTEREST AFTER THE TRANSFER: 3.1200%

**ADDITIONAL INFORMATION**

THE ANSWERS BELOW PERTAIN TO THE TRANSFER LISTED ABOVE:

LINE 10: SECTION 351  
LINE 11-15: NO  
LINE 16: NO  
LINE 17: NO

**TRANSFeree #2**

NAME OF TRANSFeree: AIRCRAFT SOLUTIONS LX XIV S.A.R.L.  
ADDRESS: 5C, RUE EUGENE RUPPERT, L-2453 LUXEMBOURG  
COUNTRY CODE: LU  
IDENTIFYING NUMBER: 98-1084710  
FOREIGN LAW CHARACTERIZATION: CORPORATION CORPORATION  
IS THE TRANSFeree A CONTROLLED FOREIGN CORPORATION? YES  
TYPE OF PROPERTY: CASH  
DATE OF TRANSFER: 6/3/2013  
FMV ON DATE OF TRANSFER: 155,848  
TRANSFEROR'S PERCENTAGE INTEREST BEFORE THE TRANSFER: 3.1194%  
TRANSFEROR'S PERCENTAGE INTEREST AFTER THE TRANSFER: 3.1667%

**ADDITIONAL INFORMATION**

THE ANSWERS BELOW PERTAIN TO THE TRANSFERS LISTED ABOVE:

LINE 10: SECTION 351  
LINE 11-15: NO  
LINE 16: YES  
LINE 17: NO

THE NATHAN CUMMINGS FOUNDATION'S (THE "FOUNDATION") OWNERSHIP PERCENTAGE IN NCF FUND, A SERIES OF GLOBAL ENDOWMENT TARGETED STRATEGY FUND, LP, THE TRANSFEROR, WAS 97.3562%. THEREFORE, THE FOUNDATION'S REPRESENTATIVE SHARE OF THE TRANSFER IS 97.3562% OF THE INDICATED AMOUNTS ABOVE.

**INFORMATION REGARDING INDIRECT TRANSFER OF PROPERTY TO FOREIGN CORPORATIONS (CONTINUED)**

THE FOLLOWING INFORMATION IS BEING PROVIDED FOR PURPOSES OF COMPLETING FORM 926.  
PLEASE CONSULT YOUR TAX ADVISOR TO DETERMINE WHETHER YOU ARE REQUIRED TO FILE FORM 926.

**TRANSFeree FOREIGN CORPORATION AND TRANSFER OF PROPERTY INFORMATION**

**TRANSFeree #3**

NAME OF TRANSFeree: LUMINUS SPECIAL OPPORTUNITIES I MASTER FUND, LTD.  
ADDRESS: CRICKET SQUARE, HUTCHINS DRIVE, GRAND CAYMAN, CJ KY1-111  
COUNTRY CODE: CJ  
IDENTIFYING NUMBER: 98-1055002  
FOREIGN LAW CHARACTERIZATION: CORPORATION CORPORATION  
IS THE TRANSFeree A CONTROLLED FOREIGN CORPORATION? YES  
TYPE OF PROPERTY: CASH  
DATE OF TRANSFER: 12/31/2013  
FMV ON DATE OF TRANSFER: 178,446  
TRANSFEROR'S PERCENTAGE INTEREST BEFORE THE TRANSFER: 17.6147%  
TRANSFEROR'S PERCENTAGE INTEREST AFTER THE TRANSFER: 17.5923%

**TRANSFeree #4**

NAME OF TRANSFeree: PT BUKIT BARISAN INDAH PRIMA  
ADDRESS: JI. MESJID II NO: 18 PEJOMPOGAN, BENDUNGAN HILIR,  
JAKARTA PUSAT/DKI, JAKARTA 10210  
INDONESIA  
COUNTRY CODE: ID  
IDENTIFYING NUMBER: N/A  
FOREIGN LAW CHARACTERIZATION: CORPORATION CORPORATION  
IS THE TRANSFeree A CONTROLLED FOREIGN CORPORATION? NO  
TYPE OF PROPERTY: CASH  
DATE OF TRANSFER: VARIOUS  
FMV ON DATE OF TRANSFER: 316,178  
TRANSFEROR'S PERCENTAGE INTEREST BEFORE THE TRANSFER: N/A  
TRANSFEROR'S PERCENTAGE INTEREST AFTER THE TRANSFER: N/A

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**ADDITIONAL INFORMATION**

THE ANSWERS BELOW PERTAIN TO THE TRANSFERS LISTED ABOVE:

LINE 10: SECTION 351  
LINE 11-15: NO  
LINE 16: YES  
LINE 17: NO

THE NATHAN CUMMINGS FOUNDATION'S (THE "FOUNDATION") OWNERSHIP PERCENTAGE IN NCF FUND, A SERIES OF GLOBAL ENDOWMENT TARGETED STRATEGY FUND, LP, THE TRANSFEROR, WAS 97.3562%. THEREFORE, THE FOUNDATIONS REPRESENTATIVE SHARE OF THE TRANSFER IS 97.3562% OF THE INDICATED AMOUNTS ABOVE.

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INFORMATION REGARDING INDIRECT TRANSFER OF PROPERTY TO FOREIGN CORPORATIONS (CONTINUED)

THE FOLLOWING INFORMATION IS BEING PROVIDED FOR PURPOSES OF COMPLETING FORM 926.  
PLEASE CONSULT YOUR TAX ADVISOR TO DETERMINE WHETHER YOU ARE REQUIRED TO FILE FORM 926.

TRANSFeree FOREIGN CORPORATION AND TRANSFER OF PROPERTY INFORMATION

TRANSFeree #5

NAME OF TRANSFeree: FLIPKART PRIVATE LIMITED  
ADDRESS: 80, RAFFLES PLACE  
NO. 32-01 UOB PLAZA, SINGAPORE, 048624  
SINGAPORE  
COUNTRY CODE: N/A  
IDENTIFYING NUMBER: 98-1023629  
FOREIGN LAW CHARACTERIZATION: PRIVATE COMPANY LIMITED BY SHARES  
IS THE TRANSFeree A CONTROLLED FOREIGN CORPORATION? N/A  
TYPE OF PROPERTY: CASH  
DATE OF TRANSFER: VARIOUS  
FMV ON DATE OF TRANSFER: 41,817  
TRANSFEROR'S PERCENTAGE INTEREST BEFORE THE TRANSFER: VARIOUS  
TRANSFEROR'S PERCENTAGE INTEREST AFTER THE TRANSFER: VARIOUS

TRANSFeree #6

NAME OF TRANSFeree: EPHARMA - PBM DO BRASIL S/A  
ADDRESS: ALAMEDA MAMORE, N 989, CONJUNTO 902  
ALPHAVILLE, BARUERI, SAO PAULO, BR  
COUNTRY CODE: BR  
IDENTIFYING NUMBER: N/A  
FOREIGN LAW CHARACTERIZATION: CORPORATION  
IS THE TRANSFeree A CONTROLLED FOREIGN CORPORATION? NO  
TYPE OF PROPERTY: CASH  
DATE OF TRANSFER: 6/18/2013  
FMV ON DATE OF TRANSFER: 80,136  
TRANSFEROR'S PERCENTAGE INTEREST BEFORE THE TRANSFER: 0.0000%  
TRANSFEROR'S PERCENTAGE INTEREST AFTER THE TRANSFER: 1.7247%

ADDITIONAL INFORMATION

THE ANSWERS BELOW PERTAIN TO THE TRANSFERS LISTED ABOVE:

LINE 10: SECTION 351  
LINE 11-15: NO  
LINE 16: YES  
LINE 17: NO

THE NATHAN CUMMINGS FOUNDATION'S (THE "FOUNDATION") OWNERSHIP PERCENTAGE IN NCF FUND, A SERIES OF GLOBAL ENDOWMENT TARGETED STRATEGY FUND, LP, THE TRANSFEROR, WAS 97.3562%. THEREFORE, THE FOUNDATION'S REPRESENTATIVE SHARE OF THE TRANSFER IS 97.3562% OF THE INDICATED AMOUNTS ABOVE.

INFORMATION REGARDING INDIRECT TRANSFER OF PROPERTY TO FOREIGN CORPORATIONS (CONTINUED)

THE FOLLOWING INFORMATION IS BEING PROVIDED FOR PURPOSES OF COMPLETING FORM 926.

PLEASE CONSULT YOUR TAX ADVISOR TO DETERMINE WHETHER YOU ARE REQUIRED TO FILE FORM 926.

TRANSFeree FOREIGN CORPORATION AND TRANSFER OF PROPERTY INFORMATION

TRANSFeree #7

NAME OF TRANSFeree:	AIRCRAFT HOLDING SOLUTIONS II LUX SARL
ADDRESS:	5C, RUE EUGENE RUPPERT
COUNTRY CODE:	L-2453 LUXEMBOURG
IDENTIFYING NUMBER:	LU
FOREIGN LAW CHARACTERIZATION:	CORPORATION
IS THE TRANSFeree A CONTROLLED FOREIGN CORPORATION?	YES
TYPE OF PROPERTY:	CASH
DATE OF TRANSFER:	7/15/2013
FMV ON DATE OF TRANSFER:	114,704
TRANSFEROR'S PERCENTAGE INTEREST BEFORE THE TRANSFER:	0.0000%
TRANSFEROR'S PERCENTAGE INTEREST AFTER THE TRANSFER:	3.1194%

ADDITIONAL INFORMATION

THE ANSWERS BELOW PERTAIN TO THE TRANSFERS LISTED ABOVE:

LINE 10:	SECTION 351
LINE 11-15:	NO
LINE 16:	YES
LINE 17:	NO

THE NATHAN CUMMINGS FOUNDATION'S (THE "FOUNDATION") OWNERSHIP PERCENTAGE IN NCF FUND, A SERIES OF GLOBAL ENDOWMENT TARGETED STRATEGY FUND, LP, THE TRANSFEROR, WAS 97.3562%. THEREFORE, THE FOUNDATION'S REPRESENTATIVE SHARE OF THE TRANSFER IS 97.3562% OF THE INDICATED AMOUNTS ABOVE.

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST ON SAVINGS/CASH INVESTMENTS	19,774.	19,774.
TOTAL	<u>19,774.</u>	<u>19,774.</u>

ATTACHMENT 2

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST & DIVIDEND INCOME ON INVESTMENTS	558,010.	558,010.
INTEREST & DIVIDEND INCOME ON LIMITED PARTNERSHIPS	6,026,973.	6,026,973.
TOTAL	<u>6,584,983.</u>	<u>6,584,983.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NET LIMITED PARTNERSHIP INCOME (LOSS)	-4,944,996.	597,324.
OTHER INVESTMENT INCOME (LOSS)	-30,480.	-30,480.
MISCELLANEOUS INCOME	10,210.	9,854.
LESS: AMOUNT ATTRIBUTABLE TO UBI RETURN OF GRANTS	522.	-223,593.
TOTALS	<u>-4,964,744.</u>	<u>353,105.</u>

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
GENERAL LEGAL FEES	19,873.	2,763.		16,410.
TOTALS	<u>19,873.</u>	<u>2,763.</u>		<u>16,410.</u>

ATTACHMENT 5

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	46,687.	42,018.		
TOTALS	<u>46,687.</u>	<u>42,018.</u>		

ATTACHMENT 6

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ADVISORY & CUSTODIAN FEES	347,346.	347,346.	
LIMITED PARTNERSHIPS NET MANAGEMENT FEES	2,008,825.	2,008,825.	
OTHER CONSULTANT FEES	277,304.		277,304.
TOTALS	<u>2,633,475.</u>	<u>2,356,171.</u>	<u>277,304.</u>



ATTACHMENT 7

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
LIMITED PARTNERSHIP INTEREST EXPENSE		1,705,787.
LESS: AMOUNT ATTRIBUTABLE TO UBI		-1,317.
TOTALS		<u>1,704,470.</u>

ATTACHMENT 8

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	398,165.	
UNRELATED BUSINESS INCOME TAX	255,095.	
STATE UBI TAXES	15,868.	
OTHER TAXES	1,113.	
FOREIGN TAXES		169,654.
LESS: AMOUNTS ATTRIBUTABLE TO UBI		-82.
TOTALS	<u>670,241.</u>	<u>169,572.</u>

ATTACHMENT 9

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
COMPUTER RELATED EXPENSES	172,776.		172,776.
INSURANCE	41,143.		41,143.
REPAIRS & MAINTENANCE	4,956.		4,956.
SUPPLIES & SERVICES	28,341.		28,341.
STAFF DEVELOPMENT	10,202.		10,202.
POSTAGE & SHIPPING	5,609.		5,609.
TELEPHONE	35,919.		35,919.
GENERAL PROGRAM AREA EXPENSES	7,198.		7,198.
GENERAL OFFICE EXPENSES	24,160.		24,160.
GENERAL STAFF EXPENSES	52,190.		52,190.
BOOKS & SUBSCRIPTIONS	3,169.	2,007.	1,162.
EDUCATION & TRAINING	14,200.	500.	13,700.
DUES & MEMBERSHIPS	27,128.	1,783.	25,345.
LICENSE & FEES	2,453.		2,453.
STRATEGIC PLANNING COSTS	270,710.	4,388.	270,710.
OTHER EXPENSES	23,116.		-40,503.
LIMITED PARTNERSHIPS NET			
PORTFOLIO EXPENSES		3,667,357.	
LESS: AMOUNTS ATTRIBUTABLE TO UBI		-165,777.	
<b>TOTALS</b>	<u>723,270.</u>	<u>3,510,258.</u>	<u>655,361.</u>

ATTACHMENT 10

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

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE	19,638.	19,638.
PREPAID EXPENSES	12,333.	12,333.
TOTALS	<u>31,971.</u>	<u>31,971.</u>



ATTACHMENT 11

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHERN TRUST, DOMESTIC EQ.	46,439.	46,439.
AMALGAMATED BANK, DOMESTIC EQ.	30,251,600.	30,251,600.
TOTALS	<u>30,298,039.</u>	<u>30,298,039.</u>

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
REAL ESTATE FUNDS & PARTNERSHIPS:		
LARAMAR MULTI-FAMILY VALUE FUND, LP	3,570,519.	3,570,519.
PRAEDIUM FUND VI, LP	1,496,893.	1,496,893.
SILVERPEAK LEGACY PENSION PARTNERS, LP	156,053.	156,053.
PRAEDIUM FUND VII LP	4,534,225.	4,534,225.
TISHMAN SPEYER VI SCOTS C LP	2,064,402.	2,064,402.
TISHMAN SPEYER REAL ESTATE VENTURE VII PARALLEL (INT) LP	3,122,121.	3,122,121.
SHORENSTEIN REALTY INVESTORS NINE (REIT), LP	3,932,873.	3,932,873.
THOR URBAN PROPERTY FUND, INC. HEARTWOOD FORESTLAND FUND V	3,486,197.	3,486,197.
SIDE FUND, LP	6,685,333.	6,685,333.
HEARTWOOD FORESTLAND FUND V, LP	2,540,261.	2,540,261.
HEARTWOOD FORESTLAND FUND V SIDE FUND II, LP	4,117,142.	4,117,142.
HEARTWOOD FORESTLAND REIT, LLC	20,349,100.	20,349,100.
QUEBEC FORESTLANDS, LP	582,907.	582,907.
FIA TIMBER PARTNERS, LP	6,042,032.	6,042,032.
CROW HOLDINGS V	4,404,550.	4,404,550.
ALTERNATIVE ASSETS:		
NEW CENTURY HOLDINGS XI, LP	1,390,394.	1,390,394.
NEW CENTURY HOLDINGS XI, LP 2	120,317.	120,317.
NEW CENTURY HOLDINGS XI, LP 3	10,210.	10,210.
NCH EAGLE FUND, LP	496,890.	496,890.
NCH AGRIBUSINESS PARTNERS, LP	4,570,099.	4,570,099.
BROOKSIDE CAYMAN, LIMITED	425,089.	425,089.
BROOKSIDE II CAYMAN, LIMITED	6,235,401.	6,235,401.
FARALLON CAPITAL INSTITUTIONAL PARTNERS, LP	3,091,636.	3,091,636.

