Form **990-PF** Department of the Treasury

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation Do not enter social security numbers on this form as it may be made public.

OMB No. 1545-0052 2014

Internal Revenue Service Fintormation about Form 990-PF and its separate instructions is at <u>www.irs.gov/form990pf.</u> Open to Public inspection									
For	caler	ndar year 2014 or tax year beginning		, and e	nding				
Nai	ne of	foundation		A Employer identification number					
D	RA	PER RICHARDS KAPLAN FOU	91-2172351						
Nur	nber a	and street (or P.O. box number if mail is not delivered to street	address)		Room/suite	B Telephone number			
1	60	0 EL CAMINO REAL			155	650-319-78	08		
Citv	or t	own, state or province, country, and ZIP or foreign p	ostal code			C If exemption application is p	ending, check here		
		LO PARK, CA 94025							
		all that apply:	Initial return of a fo	ormer public o	charity	D 1. Foreign organizations	s. check here		
		Final return	Amended return						
		Address change	Name change			Foreign organizations me check here and attach co	eting the 85% test,		
H (heck	type of organization: X Section 501(c)(3) ex							
	_	ection 4947(a)(1) nonexempt charitable trust		ation		E If private foundation stat under section 507(b)(1)			
		arket value of all assets at end of year J Accounti		X Acci					
			her (specify)		uai	F If the foundation is in a 6 under section 507(b)(1)			
	.\$	41,371,402. (Part I, colu	mn (d) must be on cash h	hasis)					
_	rt I					(a) Adjusted net	(d) Disbursements		
ГС		Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books		ivestment ome	(c) Adjusted net income	for charitable purposes		
	4		19,269,236.				(cash basis only)		
	1	Contributions, gifts, grants, etc., received	19,209,230.						
	2	Check i if the foundation is not required to attach Sch. B	157 600	1 5	0 400	150 / 00			
	3	Interest on savings and temporary cash investments	157,699.	10	8,422.		STATEMENT 2		
	4	Dividends and interest from securities	240.		3,416.		STATEMENT 3		
	5a	Gross rents			1.	1.			
		Net rental income or (loss)							
ē	6a	Net gain or (loss) from sale of assets not on line 10	4,177.				STATEMENT 1		
en	b			1 0 0					
Revenue	7	Capital gain net income (from Part IV, line 2)		1,80	2,716.				
ш	8	Net short-term capital gain				1,172.			
	9	Income modifications							
	10a	Gross sales less returns and allowances							
		Less: Cost of goods sold							
	C	Gross profit or (loss)							
	11				255.				
	12	Total. Add lines 1 through 11	19,431,352.	1,96	4,810.	163,011.			
	13	Compensation of officers, directors, trustees, etc.	493,557.		0.	493,557.			
	14	Other employee salaries and wages	1,046,231.		0.	1,046,231.			
	15	Pension plans, employee benefits	415,302.		0.	415,302.			
ses	16a	Legal fees STMT 4	24,764.		0.	24,764.	0.		
en	b	Accounting fees STMT 5	50,076.		0.	50,076.	0.		
ЦХр	c	Other professional fees STMT 6	87,762.		0.	87,762.	0.		
ve									
ati	18	Interest	28,000.		0.	28,000.	0.		
istr	19	Depreciation and depletion	20,350.		0.	0.			
ij	20	Occupancy	271,823.		0.	271,823.	0.		
Adi	21	Travel, conferences, and meetings	193,963.		0.	193,963.	0.		
Б	22	Printing and publications	926.		0.	926.	0.		
Operating and Administrative Expenses	23	Other expenses STMT 8	690,019.	5	2,516.	<2,449,393.			
Itin		Total operating and administrative			, • •	, ,			
era		expenses. Add lines 13 through 23	3,322,773.	5	2,516.	163,011.	3,112,947.		
ő	25	Contributions, gifts, grants paid	2,825,000.	-	_,	100,0110	2,925,000.		
		Total expenses and disbursements.	_,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,						
	20	Add lines 24 and 25	6,147,773.	5	2,516.	163,011.	6,037,947.		
	07		0,171,113.	J	<u>, JIO</u>	105,011.	0,031,941.		
		Subtract line 26 from line 12:	13,283,579.						
		Excess of revenue over expenses and disbursements	13,203,319.	1 01	2,294.				
		Net investment income (if negative, enter -0-)		1,91	4,474.	∩			