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
TIFF PRIV EQUITY PARTNERS 2008	8,151,825.	8,151,825.
TIFF PRIV EQUITY PARTNERS 2009	2,739,737.	2,739,737.
TIFF PRIV EQUITY PARTNERS 2010	3,650,810.	3,650,810.
RIVA CAPITAL PARTNERS II, LP	1,291,932.	1,291,932.
ABRAMS CAPITAL PARTNERS II, LP		
GEM NCF FUND	272,563,384.	272,563,384.
GEM STL FUND	3,172,767.	3,172,767.
GEM LIQUID MARKETS FUND	2,312,696.	2,312,696.
<b>TOTALS</b>	<u>377,307,795.</u>	<u>377,307,795.</u>



FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ACCRUED INTEREST & DIVIDENDS		
RECEIVABLE	36,885.	36,885.
SECURITY DEPOSIT	77,808.	77,808.
REIMBURSEMENT RECEIVABLE	512.	512.
DUE FROM INVESTMENT MANAGERS	24,638,393.	24,638,393.
TOTALS	<u>24,753,598.</u>	<u>24,753,598.</u>

ATTACHMENT 14FORM 990PF, PART II - OTHER LIABILITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
DEFERRED TAXES PAYABLE	1,119,959.
POSTRETIREMENT BENEFIT OBLIGATION	3,541,902.
TOTALS	<u>4,661,861.</u>

ATTACHMENT 15FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED APPRECIATION ON INVESTMENTS	38,992,361.
POSTRETIREMENT BENEFIT OBLIGATION ADJUSTMENT	867,175.
TOTAL	<u>39,859,536.</u>

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

ATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
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MR. JAMES CUMMINGS 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	EXECUTIVE COMMITTEE VICE CHAIR 4.00	0	0	0
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MS. DANIELLE DURCHSLAG 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE 4.00	0	0	0
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MR. ADAM N. CUMMINGS 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	EXECUTIVE COMMITTEE CHAIR 4.00	0	0	0
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MS. SONIA SIMON CUMMINGS 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE 4.00	0	0	0
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MS. JANE M. SAKS 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE 4.00	0	0	0
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MS. RUTH CUMMINGS 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE 4.00	0	0	0
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FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MS. BEATRICE MAYER 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE EMERITUS 4.00	0	0	0
MR. ANDREW LEE 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	CHAIR 4.00	0	0	0
MR. RICK CUMMINGS 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE 4.00	0	0	0
MR. JASON CUMMINGS 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE 4.00	0	0	0
MS. JAIMIE MAYER PHINNEY 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	SECRETARY 4.00	0	0	0
MS. ROBERTA CUMMINGS 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TREASURER 4.00	0	0	0

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

ATTACHMENT 16 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MS. SOPHAL EAR 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE 4.00	0	0	0
MS. TRICIA ROSE 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE 4.00	0	0	0
MR. SIMON GREER 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	PRESIDENT/CEO 40.00	321,000.	53,322.	0
MR. WILLIAM DEMPSEY 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	ASSISTANT TREASURER 40.00	210,058.	47,223.	
MS. ARMANDA FAMIGLIETTI 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	ASSISTANT SECRETARY 40.00	128,750.	41,982.	0
MS. HANNAH CUMMINGS 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	TRUSTEE 4.00	0	0	0
<u>GRAND TOTALS</u>		<u>659,808.</u>	<u>142,527.</u>	<u>0</u>

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

ATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
MS. MAURINE KNIGHTON C/O THE FOUNDATION 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	SENIOR VP - ARTS/OP 40.00	210,058.	54,680. 0
MR. PETER TEAGUE C/O THE FOUNDATION 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	CHIEF STRAT. OFFICER 40.00	210,058.	47,223. 0
MS. ANNETTE ENSLEY C/O THE FOUNDATION 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	DIR. HUMAN RESOURCES 40.00	176,206.	13,660. 0
MR. RAHMAN MOHAMAD C/O THE FOUNDATION 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	CONTROLLER 40.00	114,583.	28,614. 0
MS. SHELLY HARPER C/O THE FOUNDATION 475 TENTH AVENUE, 14TH FLOOR NEW YORK, NY 10018	DIR. HUMAN RESOURCES 40.00	97,558.	35,883. 0
<b>TOTAL COMPENSATION</b>		<b>808,463.</b>	<b>180,060. 0</b>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 18

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
GLOBAL ENDOWMENT MANAGEMENT, LP 100 N. TRYON STREET, SUITE 2770 CHARLOTTE, NC 28202	INVESTMENT MANAGER	1,968,849.
THE NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET CHICAGO, IL 60675	CUSTODIAN	102,897.
	TOTAL COMPENSATION	<u>2,071,746.</u>



FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SIMON GREER C/O THE FOUNDATION  
475 TENTH AVENUE, 14TH FLOOR  
NEW YORK, NY 10018  
212-787-7300

THE NATHAN CUMMINGS FOUNDATION  
SUMMARY OF DIRECT CHARITABLE ACTIVITIES  
DECEMBER 31, 2013  
EIN # 23-7093201

**PROVISION OF MEETINGS FACILITIES:**

THE FOUNDATION PROVIDES CONFERENCE ROOMS AND RELATED SPACE WITHOUT CHARGE TO 501( C )(3) ORGANIZATIONS FOR MEETINGS SUCH AS THEIR BOARD MEETING AND THE CONVENING OF WORKING GROUPS. DURING THE YEAR ENDED DECEMBER 31, 2013, VARIOUS CONFERENCE ROOMS WERE SO USED ON 44 DAYS FOR AN AGGREGATE OF 292 HOURS.

EXPENSES: \$ 19,976

**TECHNICAL ASSISTANCE:**

THE FOUNDATION PROVIDES TECHNICAL ASSISTANCE TO 501( C )(3) ORGANIZATIONS ON A VARIETY OF RELATED ISSUES. DURING THE YEAR ENDED DECEMBER 31, 2013 SALARIES AND RELATED BENEFITS OF STAFF TIME REPRESENTS AMOUNTS ATTRIBUTED TO AGGREGATED TECHNICAL ASSISTANCE.

EXPENSES: \$ 270,483

**TOTAL EXPENSES: \$290,459**

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

REFER TO FOUNDATION'S WEBSITE FOR FURTHER INFORMATION ON GRANT REQUIREMENTS AND RESTRICTIONS.

990PF, PART XV - SUBMISSION DEADLINES

REFER TO FOUNDATION'S WEBSITE FOR FURTHER INFORMATION ON GRANT REQUIREMENTS AND RESTRICTIONS.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

REFER TO FOUNDATION'S WEBSITE FOR FURTHER INFORMATION ON GRANT REQUIREMENTS AND RESTRICTIONS.



**GENERAL GRANT APPLICATION**

**2013 APPLICATION GUIDELINES**

**AND**

**APPLICATION FORM**

## 2013 APPLICATION GUIDELINES

### INTRODUCTION:

This application must be completed and submitted by an officer of the organization applying for the grant. The Foundation will not accept incomplete applications or applications and attachments from entities that are not classified as tax-exempt by the U.S. Internal Revenue Service. An invitation to apply for a grant is not a guarantee of funding. Each application will be considered based on its merits and the merits of other applications received.

### A COMPLETED APPLICATION INCLUDES:

- **NCF Application Form.** Signed by an officer of the organization. If someone other than the head of the organization signs, please provide a copy of the document that authorizes that person to sign on behalf of the organization.
- **IRS Tax Exempt Determination Letter.** The most recent Internal Revenue Service letter classifying the applying organization as a tax-exempt public charity under code 501(c)(3).
- **A Brief Proposal** (generally 3-5 pages) that includes the following sections:

#### **Goal and Outcomes:**

1. Describe the intended goal (ultimate long-term result) and outcomes (short-term measurable results that can be accomplished within the timeframe of the requested grant).
2. List any expected tangible products (books, videos, web-based media, etc.).

#### **Activities and Timeline:**

1. Strategy for accomplishing the goals.
2. Major activities and timeline.
3. How your approach differs from or compliments similar work in the field.

#### **Organizational Background:**

1. Brief description of your organization's mission, major programs and most significant accomplishments.

#### **Communications Plan:**

1. Describe the strategy and major activities you will undertake to communicate to your target audience(s).

**The Nathan Cummings Foundation  
Application Guidelines 2013**

2. Check all your communications target audiences:

- |  |   |  |   |                                |
|--|---|--|---|--------------------------------|
| <b>General Public</b> <input type="checkbox"/> | National <input type="checkbox"/>         | Regional <input type="checkbox"/>      | Local <input type="checkbox"/>          |                                |
|  | Blue-collar <input type="checkbox"/>      | White-collar <input type="checkbox"/>  | Female <input type="checkbox"/>         | Male <input type="checkbox"/>  |
|  | African-American <input type="checkbox"/> | Latino/Latina <input type="checkbox"/> | Asian-American <input type="checkbox"/> | White <input type="checkbox"/> |
|  | 18-35 <input type="checkbox"/>            | 35-55 <input type="checkbox"/>         | >55 <input type="checkbox"/>            |                                |
|  | Other <input type="checkbox"/>            |  |   |                                |
| <b>Policy Makers</b> <input type="checkbox"/>  | National <input type="checkbox"/>         | Regional <input type="checkbox"/>      | Local <input type="checkbox"/>          |                                |
| <b>Media</b> <input type="checkbox"/>          | National <input type="checkbox"/>         | Regional <input type="checkbox"/>      | Local <input type="checkbox"/>          |                                |

**REQUIRED ATTACHMENTS**

**Budget(s):**

1. Provide a copy of your organization's current itemized operating budget showing projected income and expenses.
2. If applying for project support, in addition to the operating budget, provide an itemized project budget showing projected income and expenses.

**Financial Statements:**

1. The most recent audit. The most recent 990 tax return is acceptable if your organization does not have an audit.
2. Income and expenses statement for the period not covered by the audit or 990. (Universities and other organizations with budgets over \$50 million do not have to submit an audit, 990 or income and expense statement.)

**Resumes or Bios of Key Staff:**

1. CEO
2. Project Director
3. CFO or person responsible for tracking grant expenditures.

**List of Current Board Members:**

1. Names and affiliations



## 2013 APPLICATION FORM

### I. Fiscal Sponsor

A fiscal sponsorship is a formal arrangement between an organization classified by the IRS as a tax-exempt public charity and an entity that is not classified by the IRS as a tax-exempt public charity. The unclassified entity is a project of its fiscal sponsor and the fiscal sponsor must take full legal, administrative and financial responsibility for its project. If a grant is awarded, the fiscal sponsor must track grant supported activities and expenditures and submit required reports to its funders.

1. Is the applying organization applying as the fiscal sponsor of the proposed project?    Yes  No

2. If yes, does the fiscal sponsor take full legal, administrative, and financial responsibility for the project and if funded, the submission of narrative and financial reports to The Nathan Cummings Foundation?    Yes  No

### II. Organization Information

Organization's Legal Name (noted on IRS letter):

Address:

City:

State:

Zip:

Phone Number:

Fax:

Email:

Web site:

Employer Identification #:

### III. Head of Organization (or officer with legal authority to sign on behalf of organization):

Name:

Title:

Signature:

Date:

### IV. PROJECT CONTACT (if different from above):

Name:

Title:

Address:

\_\_\_\_\_  
**City:** \_\_\_\_\_ **State:** \_\_\_\_\_ **Zip:** \_\_\_\_\_  
**Phone Number:** \_\_\_\_\_ **Fax:** \_\_\_\_\_ **Email:** \_\_\_\_\_  
**Web Site:** \_\_\_\_\_

**V. REQUEST FOR FUNDING**

Are you applying for Project Support or General Support?

Project:                       General Support:

If applying for Project Support, please type the name of the project:

\_\_\_\_\_

Total Amount Requested From NCF: \$

Proposed start and end dates

Start: \_\_\_\_\_

End: \_\_\_\_\_

Total Project Budget: \$ \_\_\_\_\_ Total Organizational Budget: \$ \_\_\_\_\_

**VI. OTHER SOURCES OF PROJECT FUNDING**

If you are seeking project support, indicate the **amount** of grant funds committed and applications pending to support the project. (Please list each funding source and amount separately.)

\_\_\_\_\_

**VII. OTHER SOURCES OF GENERAL SUPPORT FUNDING**

If you are seeking general support, indicate the **amount** of grant funds committed and applications pending for general support. (Please list each funding source and amount separately.)

\_\_\_\_\_

**VIII. PROJECT/ORGANIZATION MISSION SUMMARY**

In a paragraph of 150 words or fewer, summarize the issue(s) you are addressing, intended goal, outcomes, tangible products and the strategy you will use to achieve the goal. If this application is funded, this summary will form the basis of the grant agreement.

\_\_\_\_\_

**IX. PROJECT BENCHMARKS AND OUTCOMES**

List anticipated project outcomes and benchmarks (i.e., reference points or performance measurements, qualitative/quantitative information, etc.)

--

**X. Diversity Within Your Organization:**

Please complete the table below.

Board and Staff	Asian-American		African-American		Latino/Latina-American		Native American/Alaskan		White		Other	
	M	F	M	F	M	F	M	F	M	F	M	F
Board Chair												
Other Board Members												
Exc. Director												
Program Staff												
Administrative												
Maintenance/Security												
<b>Totals</b>												

**XI. PROFESSIONAL DEVELOPMENT:**

Describe the professional development offered to your staff.

--

**XII. POPULATIONS SERVED:**

Check all that apply.

- Asian-American
- African-American
- Latino/Latina-American
- Native American/Alaskan
- White
- Other
  
- Economically Disadvantaged
- Immigrants
- LGBTQ
- Disabled
- Women/Girls

**XIII.**

**APPLICATION ATTACHMENTS CHECKLIST**

All attachments must be PDFs.