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

19021111 759146 21580

1

2014.05000 DRAPER RICHARDS KAPLAN FOUN 215801

Fo					2172351 Page 2
	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year	End of	-
F	art	column should be for end-of-year amounts only.	(a) Book Value	(b) Book Value	(c) Fair Market Value
		Cash - non-interest-bearing	16,570,493.	<16,373.	
	2	Savings and temporary cash investments	4,363,363.	3,669,101.	3,669,101.
	3	Accounts receivable			
		Less: allowance for doubtful accounts 🕨			
	4	Pledges receivable ► 15,491,787.			
		Less: allowance for doubtful accounts 🕨	3,583,668.	15,491,787.	15,491,787.
	5	Grants receivable			
		Receivables due from officers, directors, trustees, and other			
		disqualified persons			
	7	Other notes and loans receivable			
		Less: allowance for doubtful accounts			
S	8	Inventories for sale or use			
Assets	9	Prepaid expenses and deferred charges	23,788.	46,903.	46,903.
As		Investments - U.S. and state government obligations STMT 9	0.	3,450,434.	3,450,434.
		Investments - corporate stock		, ,	
	c	Investments - corporate bonds STMT 10	0.	15,191,761.	15,191,761.
	111	Investments - land, buildings, and equipment: basis	-	- / - / -	
	l	Less: accumulated depreciation			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	3,285,315.	3,445,898.	3,445,898.
	14	Land, buildings, and equipment: basis ► 97, 312.	.,		-,,
	'7	Less: accumulated depreciation STMT 12 ► 49,712.	60,638.	47,600.	47,600.
	15	Other assets (describe ► DEPOSITS)	44,291.	44,291.	44,291.
		Total assets (to be completed by all filers - see the	11/2510	11/2510	11/2510
	10	instructions. Also, see page 1, item I)	27,931,556.	41,371,402.	41,371,402.
_	17	Accounts payable and accrued expenses	232,885.	237,482.	11,0,1,1020
		Grants payable	300,000.	200,000.	
~			500,000.	200,000.	
Liabilities		Deferred revenue			
bili		Loans from officers, directors, trustees, and other disqualified persons			
Lia	21	Other liabilities (describe ► STATEMENT 13)	2,464.	3,750.	
	22		2,101.	5,750.	
	0.0	Total liabilities (add lines 17 through 22)	535,349.	441,232.	
	23	Foundations that follow SFAS 117, check here	555,545.	441,252.	
		and complete lines 24 through 26 and lines 30 and 31.			
Se	0.4		23,812,539.	25,438,383.	
õ		Unrestricted	3,583,668.	15,491,787.	
3ala		Temporarily restricted	5,505,000.	, , , , , , , , , , , , , , , , ,	
Fund Balances	20	Permanently restricted Foundations that do not follow SFAS 117, check here			
Гu					
	07	and complete lines 27 through 31.			
Net Assets or		Capital stock, trust principal, or current funds			
SS		Paid-in or capital surplus, or land, bldg., and equipment fund			
et⊳		Retained earnings, accumulated income, endowment, or other funds	27,396,207.	40,930,170.	
ž	30	Total net assets or fund balances	27,390,207.	40,950,170.	
	1.1	Total lightlitics and not accests/fund belances	27,931,556.	41,371,402.	
_	31	Total liabilities and net assets/fund balances		41, 571, 402.	
P	art	III Analysis of Changes in Net Assets or Fund B	alances		
1		net assets or fund balances at beginning of year - Part II, column (a), line			
		st agree with end-of-year figure reported on prior year's return)			27,396,207.
2	Enter	r amount from Part I, line 27a r increases not included in line 2 (itemize) VINREALIZED	2	13,283,579.	
			GAIN ON INVES		250,384.
		lines 1, 2, and 3			40,930,170.
		eases not included in line 2 (itemize)		5	0.
6	Total	net assets or fund halances at end of year (line 4 minus line 5) - Part II, or	humn (h) line 30	1 8 1	40.930.170.