- Signed Application
- Proposal (generally 3-5 pages)
- IRS Determination Letter
- Most Recent Audit or 990
- Income and Expense statement for the period not covered by the audit or 990
- Itemized Operating Budget. Include projected income and expenses
- Itemized Project Budget (if seeking project support). Include projected income and expenses
- Resumes/bios of CEO, Project Director, CFO, and other key staff members
- List of Current Board members and their affiliations

Please complete and sign the application and EMAIL it with the required attachments to the person who invited the application.

166	13-04677	National Performance Network, Inc.	PO Box 56898 New Orleans, LA 70156	N/A	PC (501(c)(3) Public Charity)	General Support	\$	100,000.00
167	13-04709	National Skills Coalition	1730 Rhode Island Ave, Suite 712 Washington, DC 20036	N/A	PC (501(c)(3) Public Charity)	Campaign to Invest in America's Workforce: Broadening the Base	\$	50,000.00
168	13-04747	NETWORK Education Program	25 E Street, Suite 200 Washington, DC 20001-1630	N/A	PC (501(c)(3) Public Charity)	Nuns (and Everyone) on the Border	\$	20,000.00
169	12-04630	New America Foundation	1899 L St, NW Suite 400 Washington, DC 20036	N/A	PC (501(c)(3) Public Charity)	Open Zion	\$	35,000.00
170	13-04694	New America Foundation	1899 L St, NW Suite 400 Washington, DC 20036	N/A	PC (501(c)(3) Public Charity)	The Markets, Enterprise and Resiliency Program	\$	300,000.00
171	12-04580	New Israel Fund	330 Seventh Avenue, 11th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Women's Initiative and New Building Blocks for Change	\$	600,000.00
172	13-04692	New Israel Fund	330 Seventh Avenue, 11th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Talking Peace: Live Online Israeli-Palestinian Conflict Resolution Dialogues	\$	10,000.00
173	13-04803	New Israel Fund	330 Seventh Avenue, 11th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Embracing Democracy Convening	\$	13,000.00
174	13-04915	New Israel Fund	330 Seventh Avenue, 11th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Tavel b'Tzedek	\$	5,000.00
175	13-04944	New Israel Fund	330 Seventh Avenue, 11th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Women of the Wall	\$	7,500.00
176	13-04968	New Israel Fund	330 Seventh Avenue, 11th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Environment: Agent of Change in Israel	\$	80,000.00
177	13-04968	New Israel Fund	330 Seventh Avenue, 11th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Environment: Agent of Change in Israel	\$	20,000.00
178	13-04835	New York Historical Society	170 Central Park West New York, NY 10024	N/A	PC (501(c)(3) Public Charity)	The Black Fives Exhibition	\$	40,482.00
179	13-04920	New York Shakespeare Festival	425 Lafayette Street New York, NY 10003	N/A	PC (501(c)(3) Public Charity)	General Support	\$	4,500.00
180	13-04947	New York University	665 Broadway New York, NY 10012	N/A	PC (501(c)(3) Public Charity)	Social in Practice: The Art of Collaboration	\$	40,000.00
181	13-04819	Ojai Foundation	9739 Ojai- Santa Paula Road Ojai, CA 93023	N/A	PC (501(c)(3) Public Charity)	Lifer Council Training Program	\$	7,500.00
182	13-04817	Pardes Institute of Jewish Studies North America, Inc.	5 West 37th Street, Suite 802 New York, NY 10018	N/A	PC (501(c)(3) Public Charity)	General Support	\$	20,000.00
183	13-04700	Partners for Development	1320 Fanwick Lane, Suite 406 Silver Spring, MD 20910	N/A	PC (501(c)(3) Public Charity)	General Support	\$	20,000.00
184	13-04884	Peace on the Street, Inc.	451 E. 117 Street Apt 2 New York, NY 10035	N/A	PC (501(c)(3) Public Charity)	General Support	\$	50,000.00
185	12-04655	Peaceworks Network Foundation	PO Box 1577 Old Cheselea Station New York, NY 10113	N/A	PC (501(c)(3) Public Charity)	OneVoice International Engagement Program	\$	30,000.00
186	13-04787	Penn Center, Inc.	P.O. Box 126 - 16 Penn Center Circle West St. Helena Island, SC 29920	N/A	PC (501(c)(3) Public Charity)	Conference Center Enhancement	\$	10,000.00
187	13-04891	Penn Center, Inc.	P.O. Box 126 - 16 Penn Center Circle West St. Helena Island, SC 29920	N/A	PC (501(c)(3) Public Charity)	General Support	\$	5,000.00
188	13-04654	People For the American Way Foundation	1101 15th Street NW, Suite 600 Washington, DC 20005-5002	N/A	PC (501(c)(3) Public Charity)	YEO National Conference	\$	50,000.00
189	13-04783	Philadelphia Dance Company	9 North Preston Street Philadelphia, PA 19104	N/A	PC (501(c)(3) Public Charity)	PHILADANCO Social Justice Program	\$	50,000.00
190	13-04976	Philadelphia Mural Arts Advocates	1727 Mount Vernon Street Philadelphia, PA 19130	N/A	PC (501(c)(3) Public Charity)	2014 Arts and Criminal Justice Symposium	\$	5,000.00
191	13-04843	Philanthropy New York Inc.	79 Fifth Avenue 4th Floor New York, NY 10003	N/A	PC (501(c)(3) Public Charity)	General Support	\$	18,100.00
192	12-04654	PICO National Network	171 Santa Rosa Avenue Oakland, CA 94610	N/A	PC (501(c)(3) Public Charity)	General Support	\$	400,000.00
193	13-04818	Pioneer School of Drama	840 Stanford Road Danville, KY 40422	N/A	PC (501(c)(3) Public Charity)	Voices Inside	\$	10,000.00
194	13-04703	Planned Parenthood Federation of America, Inc.	434 W. 33rd St. New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	The Health Center Advocacy Program	\$	75,000.00
195	13-04760	Progressive America Fund d/b/a Center for Working Families	1133 Broadway Street, Suite 332 New York, NY 10010	N/A	PC (501(c)(3) Public Charity)	Mid-Atlantic Capacity Building Project	\$	100,000.00
196	13-04729	Project Explorer, LTD	PO Box 674, Times Square Station New York, NY 10108	N/A	PC (501(c)(3) Public Charity)	The Rise and Fall of the British Empire Education Series	\$	4,800.00
197	13-04978	Project Row Houses	P.O. Box 1011 Houston, TX 77251	N/A	PC (501(c)(3) Public Charity)	General Support	\$	50,000.00
198	13-04919	Project South the Institution for the Elimination of Poverty and Genocide	9 Garmon Avenue Atlanta, GA 30315	N/A	PC (501(c)(3) Public Charity)	Gulf Coast Climate Justice and Human Rights People's Movement Assembly	\$	1,500.00
199	12-04569	Proteus Fund, Inc.	15 Research Drive, Suite B Amherst, MA 01002	N/A	PC (501(c)(3) Public Charity)	Media Democracy Fund	\$	125,000.00
200	13-04836	Proteus Fund, Inc.	15 Research Drive, Suite B Amherst, MA 01002	N/A	PC (501(c)(3) Public Charity)	Media Democracy Fund Networks Evaluation Project	\$	10,000.00
201	13-04685	Public Interest Projects, Inc.	45 West 36th Street, 6th floor New York, NY 10018	N/A	PC (501(c)(3) Public Charity)	Social Transformation Project	\$	150,000.00
202	13-04961	Public Interest Projects, Inc.	45 West 36th Street, 6th floor New York, NY 10018	N/A	PC (501(c)(3) Public Charity)	Out2Enroll	\$	50,000.00
203	13-04743	Public Religion Research Institute	2027 Massachusetts Ave NW, FL 3 Washington, DC 20036	N/A	PC (501(c)(3) Public Charity)	PRRI Increased Survey	\$	90,000.00
204	13-04678	Public Religion Research Institute	2027 Massachusetts Ave NW, FL 3 Washington, DC 20036	N/A	PC (501(c)(3) Public Charity)	General Support	\$	250,000.00
205	13-04933	PYE Global	P.O. Box 1481 Langlev, WA 98260	N/A	PC (501(c)(3) Public Charity)	Phase 1: Bay Area Creative Community Initiative	\$	20,000.00
206	13-04752	Rabbinical Assembly of America	3080 Broadway New York, NY 10027	N/A	PC (501(c)(3) Public Charity)	Sparking the Conversation: Social Justice in the Conservative Rabbinate	\$	10,000.00
207	13-04948	Reel Stories Teen Filmmaking, Inc	540 President Street, Suite 2F Brooklyn, NY 11215	N/A	PC (501(c)(3) Public Charity)	General Support	\$	3,392.00
208	13-04683	Restaurant Opportunities Centers United, Inc.	350 Seventh Avenue, Suite 1504 New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	General Support	\$	150,000.00
209	13-04739	Rhode Island School for the Deaf	1 Corliss Park Providence, RI 029098	N/A	PC (501(c)(3) Public Charity)	General Support	\$	2,000.00
210	13-04908	Roca, Inc.	101 Park Street Chelsea, MA 02150	N/A	PC (501(c)(3) Public Charity)	Intervention Model for High-Risk Young Men	\$	15,000.00
211	13-04876	Rockefeller Philanthropy Advisors, Inc.	8 West 48th Street, 10th Floor New York, NY 10036	N/A	PC (501(c)(3) Public Charity)	Breakthrough Institute	\$	600,000.00
212	13-04953	Rockwood Leadership Institute	426 17th Street, 4th Floor Oakland, CA 94612	N/A	PC (501(c)(3) Public Charity)	Cross Movement Leadership Training	\$	50,000.00
213	13-04734	Romare Bearden Foundation, Inc.	2090 Adam Clayton Powell Jr. Boulevard Suite 202 New York, NY 10027	N/A	PC (501(c)(3) Public Charity)	We Insist: Jazz As Political Action	\$	42,010.00
214	13-04814	Saint Ann's School	129 Pierrepont St. Brooklyn, NY 11201	N/A	PC (501(c)(3) Public Charity)	General Support	\$	10,000.00
215	13-04938	San Francisco Film Society	39 Mesa Street - Suite 110 The Presidio/San Francisco, CA 94129	N/A	PC (501(c)(3) Public Charity)	Robert Bly: A Thousand Years of Joy	\$	5,000.00
216	13-04699	Sarah Lawrence College	1 Mead Way Bronxville, NY 10708	N/A	PC (501(c)(3) Public Charity)	Need-based Tuition Support for Students from Low-income Families	\$	50,000.00
217	13-04925	Sarah Lawrence College	1 Mead Way Bronxville, NY 10708	N/A	PC (501(c)(3) Public Charity)	General Support	\$	30,000.00
218	13-04927	Sauti Yetu Center for African Women, Inc.	2417 3rd Avenue, Suite 205 Bronx, NY 10451	N/A	PC (501(c)(3) Public Charity)	None on Record: Stories of Queer Africa	\$	5,000.00
219	13-04797	SaveNature.Org	699 Mississippi Street, Suite 108 San Francisco, CA 94107	N/A	PC (501(c)(3) Public Charity)	General Support	\$	5,000.00
220	13-04820	Smithsonian Institution	George Gustav Hays Center, One Bowling Green New York, NY 10004	N/A	PC (501(c)(3) Public Charity)	National Museum of the American Indian Imaginations Education Programs	\$	50,000.00