Form **990-PF** (2014)

423511 11-24-14

	Form 990-PF (2014) DRAPER RICHARDS KAPLAN FOUNDATION 91-2172351 Page 3										
•		sses for Tax on I		t Income	17631						
2-story brick w	arehouse;	nd(s) of property sold (e.g or common stock, 200 sh	g., real estate, 1s. MLC Co.)		(D) F P D	How acqu - Purchas - Donatic	Jired se on	(c) Date a (mo., d		(d) Dat (mo., d	
1a PUBLICLY TRADE								01 / 0		10/0	
b CAPITAL GAINS										12/3	
c CAPITAL GAINS	FROM	PASSTHROUGH	1			Р		01/0	1/14	12/3	1/14
d											
e	(0)	Norma disting a flavor d	(-) 0-		<u> </u>			(1) 0	(l	\	
(e) Gross sales price	(1)	Depreciation allowed (or allowable)		st or other basis expense of sale					ain or (loss s (f) minus		
a 2,005,320.		· · · ·		335,03	2.			() !	.,	1,670	.288.
b 131,256.				,						131	,256.
c 1,172.										1	,172.
d											
е											
Complete only for assets showi	ng gain in (column (h) and owned by	the foundatior	1 on 12/31/69					ol. (h) gain		
(i) F.M.V. as of 12/31/69	((j) Adjusted basis as of 12/31/69		cess of col. (i) col. (j), if any			col.	(k), but r Losses	ot less tha (from col. (n -0-) or h))	
a										1,670	,288.
b										131	,256.
C										1	,172.
d											
e											
2 Capital gain net income or (net c	apital loss)	If gain, also enter -(er in Part I, line 0- in Part I, line	7 7	. }	2				1,802	,716.
3 Net short-term capital gain or (lo			ind (6):								
If gain, also enter in Part I, line 8										1	1 7 0
If (loss), enter -0- in Part I, line 8 Part V Qualification U	Indor S	action 1910(a) fo	r Doducoc	Tax on Not	. <u> </u>	3	nt Ino	<u></u>			<u>,172.</u>
								ome			
(For optional use by domestic privat	e toundatio	ons subject to the section	4940(a) tax or	i net investment in	come	9.)					
If section 4940(d)(2) applies, leave t	his part bla	ank.									
Was the foundation liable for the sec	tion 4942	tax on the distributable ar	mount of any v	ear in the hase ner	2hoi						X No
If "Yes," the foundation does not qua 1 Enter the appropriate amount in	lify under :	section 4940(e). Do not c	omplete this pa	art.						103	
(a) Base period years		(b)			(C)				D' 1 '	(d) oution ratio	
Base periód years Calendar year (or tax year beginn	ina in)	Adjusted qualifying di	stributions	Net value of no			e assets		Distrit (col. (b) div	ided by col.	(C))
2013		4,70	00,178.		22	,739	,851				
2012			94,933.		19	,999	,013	•		.1	89756
2011			L9,683.				,241			.1	57857
2010			43,988.				,302				45145
2009		1,95	57,900.		13	,746	,383	•		.1	42430
2 Total of line 1, column (d)								2		.8	41881
3 Average distribution ratio for the	5-year bas	e period - divide the total	on line 2 by 5,	or by the number	of yea	ars					
the foundation has been in existe	ence if less	than 5 years						3		.1	68376
4 Enter the net value of noncharita	ble-use ass	sets for 2014 from Part X,	, line 5					4	2	3,173	,856.
5 Multiply line 4 by line 3					5		3,901	,921.			
6 Enter 1% of net investment income (1% of Part I, line 27b)					6		19	,123.			
7 Add lines 5 and 6							3,921	,044.			
8 Enter qualifying distributions from										6,037	
If line 8 is equal to or greater that										2,001	, / •
See the Part VI instructions.	., iiii <i>e 7</i> , Ch	OUN LIE DUX III PAIL VI, III	σ in, allu culli	nete that part usifi	ya 15	v iax falt	G.				
423521 11-24-14									F	orm 990 -	PF (2014)