221	13-04940	Snitow/Kaufman Productions, Inc.	2600 10th Street, Suite 603 Berkeley, CA 94710 P.O. Box 20221	N/A	PC (501)(c)(3) Public Charity	Do Not Track	\$	5,000.00
222	13-04848	Social Venture Network Inc.	San Francisco, CA 94129 1112 16th Street NW, Suite 600 Washington, DC 20036	N/A	PC (501)(c)(3) Public Charity	General Support	\$	3,000.00
223	13-04773	Split This Rock, Inc.	1112 16th Street NW, Suite 600 Washington, DC 20036	N/A	PC (501)(c)(3) Public Charity	General Support	\$	45,000.00
224	13-04949	Split This Rock, Inc.	500 Griswold Street, Ste. 2850 Detroit, MI 48226	N/A	PC (501)(c)(3) Public Charity	Split This Rock Poetry Festival: Poems of Provocation & Witness	\$	50,000.00
225	13-04775	State Voices	1715 W. Florence Avenue Los Angeles, CA 90045	N/A	PC (501)(c)(3) Public Charity	Arts & Democracy Project	\$	65,000.00
226	13-04746	Strategic Concepts in Organizing and Policy Education	705 Raymond Avenue Suite 100 St. Paul, MN 55114	N/A	PC (501)(c)(3) Public Charity	California Calls	\$	200,000.00
228	13-04921	Ten Strands	505 Hugo Street San Francisco, CA 94122	N/A	PC (501)(c)(3) Public Charity	General Support	\$	5,000.00
229	13-04776	Terra Moto, Inc.	City Hall 389 Congress Street Room 208 Portland, ME 04101	N/A	PC (501)(c)(3) Public Charity	General Support	\$	75,000.00
230	13-04723	Terranova Theatre Collective, Inc.	401 W. 24th Street, Ste B New York, NY 10011	N/A	PC (501)(c)(3) Public Charity	General Support	\$	4,800.00
231	13-04862	The Brotherhood/Sister Sol, Inc.	512 West 143rd Street New York, NY 10031	N/A	PC (501)(c)(3) Public Charity	General Support	\$	110,000.00
232	13-04863	The Center for Media Justice	436 14th Street, 5th Floor Oakland, CA 94612	N/A	PC (501)(c)(3) Public Charity	CultureSHIFT	\$	100,000.00
233	13-04675	The Center for Progressive Leadership	1916 Park Avenue, Suite 305 New York, NY 10037	N/A	PC (501)(c)(3) Public Charity	General Support	\$	260,000.00
234	13-04909	The Crenulated Company, Ltd.	1512 Townsend Avenue Bronx, NY 10452	N/A	PC (501)(c)(3) Public Charity	Girls Leadership Development Program	\$	4,891.00
235	13-04858	The Garrison Institute	14 Mary's Way, Route 9D Garrison, NY 10524	N/A	PC (501)(c)(3) Public Charity	2030 Faith in America Challenge	\$	35,000.00
236	13-04936	The Institute for the Study and Practice of Nonviolence	285 Oxford St. Providence, RI 02916	N/A	PC (501)(c)(3) Public Charity	General Support	\$	20,000.00
237	13-04786	The International Coalition of Historic Site Museums of Conscience	10 W. 37th St., 6th Floor New York, NY 10018	N/A	PC (501)(c)(3) Public Charity	National Dialogue on Immigration Project	\$	40,000.00
238	13-04943	The KCRW Foundation, Inc.	1900 Pico Boulevard Santa Monica, CA 90405	N/A	PC (501)(c)(3) Public Charity	Which Way, LA?	\$	10,000.00
239	13-04977	The Laundromat Project, Inc.	127 West 127th Street, Suite 324 New York, NY 10027	N/A	PC (501)(c)(3) Public Charity	General Support	\$	50,000.00
240	13-04825	The National Public Housing Museum	750 S. Halsted Street, Suite 843, MC 117 Chicago, IL 60607	N/A	PC (501)(c)(3) Public Charity	General Support	\$	5,000.00
241	13-04806	The New Seed Foundation	PO Box 61166 Palo Alto, CA 94306	N/A	PC (501)(c)(3) Public Charity	General Support	\$	4,500.00
242	13-04824	The One Day on Earth Foundation, Inc.	19752 Observation Drive Topanga, CA 90290	N/A	PC (501)(c)(3) Public Charity	First to Fall	\$	5,000.00
243	13-04979	The Regents of the University of California at Los Angeles	UCLA Office of Contract and Grant Administration 11000 Kinross Ave. Suite 211, MC 951406 Los Angeles, CA 90095	N/A	PC (501)(c)(3) Public Charity	Global Media Center for Social Impact	\$	75,000.00
244	13-04782	The Working Group	1714 Franklin Street Suite 350 Oakland, CA 94612	N/A	PC (501)(c)(3) Public Charity	NIOT.org and the Not In Our Town Initiative for safe, inclusive communities	\$	75,000.00
245	13-04911	Third Sector Development, Incorporated	1912 Hosea L. Williams Dr. Unit 6 Atlanta, GA 30317	N/A	PC (501)(c)(3) Public Charity	New Georgia Project-Georgians for a Healthy Future Joint Project	\$	100,000.00
246	13-04883	Third Way Institute	1025 Connecticut Avenue, NW Suite 501 Washington, DC 20036	N/A	PC (501)(c)(3) Public Charity	The Clean Energy Innovation Project	\$	150,000.00
247	12-04639	Tides Center	PO Box 29907 San Francisco, CA 94129	N/A	PC (501)(c)(3) Public Charity	Health Care for America Education Fund	\$	150,000.00
248	13-04730	Tides Center	PO Box 29907 San Francisco, CA 94129	N/A	PC (501)(c)(3) Public Charity	Creative Change: The Opportunity Agenda's Work at the Intersection of Arts, Culture and Social Justice	\$	75,000.00
249	13-04849	Tides Center	PO Box 29907 San Francisco, CA 94129	N/A	PC (501)(c)(3) Public Charity	Emerging Practitioners in Philanthropy	\$	7,500.00
250	13-04815	Trustees of Amherst College	P. O. Box 5000 Amherst, MA 01002	N/A	PC (501)(c)(3) Public Charity	General Support	\$	10,000.00
251	13-04778	Tucson-Pima Arts Council Inc.	100 North Stone Avenue, Suite 303 Tucson, AZ 85701	N/A	PC (501)(c)(3) Public Charity	P.L.A.C.E. Tolerance and Understanding Initiative	\$	50,000.00
252	13-04779	UBW, Inc.	138 South Oxford Street, #4B Brooklyn, NY 11217	N/A	PC (501)(c)(3) Public Charity	UBW B.O.L.D.	\$	90,000.00
253	12-04044	Union for Reform Judaism	633 Third Ave, 7th Floor New York, NY 10017	N/A	PC (501)(c)(3) Public Charity	Just Congregations	\$	200,000.00
254	13-04742	Union for Reform Judaism	633 Third Ave, 7th Floor New York, NY 10017	N/A	PC (501)(c)(3) Public Charity	Jewish Social Justice Roundtable Immigration Campaign	\$	100,000.00
255	12-04680	Union for Reform Judaism	633 Third Ave, 7th Floor New York, NY 10017	N/A	PC (501)(c)(3) Public Charity	Religious Action Center of Reform Judaism	\$	100,000.00
256	13-04931	University of Chicago	5801 S. Ellis Avenue Chicago, IL 60637	N/A	PC (501)(c)(3) Public Charity	University of Chicago Laboratory Schools	\$	30,000.00
257	13-04926	University of Illinois Foundation	1305 E. Green St. Urbana, IL 61801	N/A	PC (501)(c)(3) Public Charity	School of Architecture: Garofalo Fellowship Fund	\$	5,000.00
258	13-04881	University of Maryland Foundation, Inc.	6930 Carroll Avenue, Suite 434 Takoma Park, MD 20912	N/A	PC (501)(c)(3) Public Charity	Democracy Collaborative	\$	200,000.00
259	13-04917	Upstart Bay Area	Steuart St, One Market Street Suite 528 San Francisco, CA 94105	N/A	PC (501)(c)(3) Public Charity	General Support	\$	2,500.00
260	13-04800	Valley Beth Shalom	15739 Ventura Boulevard Encino, CA 91436	N/A	PC (501)(c)(3) Public Charity	Neliya	\$	5,000.00
261	13-04885	Visual Understanding In Education, Inc	14 Murray Street Box #14 New York, NY 10007	N/A	PC (501)(c)(3) Public Charity	General Support	\$	100,000.00
262	13-04893	Voice of the Ex-offender	3301 Chartres Street New Orleans, LA 70117	N/A	PC (501)(c)(3) Public Charity	General Support	\$	2,000.00
263	13-04923	Voices Unbroken, Inc.	1414 Metropolitan Avenue, 2nd Floor Bronx, NY 10462	N/A	PC (501)(c)(3) Public Charity	General Support	\$	6,372.00
264	13-04910	Wildlife Conservation Society	2300 Southern Boulevard Bronx, NY 10460	N/A	PC (501)(c)(3) Public Charity	General Support	\$	1,942.00
265	13-04781	Words Beats and Life, Inc.	1525 Newton St NW Washington, DC 20010	N/A	PC (501)(c)(3) Public Charity	Remixing the Art of Social Change 365	\$	50,000.00
266	12-04612	Working Films	602 S 5th Avenue Wilmington, NC 28401	N/A	PC (501)(c)(3) Public Charity	Reel Engagement	\$	75,000.00
267	12-04648	Working Partnerships USA	2102 Almaden Road, Suite 107 San Jose, CA 95125	N/A	PC (501)(c)(3) Public Charity	General Support	\$	40,000.00
268	13-04946	Youth Education Through Sports, Inc.	PO Box 143 New York, NY 10037-0143	N/A	PC (501)(c)(3) Public Charity	General Support	\$	2,000.00
269	13-04937	Youth in Action	672 Broad St. Providence, RI 02907	N/A	PC (501)(c)(3) Public Charity	Students Constructing Classrooms Initiative	\$	20,000.00
<b>Total</b>								<b>\$ 18,362,482.00</b>
269 Grants Paid in 2013								

Grant No.	Recipient Name	Recipient Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation Status of Recipient	Purpose of Grant	Amount
1 12-04523	Air Traffic Control Education Fund, Inc.	1475 15th St. San Francisco, CA 94103	N/A	501(c)(3) Public Charity	General Support	\$ 100,000.00
2 13-04894	Jewish Funders Network	150 West 30th Street New York, NY 10001	N/A	501(c)(3) Public Charity	Jewish Social Change Matching Fund Investment	\$ 250,000.00
3 12-04580	New Israel Fund	330 Seventh Avenue, 11th Floor New York, NY 10001	N/A	501(c)(3) Public Charity	Women's Initiative and New Building Blocks for Change	\$ 600,000.00
<b>Total</b>						<b>\$ 950,000.00</b>

Grant No.	Recipient Name	Recipient Address	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation Status of Recipient	Purpose of Grant	Amount	
1 13-04950	Civil Politics Inc	12471 Wagner St Los Angeles, CA 90066	N/A	NC (PC Application Pending)	Evidence-based Methods for Reducing Political Polarization	\$ 50,657.00	Expenditure Responsibility
2 13-04959	Hip-Hop Association d/b/a Hip-Hop Education Center	545 Eighth Avenue New York, NY 10018	N/A	NC (PC Application Pending)	Hip-Hop Education Think Tank III	\$ 5,000.00	Expenditure Responsibility
3 12-04210	Henry J. Kaiser Family Foundation	2400 Sand Hill Road Menlo Park, CA 94025	N/A	PCF (Private Operating Foundation)	Examining Medicare Savings Options: Preparing for the Future	\$ 25,000.00	Expenditure Responsibility
4 13-04842	Andrew Slack	19 Porter Street Somerville, MA 02143	None	NC Individual (NCF Fellow)	Imagine Better	\$ 57,500.00	
5 13-04840	Margot Brandenburg	105 Hudson St. #6N New York, NY 10013	None	NC Individual (NCF Fellow)	Enterprise Models for Social Change	\$ 57,500.00	
6 13-04841	Saqib Bhatti	4908 West Argyle Street Chicago, IL 60630	None	NC Individual (NCF Fellow)	Communities First Financing	\$ 57,500.00	
7 13-04929	Affinity Community Services	P.O. Box 377948 Chicago, IL 60637	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 5,000.00	
8 12-04523	Air Traffic Control Education Fund, Inc.	1475 15th St San Francisco, CA 94103	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 100,000.00	
9 13-04763	Air Traffic Control Education Fund, Inc.	1475 15th St San Francisco, CA 94103	N/A	PC (501(c)(3) Public Charity)	CultureStrike & The Culture Group - Phase 3	\$ 100,000.00	
10 13-04913	A Joyful Heart Foundation	32 W. 22 Street 4th Floor New York, NY 10010	N/A	PC (501(c)(3) Public Charity)	Joyful Heart Retreat Research Project	\$ 15,000.00	
11 13-04704	Allied Media Projects Inc	4128 Third Street Detroit, MI 48201	N/A	PC (501(c)(3) Public Charity)	Allied Media Conference 2013	\$ 90,000.00	
12 13-04896	All Stars Project, Inc	543 W 42nd St New York, NY 10036	N/A	PC (501(c)(3) Public Charity)	Youth Onstage!	\$ 2,397.00	
13 13-04954	Alpha Omega 1-7 Theatrical Dance Company, Inc.	711 Amsterdam Ave. #4E New York, NY 10025	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 758.00	
14 13-04764	Alternate Roots, Inc.	1083 Austin Avenue, NE Room 7 Atlanta, GA 30307	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 125,000.00	
15 13-04816	American-Israel Cultural Foundation, Inc.	1140 Broadway, Suite 304 New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	The New Jerusalem Orchestra	\$ 5,000.00	
16 13-04887	American Jewish Joint Distribution Committee, Inc.	711 Third Avenue, 10th Floor New York, NY 10017	N/A	PC (501(c)(3) Public Charity)	This Place	\$ 100,000.00	
17 12-04657	American Jewish World Service, Inc.	45 West 36th Street, 11th Floor New York, NY 10018	N/A	PC (501(c)(3) Public Charity)	Rabbinic Delegations	\$ 260,000.00	
18 13-04863	American Jewish World Service, Inc.	45 West 36th Street, 11th Floor New York, NY 10018	N/A	PC (501(c)(3) Public Charity)	Typhoon Halyan Relief	\$ 18,000.00	
19 13-04777	American Prospect, Inc.	1710 Rhode Island Avenue NW, 12th Fl Washington, DC 20036	N/A	PC (501(c)(3) Public Charity)	2013 Immigration Coverage	\$ 50,000.00	
20 12-04644	Americans For Peace Now, Inc.	2100 M Street, #819 Washington, DC 20037	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 50,000.00	
21 13-04705	Americans for the Arts, Inc.	1000 Vermont Avenue, NW, 6th Fl. Washington, DC 20005	N/A	PC (501(c)(3) Public Charity)	Arts & Social Change Mapping Initiative, Phase IV	\$ 70,000.00	
22 13-04877	American Support for Israel, Inc.	C/O Tracy Klej-Denton 3456 Broadway, #1-C New York, NY 10031	N/A	PC (501(c)(3) Public Charity)	Shaharit	\$ 500,000.00	
23 13-04784	Apollo Theater Foundation, Inc.	253 West 125th Street New York, NY 10027	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 50,000.00	
24 13-04847	Ariel Education Initiative	200 East Randolph, Suite 2900 Chicago, IL 60601	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 25,000.00	
25 13-04722	Ars Nova Theater I, Inc.	511 West 54th Street New York, NY 10019	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 4,800.00	
26 13-04749	Artis Contemporary Israeli Art Fund, Inc.	401 Broadway, Suite 803 New York, NY 10013	N/A	PC (501(c)(3) Public Charity)	No Man's Land	\$ 45,000.00	
27 13-04906	Artis Contemporary Israeli Art Fund, Inc.	401 Broadway, Suite 803 New York, NY 10013	N/A	PC (501(c)(3) Public Charity)	General Support and the Michal Heilman Exhibit at the Center for Contemporary Art	\$ 15,000.00	
28 13-04728	Artists Striving To End Poverty, Inc.	165 West 46th Street, Suite 1303 New York, NY 10036	N/A	PC (501(c)(3) Public Charity)	Refugee Youth Program	\$ 4,800.00	
29 13-04859	Asian American Writers Workshop, Inc.	110-112 W. 27th St., Ste 60D New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Open City: Urban Asian America and The Margins	\$ 85,000.00	
30 13-04708	Asian Arts Initiative	1219 Vine Street Philadelphia, PA 19107	N/A	PC (501(c)(3) Public Charity)	Social Practice Lab	\$ 60,000.00	
31 13-04823	Astraea Lesbian Foundation for Justice, Inc.	116 East 16th Street, 7th FL New York, NY 10003	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 5,000.00	
32 13-04693	Auburn Theological Seminary	3041 Broadway New York, NY 10027	N/A	PC (501(c)(3) Public Charity)	Media Training for Nathan Cummings Foundation Grantees	\$ 60,000.00	
33 13-04745	Auburn Theological Seminary	3041 Broadway New York, NY 10027	N/A	PC (501(c)(3) Public Charity)	Groundswell and Mountainop Initiatives	\$ 75,000.00	
34 13-04932	Auburn Theological Seminary	3041 Broadway New York, NY 10027	N/A	PC (501(c)(3) Public Charity)	Imaginal Labs: 2030 Faith In America Challenge	\$ 54,000.00	
35 12-04631	AVODAH: The Jewish Service Corps Inc	45 West 36th Street, 8th Floor New York, NY 10018	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 110,000.00	
36 13-04860	Backbone Campaign	PO Box 278 Vashon, WA 98070	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 60,000.00	
37 13-04826	Bay Area Video Coalition, Inc.	2727 Mariposa Street, 2nd Floor San Francisco, CA 94110	N/A	PC (501(c)(3) Public Charity)	Question Bridge: Black Males Project	\$ 5,000.00	
38 13-04874	Bend The Arc - A Jewish Partnership For Justice	330 Seventh Avenue 19th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 125,000.00	
39 13-04875	Bend The Arc - A Jewish Partnership For Justice	330 Seventh Avenue 19th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Jewish Social Justice Roundtable	\$ 167,000.00	
40 13-04973	Bend The Arc - A Jewish Partnership For Justice	330 Seventh Avenue 19th Floor New York, NY 10001	N/A	PC (501(c)(3) Public Charity)	Caring Across Generations Campaign	\$ 75,000.00	
41 13-04701	Boca Raton Theatre Guild, Inc.	P.O. Box 273595 Boca Raton, FL 33427	N/A	PC (501(c)(3) Public Charity)	The Dachau Album Project	\$ 20,000.00	
42 13-04861	Brave New Foundation 501 c 3	10510 Culver Blvd. Culver City, CA 90232	N/A	PC (501(c)(3) Public Charity)	Cuentame	\$ 75,000.00	
43 13-04802	Breed Street Shul Project Inc.	247 N. Breed Street Los Angeles, CA 90033	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 6,000.00	
44 13-04672	Brookings Institution	1775 Massachusetts Avenue, NW Washington, DC 20036-2188	N/A	PC (501(c)(3) Public Charity)	Sizing the Clean Economy	\$ 250,000.00	
45 13-04812	Brown University	P.O. Box 1893 Providence, RI 02912	N/A	PC (501(c)(3) Public Charity)	Victoria Washthead '83 and John F. Levy Endowed Financial Aid Fund	\$ 10,000.00	
46 13-04952	California Community Foundation	221 S. Figueroa St., Suite 400 Los Angeles, CA 90012	N/A	PC (501(c)(3) Public Charity)	Muslim Giving Project	\$ 40,000.00	
47 13-04895	Cambodian Education Excellence Foundation	634 Oakwood Ct Westbury, NY 11590	N/A	PC (501(c)(3) Public Charity)	Educating Orphaned Girls	\$ 20,000.00	
48 13-04748	Careers Through Culinary Arts Program, Inc.	250 West 57th Street, Suite 2015 New York, NY 10107	N/A	PC (501(c)(3) Public Charity)	General Support	\$ 7,500.00	
49 12-04568	CEL Education Fund	5111 Telegraph Ave., #311 Oakland, CA 94609	N/A	PC (501(c)(3) Public Charity)	Impact Video Innovation Project	\$ 75,000.00	
50 13-04684	Center for American Progress	1333 H Street, NW, 10th Floor/Washington, DC 20005	N/A	PC (501(c)(3) Public Charity)	Doctors for America	\$ 60,000.00	
51 12-04641	Center for Community Change	1536 U Street, NW Washington, DC 20009	N/A	PC (501(c)(3) Public Charity)	Young Invincibles	\$ 100,000.00	
52 12-04640	Center for Community Change	1536 U Street, NWWashington, DC 20009	N/A	PC (501(c)(3) Public Charity)	Alliance for Citizenship	\$ 400,000.00	