2014.05000 DRAPER RICHARDS KAPLAN FOUN 215801

3

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions) 1a Exempt operating foundations described in section 4940(d)(2), check here ▶ □ and enter "N/A" on line 1. Date of ruling or determination letter:(attach copy of letter if necessary-see instructions) 1 b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter "N/A" on line 1. Of Part I, line 27b. 1 19,123. c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 0. 3 Add lines 1 and 2 3 19,123. 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 19,123. 6 Credits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 6a 28,792. b Exempt foreign organizations - tax withheld at source 6b 5 19,123.
Date of ruling or determination letter: (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1% of Part I, line 27b 1 c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 2 0. 3 Add lines 1 and 2 3 19,123. 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 19,123. 6 Credits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 6a 28,792. b Exempt foreign organizations - tax withheld at source 6b 6b 6b 6b
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ X and enter 1% 1 19,123. of Part I, line 27b
of Part I, line 27b c c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). 2 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 2 0. 3 Add lines 1 and 2 3 199,1233. 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 199,1233. 6 Credits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 6a 28,792. b Exempt foreign organizations - tax withheld at source 6b 6b 6b 6b
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).2220.3319,123.4319,123.4319,123.5519,123.6Credits/Payments:628,792.a2014 estimated tax payments and 2013 overpayment credited to 20146a28,792.bExempt foreign organizations - tax withheld at source6b
3 Add lines 1 and 2 3 19,123. 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 19,123. 6 Credits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 6a 28,792. b Exempt foreign organizations - tax withheld at source 6b 6b 6b
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 4 0. 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 19,123. 6 Credits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 6a 28,792. b Exempt foreign organizations - tax withheld at source 6b 6b
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 5 19,123. 6 Credits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 6a 28,792. b Exempt foreign organizations - tax withheld at source 6b 6b
6 Credits/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - tax withheld at source
a 2014 estimated tax payments and 2013 overpayment credited to 20146a28,792.b Exempt foreign organizations - tax withheld at source6b
b Exempt foreign organizations - tax withheld at source 6b
c Tax paid with application for extension of time to file (Form 8868)
d Backup withholding erroneously withheld 6d
7 Total credits and payments. Add lines 6a through 6d 7 29,292.
8 Enter any penalty for underpayment of estimated tax. Check here 🛄 if Form 2220 is attached 8
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 9
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 10 10, 169.
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ► 10,169. Refunded ► 11 0.
Part VII-A Statements Regarding Activities
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in Yes No
any political campaign?
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 1b 🛛 🗙
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or
distributed by the foundation in connection with the activities.
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. \blacktriangleright \$ 0. (2) On foundation managers. \triangleright \$ 0.
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation
managers. ▶ \$0.
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or
bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? 4a X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A 4b
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 5 X
If "Yes," attach the statement required by General Instruction T.
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law
remain in the governing instrument?
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
CA, MA
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) 6 6 of each state as required by General Instruction G? If "No." attach explanation 8b X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendaryear 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV9
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 14 10 X
Form 990-PF (2014)