53	13-04707	Center For Constitutional Rights	866 Broadway, 7th Floor New York, NY 10012	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 12,500.00
54	13-04724	Center for Effective Government	2040 S Street, NW, 2nd Floor Washington, DC 20009	N/A	PC (501)(c)(3) Public Charity	Government Matters Project	\$ 50,000.00
55	13-04702	Center for Rural Affairs	145 Main Street, PO Box 136 Lyons, NE 68038	N/A	PC (501)(c)(3) Public Charity	Engaging Grassroots Power for Rural Health Policy	\$ 65,000.00
56	13-04753	Center for Rural Strategies Inc	46 East Main Street Whitesburg, KY 41858	N/A	PC (501)(c)(3) Public Charity	The Daily Yonder	\$ 60,000.00
57	13-04740	Center for the National Interest, Inc	1025 Connecticut Ave, NW, Suite 1200 Washington, D.C., 10036	N/A	PC (501)(c)(3) Public Charity	Energy Innovation Reform Project	\$ 200,000.00
58	13-04706	Center for Urban Pedagogy, Inc.	232 Third Street #D201 Brooklyn, NY 11215	N/A	PC (501)(c)(3) Public Charity	Tools for Community Education: the Envisioning Development Toolkits and Making Policy Public	\$ 65,000.00
59	13-04737	Chicago Legal Advocacy for Incarcerated Mothers	70 E. Lake Suite 1120 Chicago, IL 60601	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 6,000.00
60	12-04649	Citizen Action of Wisconsin Education Fund, Inc.	221 South 2nd Street, Suite 300 SMilwaukee, WI 53204	N/A	PC (501)(c)(3) Public Charity	Got Health Care? Campaign	\$ 75,000.00
61	13-04878	Clean Air Task Force, Inc.	18 Tremont Street, Suite 530 Boston, MA 02108	N/A	PC (501)(c)(3) Public Charity	Advancing a Plan for Revitalizing Global Energy Innovation	\$ 400,000.00
62	13-04801	Coalition for Humane Immigrant Rights of Los Angeles	2533 West 3rd Street, Suite 101 Los Angeles, CA 90057	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 10,000.00
63	13-04721	Coalition for the Homeless, Inc.	129 Fulton Street New York, NY 10038	N/A	PC (501)(c)(3) Public Charity	Grand Central Food Program	\$ 7,500.00
64	13-04934	Coalition for the Homeless, Inc.	129 Fulton Street New York, NY 10038	N/A	PC (501)(c)(3) Public Charity	Ending Family and Child Homelessness in NYC: Transition Plan for the New Administration	\$ 10,000.00
65	13-04897	Committee Against Anti-Asian Violence	46 Hester Street New York, NY 10002	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 1,300.00
66	12-04636	Community Catalyst, Inc.	30 Winter St., 10th Floor Boston, MA 02108	N/A	PC (501)(c)(3) Public Charity	The Affordable Care Act Implementation Fund	\$ 300,000.00
67	12-04633	Community Catalyst, Inc.	30 Winter St., 10th Floor Boston, MA 02108	N/A	PC (501)(c)(3) Public Charity	Technical Assistance for State Implementation of the ACA	\$ 250,000.00
68	13-04788	Community Initiatives	354 Pine Street Suite 700 San Francisco, CA 94104	N/A	PC (501)(c)(3) Public Charity	Restorative Justice for Oakland Youth	\$ 105,000.00
69	13-04895	Community Initiatives	354 Pine Street Suite 700 San Francisco, CA 94104	N/A	PC (501)(c)(3) Public Charity	<b>Social Movement Infrastructure Building</b>	\$ 100,000.00
70	13-04942	Congregation Emanu-El of the City of New York	1 East 85th Street New York, NY 10065	N/A	PC (501)(c)(3) Public Charity	Skirball Center for Adult Jewish Learning	\$ 5,000.00
71	13-04833	Cooperation Texas	5604 Manor Road Austin, TX 78723	N/A	PC (501)(c)(3) Public Charity	Putting Cooperation to Work	\$ 10,000.00
72	13-04751	Cornerstone Theater Company, Inc.	706 Traddon Avenue Los Angeles, CA 90013	N/A	PC (501)(c)(3) Public Charity	Summer Residency in Salinas, CA, Skid Row Project & Addiction Project	\$ 60,000.00
73	13-04754	Creative Time, Inc.	59 East 4th Street 6th Floor New York, NY 10003	N/A	PC (501)(c)(3) Public Charity	2013 Creative Time Summit	\$ 15,000.00
74	13-04808	Democracy NOW! Productions, Inc.	207 West 25th Street, 11 Floor New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 5,000.00
75	12-04563	Efforts of Grace, Inc.	1712 Oratha Castle Haley Boulevard New Orleans, LA 70113	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 100,000.00
76	13-04672	Encounter Programs, Inc.	25 Broadway, Suite 1700 New York, NY 10004	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 85,000.00
77	13-04879	Enroll America	1201 New York Avenue NW Suite 1100 Washington, DC 20005	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 100,000.00
78	13-04882	Evergreen Cooperative Corporation	540 East 105th Street Suite 260 Cleveland, OH 44108	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 200,000.00
79	13-04744	Faith in Public Life, Inc.	1111 14th Street NW, Suite 900 Washington, DC 20005	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 200,000.00
80	13-04755	Family Focus, Inc.	310 South Peoria Street, Suite 301 Chicago, IL 60607	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 6,000.00
81	13-04964	Filipino Migrant Center	2325 E. 3rd Street Lona Beach, CA 90814	N/A	PC (501)(c)(3) Public Charity	Typhoon Haiyan Relief	\$ 16,000.00
82	13-04975	Film Forum	209 West Houston Street New York, NY 10014	N/A	PC (501)(c)(3) Public Charity	The Papp Project: Going Public Phase 1	\$ 25,490.00
83	13-04759	Firelight Media Inc.	324 Convent Avenue New York, NY 10031	N/A	PC (501)(c)(3) Public Charity	The Producers' Lab	\$ 50,000.00
84	13-04864	First Peoples Fund	P.O. Box 2977 Rapid City, SD 57709	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 60,000.00
85	13-04945	FJC	520 Eighth Ave., 20th Fl. New York, NY 10018	N/A	PC (501)(c)(3) Public Charity	Toldot Yisrael	\$ 6,000.00
86	13-04912	Florida Atlantic University Foundation, Inc.	Administration Building, #373 777 Glades Road Boca Raton, FL 33431	N/A	PC (501)(c)(3) Public Charity	See and Listen: Developing a New Online Delivery System for Music Studies	\$ 20,000.00
87	13-04674	Focus the Nation	240 N. Broadway, Ste 212 Portland, OR 97227	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 50,000.00
88	13-04865	Foundry Theatre, Inc.	140-142 Second Avenue Suite 405 New York, NY 10003	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 50,000.00
89	13-04765	Fractured Atlas Productions, Inc.	248 W 35th Street, 10th floor New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	Move The Crowd	\$ 60,000.00
90	13-04771	Fractured Atlas Productions, Inc.	248 W 35th Street, 10th floor New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	Working Narratives	\$ 75,000.00
91	13-04821	Fractured Atlas Productions, Inc.	248 W 35th Street, 10th floor New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	The Jewish Waltz with Planet Earth	\$ 5,000.00
92	11-03531	Frameline, Inc.	145 Ninth Street, Suite 300 San Francisco, CA 94109	N/A	PC (501)(c)(3) Public Charity	Frameline Voices	\$ 50,000.00
93	13-04951	Freedom to Marry, Inc.	155 West 19th St, 2nd Floor New York, NY 10011	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 130,000.00
94	13-04855	Friends of Huntington Farmlands Inc.	PO Box 92 Huntington, NY 11743	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 650.00
95	13-04901	Friends of the Arava Institute, Ltd.	896 Beacon Street Boston, MA 02215	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 5,000.00
96	13-04786	General Board of Church & Society, The United Methodist Church	100 Maryland Avenue NE Washington, DC 20002	N/A	PC (501)(c)(3) Public Charity	Faith Leaders Newtown Follow-up Campaign	\$ 30,000.00
97	13-04938	Girl Scouts of Rhode Island, Inc.	500 Greenwich Ave. Warwick, RI 02886	N/A	PC (501)(c)(3) Public Charity	Urban Outreach	\$ 1,520.00
98	13-04682	Good Jobs First	1616 P Street NW Suite 210 Washington, DC 20036	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 75,000.00
99	13-04758	Grantmakers in the Arts	4055 21st Avenue West, Suite 100 Seattle, WA 98199	N/A	PC (501)(c)(3) Public Charity	General Support and GIA Conference Social Justice & Equity Track	\$ 22,500.00
100	13-04886	Grants Managers Network, Inc.	1666 K Street NW, Suite 440 Washington, DC 20006	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 2,000.00
101	12-04651	Greater Boston Interfaith Organization Sponsoring Committee, Inc.	594 Columbia Road, Suite 203 Dorchester, MA 02125	N/A	PC (501)(c)(3) Public Charity	Health Care Reform: Cost Containment Implementation and Affordability	\$ 50,000.00
102	13-04790	Greenhope Services for Women, Inc.	435 East 119th Street New York, NY 10035	N/A	PC (501)(c)(3) Public Charity	Integrative Health	\$ 5,000.00
103	13-04727	Hartley Film Foundation, Inc.	49 Richmondville Road Suite 204 Westport, CT 06880	N/A	PC (501)(c)(3) Public Charity	Deli Man	\$ 5,000.00
104	13-04733	Hazon, Inc.	125 Maiden Lane, Suite 8B New York, NY 10038	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 60,000.00
105	13-04935	Hazon, Inc.	125 Maiden Lane, Suite 8B New York, NY 10038	N/A	PC (501)(c)(3) Public Charity	Wilderness Torah	\$ 5,000.00
106	13-04710	Health Access Foundation	1127 11th Street, Suite 234 Sacramento, CA 95814	N/A	PC (501)(c)(3) Public Charity	Consumer Representation at the National Association of Insurance Commissioners	\$ 50,000.00
107	12-04652	Health Care for All, Inc.	30 Winter Street, 10th Floor Boston, MA 02108	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 50,000.00
108	12-04635	Herndon Alliance	3438 E Florence Court Seattle, WA 98112	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 70,000.00

109	13-04811	Highlander Research and Education Center, Inc.	1959 Highlander Way New Market, TN 37820	N/A	PC (501)(c)(3) Public Charity	Zilphia Horton Cultural Organizing Project	\$ 40,000.00
110	13-04974	Highlander Research and Education Center, Inc.	1959 Highlander Way New Market, TN 37820	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 48,400.00
111	13-04798	Homeboy Industries	130 W. Bruno St. Los Angeles, CA 90012	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 28,000.00
112	13-04768	Hot Bread Kitchen, Ltd.	1590 Park Avenue New York, NY 10029	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 5,000.00
113	13-04962	HP Alliance Inc.	PO Box 441640 Somerville, MA 02144	N/A	PC (501)(c)(3) Public Charity	Connecting the Hunger Games to Economic Inequality in the US	\$ 5,000.00
114	13-04916	Hubbard Street Dance Chicago, Inc.	1147 West Jackson Boulevard Chicago, IL 60607-2905	N/A	PC (501)(c)(3) Public Charity	35 Years of Movement: 35th Anniversary Celebration	\$ 2,000.00
115	13-04804	<b>Human Rights First</b>	333 7th Avenue, 13th Floor New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 10,000.00
116	13-04822	I Have a Dream Foundation Los Angeles	634 S. Spring St., Suite 812 Los Angeles, CA 90014	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 7,500.00
117	13-04750	IKAR	5870 West Olympic Boulevard Los Angeles, CA 90038	N/A	PC (501)(c)(3) Public Charity	Get-Unstuck: Experiments in Spiritual Mobility	\$ 15,000.00
118	13-04902	IKAR	5870 West Olympic Boulevard Los Angeles, CA 90036	N/A	PC (501)(c)(3) Public Charity	Communications Strategy	\$ 100,000.00
119	13-04726	Independent Arts & Media	PO Box 420442 San Francisco, CA 94142	N/A	PC (501)(c)(3) Public Charity	America Speaks Exhibition	\$ 4,000.00
120	13-04681	Independent Media Institute	77 Federal Street, 2nd Floor San Francisco, CA 94107	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 125,000.00
121	13-04880	Information Technology and Innovation Foundation	1101 K Street, Suite 610 Washington, DC 20005	N/A	PC (501)(c)(3) Public Charity	Driving Green Innovation Policy through "Innovation Economics"	\$ 300,000.00
122	13-04941	In Spirit	P.O.Box 383 Woodacre, CA 94973	N/A	PC (501)(c)(3) Public Charity	Financial Aid for Attendant Care	\$ 7,000.00
123	13-04741	Institute for Jewish Spirituality, Inc.	135 West 29th Street Suite 1103 New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 75,000.00
124	13-04853	International Museum of Women	P.O. Box 190038 San Francisco, CA 94119-0038	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 50,000.00
125	13-04679	ISIAIH	2356 University Ave. W Suite 405 St. Paul, MN 55114	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 300,000.00
126	13-04834	Jerusalem Foundation, Inc.	420 Lexington Avenue, Suite 1645 New York, NY 10170	N/A	PC (501)(c)(3) Public Charity	Spirit of Freedom Awards at the Jerusalem International Film Festival	\$ 15,000.00
127	12-04656	Jewish Community Relations Council of Greater Boston	126 High Street Boston, MA 02110	N/A	PC (501)(c)(3) Public Charity	Greater Boston Synagogue Organizing Project	\$ 50,000.00
128	12-04658	Jewish Council for Public Affairs	116 East 27th Street, 10th Floor New York, NY 10016-7322	N/A	PC (501)(c)(3) Public Charity	Green Hevra	\$ 30,000.00
129	13-04774	Jewish Funders Network	150 West 30th Street New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	Conference 2013 Sponsorship and Environmental Impact Reduction	\$ 35,985.00
130	13-04894	<b>Jewish Funders Network</b>	150 West 30th Street New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	Jewish Social Change Matching Fund Investment	\$ 261,000.00
131	13-04957	Jewish Funders Network	150 West 30th Street New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	Jewish Social Change Matching Fund - Phase 1 (Administration)	\$ 73,358.00
132	12-03868	Jewish Funds for Justice, Inc.	330 Seventh Avenue, 19th Floor New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	Selah Leadership Program	\$ 408,000.00
133	13-04930	Jews United for Justice Inc.	1633 Connecticut Avenue NW, Suite 300 Washington, DC 20009	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 5,000.00
134	12-04642	Jobs with Justice Education Fund	1616 P Street NW Suite 150 Washington, DC 20036	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 150,000.00
135	13-04873	JOIN for Justice, Inc.	359 Boylston Street, 4th Floor Boston, MA 02116	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 80,000.00
136	13-04871	J Street Education Fund, Inc.	P.O. Box 68073 Washington, DC 20035	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 130,000.00
137	13-04767	Junabug Productions	P.O. Box 2331 New Orleans, LA 70176	N/A	PC (501)(c)(3) Public Charity	Free Southern Theater Institute Project	\$ 65,000.00
138	13-04671	Just Vision, Inc.	1616 P Street NW, Suite 340 Washington, DC 20036	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 90,000.00
139	13-04928	Kartemquin Educational Films	1901 Wellington Chicago, IL 60657	N/A	PC (501)(c)(3) Public Charity	The Homestretch	\$ 5,000.00
140	13-04680	Kentucky Coalition Inc	P.O. Box 1450 London, KY 40743	N/A	PC (501)(c)(3) Public Charity	New Power EKY	\$ 100,000.00
141	13-04805	Kovno Communications, Inc.	2600 Tenth Street, #628 Berkeley, CA 94710	N/A	PC (501)(c)(3) Public Charity	Mind/Game: The Unquiet Journey of Chamique Holdscraw	\$ 4,500.00
142	13-04907	LaGuardia Community College Foundation	31-10 Thomson Ave. Long Island City, NY 11101	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 1,299.00
143	13-04905	LAXART	2640 S. La Cienega Los Angeles, CA 90034	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 12,000.00
144	13-04762	League of Young Voters Education Fund	540 President Street 3rd Floor Brooklyn, NY 11215	N/A	PC (501)(c)(3) Public Charity	2013 Cultural Civic Engagement	\$ 75,000.00
145	13-04770	Let's Breakthrough, Inc.	4 West 37th Street - 4th floor New York, NY 10018	N/A	PC (501)(c)(3) Public Charity	Ring the Bell & #1mHere and NCF Strategic Planning Process Participation	\$ 100,000.00
146	13-04799	Liberty Hill Foundation	6420 Wilshire Boulevard, Suite 700 Los Angeles, CA 90048	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 10,000.00
147	13-04720	Little Globe, Inc.	P.O. Box 24213 Santa Fe, NM 87502	N/A	PC (501)(c)(3) Public Charity	COAL: The Musical	\$ 4,800.00
148	12-04647	Los Angeles Alliance for a New Economy	464 Lucas Ave, Suite 202 Los Angeles, CA 90017	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 90,000.00
149	12-04650	Louisiana Consumer Healthcare Coalition, Inc.	439 Broussard Street Breaux Bridge, LA 70517	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 75,000.00
150	13-04892	Lower Manhattan Cultural Council, Inc.	125 Maiden Lane, 2nd Floor New York, NY 10038	N/A	PC (501)(c)(3) Public Charity	Arts East River Waterfront	\$ 100,000.00
151	13-04900	LSE Foundation	424 West 33rd Street, Suite 470 New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	Institute of Entrepreneurship and Development Research Seminar Series	\$ 4,979.00
152	13-04904	Madisons Foundation, Inc.	14348 Riverside Drive Unit 15 Sherman Oaks, CA 91423	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 5,000.00
153	13-04918	<b>Magic Theatre, Inc.</b>	Fort Mason Center, Building D San Francisco, CA 94123	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 10,000.00
154	13-04761	Make the Road New York	301 Grove Street Brooklyn, NY 11237	N/A	PC (501)(c)(3) Public Charity	The Immigrant Health Access Initiative	\$ 100,000.00
155	13-04673	Manufacturing Renaissance	3411 West Diversey Avenue, Suite 10 Chicago, IL 60647	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 300,000.00
156	13-04732	MAPP International Productions, Inc.	140 Second Ave, Suite 502 New York, NY 10003	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 100,000.00
157	13-04831	Marin Agricultural Land Trust	PO Box 809 Point Reyes Station, CA 94956	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 7,500.00
158	13-04857	Media Impact Funders, Inc.	200 W. Washington Square Suite 220 Philadelphia, PA 19106	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 5,000.00
159	13-04924	Mocha Moms, Inc.	23 East 125th Street New York, NY 10035	N/A	PC (501)(c)(3) Public Charity	Back to School Celebration	\$ 3,000.00
160	12-04638	MomsRising Education Fund	12011 Bel-Red Road #206A Bellevue, WA 98005	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 85,000.00
161	13-04772	National Alliance of Media Arts Centers, Inc.	145 9th Street, Suite 230 San Francisco, CA 94103	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 85,000.00
162	13-04867	National Association of Latino Arts and Culture	1208 Buena Vista San Antonio, TX 78207	N/A	PC (501)(c)(3) Public Charity	NALAC Leadership Institute Program	\$ 55,000.00
163	13-04914	National Congress of American Indians	1516 P Street, NW Washington, DC 20005	N/A	PC (501)(c)(3) Public Charity	Indian Country Technology Project	\$ 23,000.00
164	12-04643	National Domestic Workers Alliance, Inc.	330 Seventh Ave. 19th Floor New York, NY 10001	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 275,000.00
165	13-04725	National Music Theatre Network, Inc.	250 West 49th Street, Suite 601 New York, NY 10019	N/A	PC (501)(c)(3) Public Charity	General Support	\$ 4,000.00

The Nathan Cummings Foundation  
EIN # 23-7093201  
Attachment to 2013 Form 990-PF  
Return of Private Foundation  
Statement Required by Reg 53.4945-5(d)

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Information with Respect to Expenditure Responsibility Grants

- (a) **Name and address of the grantee:** Henry J. Kaiser Family Foundation, 2400 Sand Hill Road, Menlo Park, CA 94025
- (b) **The date and amount of the grant:** \$25,000.00 paid on 2/26/13
- (c) **The purpose of the grant:** Examining Medicare Savings Options: Preparing for the Future
- (d) **The amount spent by the grantee:** \$25,000
- (e) **Whether, to the knowledge of the grantor foundation, the grantee has diverted any funds from the purpose of the grant:** No
- (f) **The dates of any reports received from the grantee:** 9/1/2013
- (g) The date and results of any verification of the grantee's reports pursuant to and to the extent required by Regulation Section 53.4945-5(c)(1)**

The Foundation has no reason to doubt the accuracy or reliability of the reports received, therefore no independent verification is required to be undertaken

The Nathan Cummings Foundation  
EIN # 23-7093201  
Attachment to 2013 Form 990-PF  
Return of Private Foundation  
Statement Required by Reg 53.4945-5(d)

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Information with Respect to Expenditure Responsibility Grants

- (a) **Name and address of the grantee:** Civil Politics, Inc., 12471 Wagner St, Los Angeles, CA 90066
- (b) **The date and amount of the grant:** \$50,657.00 paid on 12/18/2013
- (c) **The purpose of the grant:** Evidence-based Methods for Reducing Political Polarization
- (d) **The amount spent by the grantee:** N/A since the report is not yet due
- (e) **Whether, to the knowledge of the grantor foundation, the grantee has diverted any funds from the purpose of the grant:** No
- (f) **The dates of any reports received from the grantee:** The report for this grant is not yet due, it is due 12/1/14
- (g) The date and results of any verification of the grantee's reports pursuant to and to the extent required by Regulation Section 53.4945-5(c)(1)**

The Foundation has no reason to doubt the accuracy or reliability of the reports received, therefore no independent verification is required to be undertaken

The Nathan Cummings Foundation  
EIN # 23-7093201  
Attachment to 2013 Form 990-PF  
Return of Private Foundation

Statement Required by Reg 53.4945-5(d)

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Information with Respect to Expenditure Responsibility Grants

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- (a) **Name and address of the grantee:** Hip-Hop Association d/b/a Hip-Hop Education Center, 545 Eight Avenue, New York, NY 10018
- (b) **The date and amount of the grant:** \$5,000.00 paid on 12/3/13
- (c) **The purpose of the grant:** Hip-Hop Education Think Tank III
- (d) **The amount spent by the grantee:** \$5,000
- (e) **Whether, to the knowledge of the grantor foundation, the grantee has diverted any funds from the purpose of the grant:** No
- (f) **The dates of any reports received from the grantee:** 8/1/14
- (g) **The date and results of any verification of the grantee's reports pursuant to and to the extent required by Regulation Section 53.4945-5(c)(1)**

The Foundation has no reason to doubt the accuracy or reliability of the reports received, therefore no independent verification is required to be undertaken

**THE NATHAN CUMMINGS FOUNDATION, INC.**

**EIN: 23-7093201**

**Conformity Statement**

**December 31, 2013**

The Nathan Cummings Foundation, Inc. certifies that the attached amendments to the bylaws are the complete and accurate copy of the original document.

November 10, 2014  
Date

William E. Dempsey  
Officer's Signature

William E. Dempsey, Chief Financial Officer  
Officer's Name and Title (printed)

*Approved by the Governance Committee on February 21, 2013.*

*Affirmed by the Executive Committee on March 21, 2013.*

*Approved by the Board of Trustees on April 14, 2013.*

By-Laws Amendment that clarifies Resignations from the Board of Trustees

Amended language is *italicized and bolded*.

Section 4.3. Election, Tenure, Resignation, and Removal

(c) Resignation. Any person may resign as a Trustee *or Associate* at any time by giving written notice to the Chair of the Board, or to the President or the Secretary of the Foundation. A resignation shall take effect at such future time as specified by the person resigning, or, if no time is specified, upon delivery of such notice. A request for a leave of absence, hiatus, or other similar pause will not be considered. *If the resigning Trustee or Associate is a Family Member and wishes to be re-considered for a board seat at a future time, she/he must submit a formal written request for consideration to the Nominating Committee in response to the annual invitation that determines interest in serving on the Board. If the resigning Trustee is an Independent Trustee, the Governance Committee will make a recommendation for how to proceed to the Executive Committee.*

**BY-LAWS OF  
THE NATHAN CUMMINGS FOUNDATION, INC.  
An Illinois Not-for-Profit Corporation**

**ARTICLE I**

**Offices**

The Nathan Cummings Foundation Inc. ("the Foundation") shall have and continuously maintain a registered office in the State of Illinois and a registered agent whose office is identical with such registered office. The Foundation shall also have an office in New York City. The Foundation may have other offices in other states as its Board of Trustees may from time to time determine.

**ARTICLE II**

**Members**

The Foundation shall not have any members.

**ARTICLE III**

**Definition of Family Members**

For purposes of these By-Laws Family Members shall include:

Section 3.1 Lineal Descendants of Nathan Cummings. Lineal Descendants of Nathan Cummings shall be defined as Beatrice Cummings Mayer and her lineal descendants, the lineal descendants of Herbert K. Cummings and the lineal descendants of Alan H. Cummings. The term "Lineal Descendants" is meant to include multiple generations without limitation. These three lines of Lineal Descendants are referred to herein as "Branches".

Section 3.2 Spouses and Domestic Partners of Lineal Descendants.

(a) Spouses and Domestic Partners. A spouse or domestic partner shall be defined as a person in a committed relationship with a Lineal



Descendant. For purposes of these By-Laws the term "Spouse" shall be used to include spouses and domestic partners as defined in the preceding sentence. Domestic partners will be requested to sign a Declaration of Domestic Partnership that attests to a committed relationship of mutual caring and support, joint responsibility for common welfare and living expenses and proof of financial interdependence.

(b) Death of a Lineal Descendant. In the event of the death of a Lineal Descendant, the surviving Spouse will continue as a Family Member as defined in this Article III. However, if the surviving Spouse remarries, the person the Spouse marries will not be considered a Family Member, even though the surviving Spouse will continue as a Family Member. If the surviving Spouse subsequently has children, those children will not be considered Family Members.

(c) Divorce. In the event of divorce the Spouse will no longer be considered a Family Member. If the Spouse is then serving as a Trustee or Associate, the term of the divorced Spouse will terminate at the time of divorce. The term of the divorced Spouse as a member of a Committee of the Board or a Committee of the Foundation will also terminate. However, nothing shall preclude such divorced Spouse from being considered for the position of Independent Trustee as defined in Section 4.2(a).

(d) Separation. In the event of a separation the Spouse will continue as a Family Member. However, if the Spouse is then serving as a Trustee or Associate, the Governance Committee is authorized to consider whether the Foundation's work could be adversely affected by the separation and, if so, the Governance Committee can recommend to the Board the removal of the Spouse as a Trustee or Associate.

### Section 3.3 Children of Spouses.

(a) Adopted Children. A child of a Spouse will be considered a Family Member only if (1) the child was a minor (i.e., under 18 years of age) at the time her or his parent became a Spouse and (2) the child was adopted by the Lineal Descendant.

(b) Non-Adopted Minor Children. A non-adopted child of a Spouse will not be considered a Family Member. However, if the non-adopted child of a Spouse (1) was a minor (i.e., under 18 years of age) at the time her or

his parent became a Spouse and (2) demonstrates significant interest and commitment to the Foundation and its work, the Governance Committee will review the situation on a case-by case basis and can recommend to the Board that the non-adopted child be considered a Family Member and the Board shall have the authority to grant such status. Non-adopted children who are given Family Member status have all the rights of Family Members, including eligibility as Family Members for their children.