423531 11-24-14

Form 990-PF (2014) DRAPER RICHARDS KAPI		UNDATION			91-2172	2351		Page 5
Part VII-A Statements Regarding Activities (contin	iued)							
11 At any time during the year, did the foundation, directly or indirectly,	own a contro	olled entity within the	e meaning of					
section 512(b)(13)? If "Yes," attach schedule (see instructions)						11		X
12 Did the foundation make a distribution to a donor advised fund over								
If "Yes," attach statement (see instructions)						12		X
13 Did the foundation comply with the public inspection requirements for	r its annual ı	returns and exempti	ion applicatio	n?		13	Х	
Website address 🕨 WWW.DRKFOUNDATION.OF	.G							
14 The books are in care of JENECE SALES BRO					▶650-31			
Located at 🕨 1600 EL CAMINO REAL, SUI	TE 15	5, MENLO	PARK,	CA	ZIP+4 ▶94	1025		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in	lieu of Form	m 1041 - Check here	;				🕨	
and enter the amount of tax-exempt interest received or accrued duri	ig the year			🕨	15	Ν	/A	-
16 At any time during calendar year 2014, did the foundation have an in	erest in or a	signature or other a	authority over	a bank,			Yes	No
securities, or other financial account in a foreign country?						16		X
See the instructions for exceptions and filing requirements for FinCE	Form 114,	(formerly TD F 90-2	2.1). If "Yes,"	enter the nam	ne of the			
foreign country	=	4700 14						
Part VII-B Statements Regarding Activities for V			•	lired			2.4	
File Form 4720 if any item is checked in the "Yes" columr	, unless ar	n exception appli	ies.				Yes	No
1a During the year did the foundation (either directly or indirectly):		_		<u> </u>				
(1) Engage in the sale or exchange, or leasing of property with a dis	• •			······ 🗀 ۱	Yes 🖾 No			
(2) Borrow money from, lend money to, or otherwise extend credit t				┌┐,	(v			
a disqualified person?				······· [] \	Yes A NO			
(3) Furnish goods, services, or facilities to (or accept them from) a (isqualified p	Derson?			Yes 🔼 No			
(4) Pay compensation to, or pay or reimburse the expenses of, a dis				[A] 1	Yes 🔄 No			
(5) Transfer any income or assets to a disqualified person (or make								
for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exce					res A NO			
(6) Agree to pay money of property to a government official? (Exce								
termination of government service, if terminating within 90 days								
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify u								
section 53.4941(d)-3 or in a current notice regarding disaster assista			-			1b		x
Organizations relying on a current notice regarding disaster assistant	e check her	e						
c Did the foundation engage in a prior year in any of the acts described	in 1a other	than excepted acts	that were not	t corrected				
before the first day of the tax year beginning in 2014?						10		x
2 Taxes on failure to distribute income (section 4942) (does not apply								
defined in section 4942(j)(3) or 4942(j)(5)):	,			0				
a At the end of tax year 2014, did the foundation have any undistribute	1 income (lir	nes 6d and 6e, Part)	XIII) for tax ye	ear(s) beginni	ng			
before 2014?								
If "Yes," list the years ▶, b Are there any years listed in 2a for which the foundation is not applyi	ig the provis	sions of section 494	2(a)(2) (relati	ing to incorred	ct			
valuation of assets) to the year's undistributed income? (If applying s	ection 4942	(a)(2) to all years lis	sted, answer '	"No" and attac	:h			
statement - see instructions.)					N/A	2b		
${f c}$ If the provisions of section 4942(a)(2) are being applied to any of the	years listed	l in 2a, list the years	here.					
▶,,		,						
3a Did the foundation hold more than a 2% direct or indirect interest in a								
during the year?					Yes 🚺 No			
b If "Yes," did it have excess business holdings in 2014 as a result of (-	-	-				
May 26, 1969; (2) the lapse of the 5-year period (or longer period ap								
of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 1								