(c) Non-Adopted Adult Children. A non-adopted adult child of a Spouse will not be considered a Family Member.

(d) Death, Divorce, Separation. The status of the child of a Spouse as a Family Member will not be impacted by the subsequent death of the Spouse or by the separation or divorce of the Spouse from the Lineal Descendent.

#### **ARTICLE IV**

##### **Board of Trustees**

Section 4.1. General Powers. The Board of Trustees of the Foundation (the "Board") shall be responsible for the governance of the Foundation. The Board shall have all the powers permitted by law to boards of directors, except as its powers are expressly limited by these By-Laws.

##### Section 4.2. Number, Age Limitation, Prior Service.

(a) Number. The Board shall be composed of a minimum of ten members and a maximum of fifteen members. The Board shall have the power to fix its number within such maximum or minimum by resolution without amendment to these By-Laws. The total number of Trustees as fixed pursuant to this Section 4.2(a) shall include the ex officio Trustees, but shall not include emeritus Trustees. At all times, no less than a simple majority of the Trustees will be Family Member Trustees, provided that there are a sufficient number of Family Members who are willing, able, and qualified to serve as Trustees. Actual Lineal Descendants shall make up a simple majority of the Family Member Trustees. The remainder of the Board will be non-Family Member Trustees,

("Independent Trustees"); there will be a minimum of five Independent Trustees including the President.

(b) Age Limitations. To be eligible for election to the Board, an individual must be at least 25 years of age, but less than 65 years of age at the time first elected to serve as a Trustee.

(c) Prior Service as an Associate. A Family Member must have served as an Associate, as defined in Article VI, for two years before she or he can be considered for the position of Family Member Trustee.

(d) Ex Officio Trustees. The President of the Foundation shall be an ex officio member of the Board. The immediate past Chair will also serve as an ex officio Trustee, as set forth in Section 4.3(b) of these By-Laws. Ex officio Trustees shall have all rights of other members of the Board, including full voting rights on all matters coming before the Board.

(e) Emeritus Trustees. The Board shall have the power to confer emeritus status on any retiring Trustee who is 60 years or older on the date of her or his retirement. Emeritus status shall be conferred upon a finding by the Board that the retiring Trustee has rendered exceptional and distinguished service to the Foundation. Emeritus Trustees shall be entitled to receive notice of, and to attend, all Board meetings, to participate fully in all Board discussions, and to receive the same benefits and rights as Family Member Trustees and Independent Trustees, except that they shall not have any voting rights on matters considered by the Board.

(f) Branch Representation. There will be at least one Family Member Trustee from each Branch on the Board if there is a Family Member willing and qualified to serve. If the only member of a Branch is about to go off the Board, the Associates in that Branch will recommend a new Branch Family Member for consideration by the Nominating Committee for Board membership. In all other cases, the Nominating Committee will recommend new Family Member Trustees to the Board without Branch recommendation.

#### Section 4.3. Election, Tenure, Resignation, and Removal.

(a) Election; Term of Office. All Trustees are elected by the Board. Family Member Trustees are nominated for election upon recommendation of the Nominating Committee. Independent Trustees are nominated by the Governance Committee. Trustees are elected for terms of

three years. Family Member Trustees may be re-elected after each three-year term. Independent Trustees may be elected to serve a second three-year term, after which they must be off the Board for a minimum of one year. A Family Member who has previously served as a Family Member Trustee need not serve as an Associate before being considered by the Nominating Committee for Board membership, and may be considered after they have been off the Board for one year.

(b) Immediate Past Chair. If a retiring Chair would otherwise be terminating her or his Board membership contemporaneously, the retiring Chair shall remain on the Board as an ex officio Trustee for one year in order to serve as Vice Chair to assist with transition.

(c) Resignation. Any person may resign as a Trustee or Associate at any time by giving written notice to the Chair of the Board, or to the President or the Secretary of the Foundation. A resignation shall take effect at such future time as specified by the person resigning, or, if no time is specified, upon delivery of such notice. A request for a leave of absence, hiatus, or other similar pause will not be considered. If the resigning Trustee or Associate is a Family Member and wishes to be re-considered for a board seat at a future time, she/he must submit a formal written request for consideration to the Nominating Committee in response to the annual invitation that determines interest in serving on the Board. If the resigning Trustee is an Independent Trustee, the Governance Committee will make a recommendation for how to proceed to the Executive Committee.

(d) Removal. An ex officio Trustee may be removed from the Board only upon her or his removal from the office that gave rise to her or his ex officio status. A Spouse will be removed from the Board if her or his status as a Spouse terminates pursuant to Section 3.2. Any other Trustee may be removed, with or without cause, by affirmative vote of a majority of the voting Trustees then in office.

(e) Successor Trustees. If any Trustee shall cease to be a Trustee by reason of her or his death, resignation, removal, incapacity, or otherwise, a successor Trustee may be chosen to fulfill that person's unexpired term. Selection of a successor Trustee shall be accomplished, following recommendation by the Nominating Committee in the case of a Family Member Trustee or the Governance Committee in the case of an Independent Trustee, by

affirmative vote of a majority of the voting Trustees then in office. Alternatively, the size of the Board may be reduced accordingly.

Section 4.4. Meetings; Notice.

(a) Annual Meeting. An annual meeting of the Board ("the Annual Meeting") shall be held each year, at a date, time, and place designated by the Board. If no designation is made, the place of the Annual Meeting shall be the Foundation's office in New York City, and the date and time shall be the third Thursday in April, commencing at 8:30 am.

(b) Regular Meetings. The Board may by resolution establish a schedule calling for regular meetings of the Board at specified times and locations.

(c) Special Meetings. Special meetings of the Board may be called by, or at the request of, the Chair of the Board or the President of the Foundation, or upon written request of any two Trustees.

(d) Notice. The Secretary shall ensure that timely notice is given to all Trustees and Associates of the date, time, and place of each Board meeting. In order to be timely, the notice must be sent in such fashion that it will be received by each Trustee and Associate at least five business days prior to the meeting. Notice may be effected by any reasonable means, including email, regular mail, Express Mail, overnight courier, telephone, telegram, fax, or personal delivery. Notice shall be deemed sufficient if sent to the usual address, telephone number, fax number, or email address of each Trustee and Associate as it appears in the records of the Foundation.

(e) Waiver of Notice; Contents of Notice. No notice of any Board meeting need be given to any Trustee or Associate who waives such notice in writing before or after the meeting, or who attends the meeting without protesting the absence of notice prior to the meeting or at its commencement. Neither the business to be transacted at, nor the purpose of, any Board meeting need be stated in the notice or waiver of notice, unless specifically required by law or by these By-Laws.

Section 4.5. Quorum; Manner of Acting.

(a) Quorum. A majority of the voting Trustees then in office shall constitute a quorum for the transaction of business at any Board meeting. If

Amended April 14, 2013  
Amended June 24, 2012  
Finalized as of August 24, 2011  
Approved by the Board of Trustees on July 10, 2011

less than a majority of voting Trustees is present, a majority of the Trustees in attendance may adjourn the meeting from time to time without further notice.

(b) Finality. The act of a majority of the voting Trustees present at a meeting at which a quorum exists shall be the act of the Board, except as otherwise provided by law or by these By-Laws.

(c) Telephonic Participation. Participation by one or more Trustees by means of conference telephone or similar equipment shall constitute attendance at a Board meeting, provided that all participating Trustees can hear each other. All participating Trustees shall be deemed to be present in person at such a meeting.

(d) Action by Written Consent. Any action required or permitted by law to be taken by the Board may be taken without a meeting, provided that all Trustees entitled to vote on the matter sign a written consent setting forth the action taken. Each such written consent shall be filed with the corporate records.

#### Section 4.6. Compensation.

(a) Salary. Trustees shall not receive any salaries for their services as Trustees unless otherwise determined by an affirmative vote of a majority of the voting Trustees then in office; provided, however, that nothing herein contained shall be construed to preclude any Trustee from serving the Foundation in any other capacity and receiving compensation therefore.

(b) Reimbursement of Expenses. The Foundation may reimburse Trustees for the expenses that they incur in attending meetings of the Board and of any Committees on which they serve, provided that the expenses in question are reasonable and not excessive in amount. The Foundation will establish guidelines, which may be modified from time to time, for such expenses.

### ARTICLE V

#### Officers

Section 5.1. In General. The officers of the Foundation shall include a Chair of the Board, a Vice Chair, a President and CEO, a Secretary, a Treasurer, an Assistant Secretary and an Assistant Treasurer, and may include one or more

Amended April 14, 2013  
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Executive Vice President(s) and/or Vice President(s). The Board may also elect such other officers from time to time as it shall deem desirable. No person shall hold two or more offices.

Section 5.2. Qualification and Tenure.

(a) Election. The officers of the Foundation shall be elected by the Board upon recommendation of the Governance Committee. All of the officers need to be Trustees except the Assistant Secretary, the Assistant Treasurer, and any Executive Vice President(s) or Vice President(s). Vacancies may be filled for the unexpired portion of any term, and new offices may be created and filled, at any meeting of the Board.

(b) Tenure. Each officer shall continue in office until the completion of her or his specified term and until her or his successor shall have been duly elected and qualified, or until her or his death, resignation, or removal. The term of an officer who is elected other than at an Annual Meeting of the Board shall expire at the next Annual Meeting.

(c) Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board, to the President or to the Secretary of the Foundation. A resignation shall take effect at such future time as specified by the person resigning, or, if no time is specified, upon delivery of the written notice.

(d) Removal. Any officer of the Foundation may be removed by majority vote of the Board with or without cause, but any such removal shall be without prejudice to any contract rights that the person removed may have.

Section 5.3. Powers and Duties in General. The officers of the Foundation shall each have such powers and perform such duties in the management of the affairs, property and business of the Foundation, subject to the control of the Board, as are set forth in the following paragraphs, and as generally pertain to their respective offices. The officers of the Foundation shall also have such additional powers and duties as may be authorized from time to time by the Board.

Section 5.4. Chair of the Board.

(a) Election, Powers and Duties. The Chair of the Board shall be elected by the Board of Trustees at its fall meeting to begin service at the next

Amended April 14, 2013  
Amended June 24, 2012  
Finalized as of August 24, 2011  
Approved by the Board of Trustees on July 10, 2011

Annual Meeting. The Governance Committee shall report to the Board concerning the interest and availability of candidates for Chair. Such a report may, but need not, contain a recommendation. The Chair shall preside at all meetings of the Board and shall perform the usual duties of a presiding officer. The Chair shall serve as an ex officio member of all Committees of the Board, except the Nominating Committee, and of all Committees of the Foundation, including the Program Education Teams or their equivalents. Unless otherwise provided in these By-Laws, the Chair of the Board shall select the Chair of each Committee of the Board and of the Foundation in consultation with the Governance Committee.

(b) Term of Office. The Chair of the Board shall serve a three-year term, and may not succeed herself or himself. After one year following the completion of such term, she or he shall be eligible for an additional term as Chair. If her or his term as Trustee was due to expire before her or his term as Chair, the Chair will continue service as a Trustee for the duration of her or his term as Chair.

(c) Eligibility. To be eligible for election by the Board to the Chair, a candidate must have served as a Trustee for a minimum of three years and had two years experience as a Team Leader of a Program Education Team or its equivalent. Family Member Trustees and Independent Trustees are eligible to serve as Chair of the Board.

#### Section 5.5. Vice-Chair.

(a) Election, Powers and Duties. There will be one Vice-Chair of the Board. The immediate past Chair will serve as Vice Chair for the new Chair's first year in office. A new Vice Chair will be elected for a two-year term to support the new Chair during her or his second and third years in office. Such person is to be considered a candidate for Chair for the next three-year term, subject to satisfactory service. The responsibilities of the Vice-Chair shall be determined from time to time by the Chair.

(b) Eligibility. To be eligible for election by the Board to the Vice Chair, a candidate must have served as a Trustee and have served at least two years as Team Leader of a Program Education Team or its equivalent.



(c) Temporary Service as Chair. In the absence or disability of the Chair, the Vice-Chair shall exercise the powers and perform the duties of the Chair.

Section 5.6. President and CEO. The President and CEO (herein after referred to as the "President") shall be elected by the Board for a term specified in the contract between the President and the Foundation, which term shall be renewed or extended in accordance with any amendments or extension of such contract. The President shall be subject to oversight by the Board and shall act in accordance with its directions. The President shall be the chief executive officer of the Foundation and shall in general supervise and manage all of its business and affairs. The President shall oversee and report on any matters referred to her or him by the Board, and shall have the power to make recommendations to the Board on the President's own initiative. The President is a member of the Executive Committee pursuant to section 7.2 (d). The President shall be an ex officio member of all Committees of the Board, except Governance, Nominating and Audit, and all Committees of the Foundation, including the Program Education Teams or their equivalents, unless the Committee is otherwise constituted by the Board. The Board may adopt by resolution a more detailed description of the President's responsibilities.

Section 5.7. Treasurer. The Treasurer shall be elected by the Board, upon recommendation of the Governance Committee, for a one-year term, renewable indefinitely. The Treasurer shall be responsible for all funds and securities of the Foundation, and for the maintenance and safekeeping of the Foundation's financial records. Specific duties may be delegated to the Assistant Treasurer. The Treasurer will chair the Finance committee and shall also perform such additional duties as may from time to time be assigned by the Board or by the Finance Committee.

Section 5.8. Assistant Treasurer. There shall be one Assistant Treasurer. The Assistant Treasurer shall be elected by the Board, upon recommendation of the Governance Committee for a one-year term, renewable indefinitely. The responsibilities of the Assistant Treasurer shall be determined from time to time by the President in consultation with the Treasurer.

Section 5.9. Secretary.

(a) Powers and Duties. The Secretary shall be elected by the Board, upon recommendation of the Governance Committee, for a one-year term, renewable indefinitely. The Secretary shall be responsible for documentation of the meetings of the Board, and the giving of notices in accordance with these By-Laws or as required by law. The Secretary shall be the custodian of the Foundation's corporate records and of its seal, with authority to affix the seal to Foundation documents whenever necessary.

(b) Minutes. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board and of the Committees of the Board. The Secretary shall distribute or cause to be distributed copies of the Board minutes to all Trustees, and shall maintain or cause to be maintained a minute book at the Foundation's registered or principal office.

Section 5.10. Assistant Secretary. There shall be one Assistant Secretary. The Assistant Secretary shall be elected by the Board, upon recommendation of the Governance Committee, for a one-year term, renewable indefinitely. The responsibilities of the Assistant Secretary shall be determined from time to time by the President in consultation with the Secretary.

Section 5.11. Other Officers. The Board may designate other officers, including assistant officers, as it shall deem desirable. Assistant officers shall perform such duties as may be assigned to them by the Board and by the officers whom they assist.

Section 5.12. Compensation. The Foundation may pay its officers, agents and employees compensation commensurate with their services, provided that such services are reasonable and necessary to carrying out the exempt purposes of the Foundation, and that such compensation is not excessive in amount. Subject to the same limitations, the Foundation may reimburse its officers, agents, and employees for expenses that they incur in the performance of their duties. The amount of salary and other elements of compensation paid to each officer shall be determined by the Board, except for

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the Assistant Secretary and Assistant Treasurer whose compensation shall be determined by the President.

## **ARTICLE VI**

### **Associate Status**

Section 6.1. Number. The number of Associates will be limited by the following formula: the total number of Associates, Trustees and Trustees Emeritus shall not exceed 26.

Section 6.2. Election; Tenure. All Family Members shall be eligible for consideration as Associates of the Foundation if they will be at least 18 years of age on the date they would commence service. Associates shall be elected by the Board, upon recommendation by the Nominating Committee, for one-year renewable terms; provided, however, that the term of an Associate who is elected other than at an Annual Meeting of the Board shall expire at the next Annual Meeting. Election to Associate status shall be based on the individual's demonstrated interest or experience in the Foundation's areas of charitable concern, commitment to work in the Foundation's programs, and desire to gain experience in the operation of the Foundation. Board members who rotate off the Board may serve as Associates.

Section 6.3. Rights and Duties. Associates shall be eligible for election to all Committees of the Board, except for the Audit Committee and the Nominating Committee, and all Committees of the Foundation. Associates shall be entitled to receive notice of, and attend all meetings of, the Board and of the Committee(s) on which they serve. Associates shall have full voting rights on their Committees, and the right to attend and participate in the discussions at Board meetings, but shall have no voting rights on the Board. The Board may, from time to time, determine various levels of status within the category of Associate and determine additional rights, responsibilities and duties for each level.

Section 6.4. Compensation.

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(a) Salary. No Associate shall receive any compensation for her or his services as an Associate.

(b) Reimbursement of Expenses. The provisions of Section 4.6(b) shall apply to reimbursement of the expenses of Associates as well as of Trustees.

Section 6.5. Election of Associates to the Board. Any Associate, after two years of service, may nominate herself or himself for Board membership. Such candidacy will be considered by the Nominating Committee. Associates can continue as Associates so long as they choose to do so and discharge their obligations subject to the limitation in Section 6.1. A first time Associate must come on as an Associate I. After one year of service in full compliance with the requirements of Associate I status, she or he will be eligible to apply for Associate II status. An Associate II who re-joins the Board after a period of not being active may re-join as an Associate II.

## ARTICLE VII

### Committees

#### Section 7.1. General Provisions/Procedures.

(a) Committee Chairs. Unless otherwise provided in these By-Laws, the Chair of each Committee shall be selected by the Chair of the Board in consultation with the Governance Committee. The Chair of each Committee of the Board shall be a Trustee, except that the Chair of the Investment Committee may be a non-Trustee member of the Investment Committee as provided for in Section 7.2(b). The Chair of each Committee of the Foundation may be either a Trustee or an Associate.

(b) Meetings. Each of the Committees of the Board and of the Foundation shall meet from time to time at such time and place as shall be directed by the Chair of each Committee or, in her or his absence, by the Chair of the Board of Trustees.

(c) Quorum. Unless otherwise provided in the Board resolution establishing a Committee, a majority of the members of a Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

(d) Notice. The Secretary shall ensure that timely notice of each Committee meeting is given to all members of that Committee. The provisions of Section 4.4(d) governing the time and method of notice shall apply to all Committees.

(e) Rules. Each Committee of the Foundation may adopt rules for its own governance so long as they are not inconsistent with these By-Laws or with rules adopted by the Board.

(f) Minutes. Each of the Committees of the Board shall keep minutes of its proceedings as defined in Section 7.2(c). Each of the Committees of the Foundation shall keep a record of its proceedings as defined in Section 7.3(c).

(g) Other Procedural Matters. The provisions of Section 4.4(e) (regarding waiver and contents of notice), Section 4.5(c) (regarding telephonic participation or electronic participation at meetings), and Section 4.5(d) (regarding consents), shall apply to all Committees.

Section 7.2. Committees of the Board.

(a) In General. Committees of the Board shall consist of six Standing Committees -- the Executive Committee, the Governance Committee, the Nominating Committee, the Finance Committee, the Audit Committee, and the Investment Committee -- and such additional committees as the Board may establish from time to time. Committees of the Board shall have and may exercise the authority of the Board in the management of the Foundation in the areas explicitly delegated to them, subject to any limitations imposed by law, by these By-Laws, or by Board resolution.

(b) Composition and Tenure. Each Committee of the Board shall have at least three members (in addition to ex officio members), each of whom shall be elected by the Board upon recommendation of the Governance Committee. The Governance Committee shall be elected by a majority vote of the Board. Members shall be elected to their Committees for two-year terms and shall serve on their Committees at the pleasure of the Board except in the case of the Nominating Committee. (See Section 7.2(f)). However, the term of a Committee member who is elected other than at an Annual Meeting of the Board shall expire at the next Annual Meeting. All members of Committees of the Board will be Trustees or Associates except that outside experts may serve on the Investment Committee. Any such outside expert shall be selected by the Chair of the Board in consultation with the Chair of the Investment Committee and the President for such terms as they deem desirable.

(c) Minutes. Each Committee of the Board shall keep minutes of its proceedings and actions and shall submit a report thereof at the next regular meeting of the Board of Trustees. The Committee Chair will have responsibility for taking minutes, although this may be delegated to a staff member.

(d) Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Treasurer, Secretary, Chair of the Governance Committee and President. It shall perform such duties and exercise such powers as may be directed or delegated by the Board of Trustees, and between meetings of the Board of Trustees it may exercise any and all powers of the Board of Trustees in the management of the affairs of the Foundation with the same effect as if exercised by the Board of Trustees with these exceptions:

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approving grants (except in emergency situations); adopting a plan for the distribution of assets or dissolution of the Foundation; filling vacancies on the Board or any of the Committees of the Board; electing, appointing, or removing any Trustee, officer, or Committee member; adopting, amending, or repealing the Certificate of Incorporation or By-Laws of the Foundation; adopting a plan of merger or consolidation or authorizing the sale, lease, exchange, or mortgage of substantially all of the property or assets of the Foundation; amending, altering, repealing, or taking action inconsistent with any Board resolution; and taking any other action prohibited to be taken by a Committee by law or by these By-Laws.

(e) Governance Committee. The Governance Committee will be selected by the Board and will include one Trustee representative from each Branch, one Independent Trustee, and one Associate. The Board Chair will be a member of the Committee and will represent her or his branch. Trustees and Associates of the other branches will make a recommendation to the Governance Committee as to their Branch representation. The Governance Committee will be chaired by the Independent Trustee member of the Committee. The Governance Committee shall review candidates for election to the following positions and report its recommendation to the Board: (i) Independent Trustees, (ii) Chair of the Board; (iii) Vice-Chair of the Board; (iv) Treasurer and Secretary of the Board; and (v) members of Committees of the Board as defined in Section 7.2(b) and members of Committees of the Foundation as defined in Section 7.3(b) (other than outside experts and consultants selected by the Chair).

The Governance Committee shall periodically recommend to the Board changes to the By-Laws of the Foundation, as necessary. It will periodically conduct a review of the efficiency and effectiveness of the Board and Board functions. It will also implement a program of professional development for Board and Committee members.

(f) Nominating Committee. The Nominating Committee shall be responsible for recommending new Family Member Trustee and Associate candidates. The Nominating Committee will be composed of three Independent Trustees and three Family Member Trustees, one from each Branch of the family. The Independent Trustees will be the voting members on this committee and the Family Member Trustees will serve as advisors. Members of the Nominating Committee will serve for a term of three years. The Governance

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Committee will be responsible for nominating the Trustees who will serve on the Nominating Committee. If an advisory Family Member Trustee serving on the Nominating Committee is up for re-election as a Trustee during her or his term on the Nominating Committee, the Governance Committee will appoint another Family Member Trustee from the same Branch, if one is available. If there is not another available Family Member Trustee from the same Branch, the Governance Committee will determine how to proceed.

(g) Finance Committee. The Finance Committee shall consist of Trustees and Associates, and shall have oversight responsibility for the financial operations of the Foundation. This will include review of:

- (1) the methodology for determining the aggregate annual grants and operating budget;
- (2) the proposed annual grants and operating budget;
- (3) any proposed budget modifications; and
- (4) periodic reports on actual expenditures compared to budget.

The Finance Committee may from time to time recommend to the Board changes to the methodology for determining the aggregate annual grants and operating budget. It will present and recommend to the Board the annual grants and operating budget. The Finance Committee will also periodically report to the Board on actual expenditures compared to budget and may recommend budget modifications.

(h) Audit Committee. The Audit Committee shall consist solely of Trustees who are not employees of the Foundation, and shall have the following responsibilities and functions:

- (1) recommend to the Board the appointment of independent public accountants to audit the books, records and accounts of the Foundation, including the scope of the prospective Annual Audit and review of the proposed fees to be paid;
- (2) review compliance by management of the Foundation with the existing major accounting and financial policies of the Foundation;
- (3) without the presence of management employees of the Foundation, review the results of the Annual Audit with



the Public Accountants, and the performance, competence and cooperation of the financial officers and staff of the Foundation;

- (4) without the presence of the Public Accountants, review the performance, competence, and cooperation of the Public Accountants with the President, financial officers, and staff of the Foundation;
- (5) following the completion of the review of the Annual Audit and of the performance, competence, cooperation and adequacy of the financial organization of the Foundation, meet with representatives of the Public Accountants and the management of the Foundation for the purpose of discussing and clarifying issues and questions raised by the Public Accountants with respect to the Annual Audit, and report the Audit Committee's findings to the Board of Trustees within 90 days after the completion of such meetings.

(i) Investment Committee. The Investment Committee shall have the authority to allocate investment funds within the overall investment guidelines approved by the Board. This includes, but is not limited to:

- 1) making new investments such as by hiring investment managers;
- 2) liquidating current investments such as by eliminating investment managers;
- 3) reallocating funds among investments; and
- 4) raising cash for strategic or operating purposes.

The Investment Committee may delegate authority for some investment decisions to a Sub-Committee. The Investment Committee will report its actions to the Board. People who are neither Trustees nor Associates may serve on the Investment Committee, as provided for in Section 7.2(b).

### Section 7.3. Committees of the Foundation.

(a) In General. Committees of the Foundation shall consist of such committees as the Board may establish from time to time such as: Board

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Recommended Grants, Retreat, Space, Search and History. Program Education Teams or their equivalents shall also be considered Committees of the Foundation for purposes of these By-Laws. Committees of the Foundation shall be advisory only. They shall not have and may not exercise the authority of the Board in the management of the Foundation.

(b) Election, Composition and Tenure. Each Committee of the Foundation shall have at least three members (in addition to ex officio members), and may have as many members as the Board deems desirable. Members shall be elected by the Board, upon recommendation of the Governance Committee, for two-year renewable terms, except that the term of a member who is elected other than at an Annual Meeting of the Board shall expire at the next Annual Meeting. In addition, Foundation staff members may serve as non-voting members of Committees of the Foundation at the discretion of the Board.

(c) Minutes. Each of the Committees of the Foundation shall keep a record of its proceedings and actions and shall report at the next regular meeting of the Board of Trustees.

## ARTICLE VIII Adjunct Status

Section 8.1. Eligibility. All Family Members shall be eligible to serve as Adjuncts of the Foundation if they will be at least 16 years of age on the date they would commence service. To apply for Adjunct status, a Family Member will submit a proposal which must be approved by the President, Board Chair, and Team Leader of the relevant Program Education Team or its equivalent.

Section 8.2. Rights and Duties. Adjuncts shall have no voting rights on the Board or on any Committees. There is no meeting attendance requirement for Adjunct status. For each Adjunct, duties will be established by the President, Board Chair, and Chair of the relevant Program Education Team or its equivalent.

Section 8.3. Compensation.

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(a) Salary. No Adjunct shall receive any compensation for her or his services as an Adjunct.

(b) Reimbursement of Expenses. The Foundation may reimburse Adjuncts for expenses associated with pre-approved projects, provided that the expenses in question are reasonable, not excessive in amount, and are in accordance with Foundation guidelines.

## **ARTICLE IX**

### **Books and Records; Annual Reports**

Section 9.1. Books and Records. The Foundation shall keep at its corporate offices correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board and of all Committees of the Board. The Foundation shall maintain, at its registered or principal office, a record listing the names and addresses of all its Trustees and Associates. All books and records of the Foundation may be inspected by any Trustee, or his agent or attorney, for any proper purpose at any reasonable time.

Section 9.2. Annual Reports. The President shall present at the Annual Meeting a report describing the Foundation's activities during the previous fiscal year. The Chair of the Audit Committee shall present to the Board in a timely fashion a report showing in appropriate detail the audited financial statements for the previous year. Information in these reports, combined with other information that the Board deems appropriate, shall be made available in an Annual Report of the Foundation.

## **ARTICLE X**

### **Fiscal Year**

The fiscal year of the Foundation shall be the calendar year.

## **ARTICLE XI**

### **Seal**

The corporate seal of the Foundation shall be in the form of a circle and shall have inscribed in it the name of the Foundation and the words "Corporate Seal."

## **ARTICLE XII**

### **Amendments to the By-Laws**

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by affirmative vote of a majority of the voting Trustees then in office; provided, however, that the notice provisions of Section 4.4(d) and (e) shall be modified in two respects in the case of any meeting called for this purpose. First, notice of any meeting at which the By-Laws are proposed to be changed shall explicitly state the intention to alter the By-Laws. Second, notice of such a meeting must be sent in such fashion that it will be received by all Trustees and Associates 15 business days, rather than five business days, in advance of the meeting.

## **ARTICLE XIII**

### **Insurance and Indemnification**

Section 13.1. Insurance. The Foundation may purchase and maintain continuously in effect a policy of insurance on behalf of all persons who are Trustees, Officers, and Associates of the Foundation. This policy may insure against any liability asserted against such person and incurred by him or her in her or his capacity as Trustee, Officer, or Associate, or arising out of her or his status as such. The President shall consult periodically with legal counsel as to the adequacy of the policy coverage.

Section 13.2. Indemnification. In the manner and to the fullest extent permitted by applicable law, the Foundation may indemnify any present or former

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Trustee, Officer, or Associate who by reason of her or his service to the Foundation was or is a party or is threatened to be made a party to any threatened, pending, or completed action or proceeding (whether civil, criminal, administrative or investigative), against expenses, judgments, fines and settlements actually and reasonably incurred in connection with such action or proceeding, including but not limited to attorneys' fees and any expenses of establishing a right to indemnification. In the manner and to the fullest extent permitted by applicable law, the Foundation may, prior to the final disposition of any such action or proceeding, advance to any such person expenses actually and reasonably incurred in connection therewith. Nothing in this Section 11.2 shall be construed to permit or require any payment, reimbursement, or advance that would constitute "self-dealing" or a "taxable expenditure" within the meaning of Sections 4941 or 4945 of the Internal Revenue Code of 1986, or of the corresponding provisions of any subsequent federal tax law.