Form 4720, to determine if the foundation had excess busine	ss holdings	s in 2014.)			N/A	3b		
4a Did the foundation invest during the year any amount in a manner the						4a		Х
b Did the foundation make any investment in a prior year (but after Dec								37
had not been removed from jeopardy before the first day of the tax ye	ar beginninç	g in 2014?				4b		X
					Fo	rm 99 (J-PF	(2014)

~~~ <u>מיז מיג ממ</u> DTOUNDO VADIAN POINDADIAN

91-2172351 🛛	Page
--------------	------

Form 990-PF (2014) DRAPER RICHARDS KAPLAN F			91-21/23	5⊥ Page 6
Part VII-B Statements Regarding Activities for Which	Form 4720 May Be F	Required (contin	ued)	
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	n 4945(e))?	Ye	es X No	
(2) Influence the outcome of any specific public election (see section 4955); c		ectly,		
any voter registration drive?			es X No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Ye	es X No	
(4) Provide a grant to an organization other than a charitable, etc., organizatio	n described in section			
4945(d)(4)(A)? (see instructions)		🖂 Ye	es 🛛 No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,				
the prevention of cruelty to children or animals?		🖂 Ye	es 🛛 No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify un				
section 53.4945 or in a current notice regarding disaster assistance (see instru	ictions)?			5b X
Organizations relying on a current notice regarding disaster assistance check h	iere		►	
${f c}$ If the answer is "Yes" to question 5a(4), does the foundation claim exemption f				
expenditure responsibility for the grant?	N	[/A 🗌 Ye	es 🗌 No	
If "Yes," attach the statement required by Regulations section 53.494				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on			
a personal benefit contract?		Ye	es 🛛 No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?			6b X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax s	shelter transaction?	Ye	es X No	
b If "Yes," did the foundation receive any proceeds or have any net income attribu	utable to the transaction?		N/A	7b
Part VIII Information About Officers, Directors, Trust	ees, Foundation Ma	nagers, Highly	y	
Paid Employees, and Contractors				
1 List all officers, directors, trustees, foundation managers and their	-			
(-) Name and address	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other
(a) Name and address	to position	(If not paid, enter -0-)	and deferred compensation	allowances
SEE STATEMENT 15		411,000.	82,557.	0.
]			
]			
2 Compensation of five highest-paid employees (other than those inc	, , ,	enter "NONE."		
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) Expense account, other allowances
	devoted to position	(C) compensation	and deferred compensation	allowances
THOMAS FRY - 1600 EL CAMINO REAL	MANAGING DIRE	CTOR		
#155, MENLO PARK, CA 94025	50.00	187,000.	37,050.	0.
BRENDAN CULLEN - 1600 EL CAMINO REAL	MANAGING DIRE	CTOR		
#155, MENLO PARK, CA 94025	50.00	172,000.	34,400.	0.
MIRA WIJAYANTI - 1600 EL CAMINO REAL	ASSOCIATE			
#155, MENLO PARK, CA 94025	50.00	88,000.	17,600.	0.
KATHRYN DOYLE - 1600 EL CAMINO REAL	ASSOCIATE			
#155, MENLO PARK, CA 94025	50.00	91,849.	2,514.	0.
NANCY HUANG - 1600 EL CAMINO REAL	DIRECTOR OF O	UTREACH		
#155, MENLO PARK, CA 94025	50.00	63,667.	1,910.	Ο.

Form **990-PF** (2014)

0. 4

►

423551 11-24-14

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

Form 990-PF (2014) DRAPER RICHARDS KAPLAN FOUNDATION	N 91–217	2351 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)	ion Managers, Highly	
3 Five highest-paid independent contractors for professional services. If none, enter	"NONE."	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COMMUNITY COUNSELING SERVICE		
PO BOX 824885, PHILADELPHIA, PA 19182-4885	FUNDRAISING SUPPORT	195,000.
JENNIFER SHILLING STEIN	MANAGEMENT	
2301 WAVERLEY STREET, PALO ALTO, CA 94301	CONSULTING SERVICES	50,000.
	-	
Total number of others receiving over \$50,000 for professional services Part IX-A Summary of Direct Charitable Activities		• 0
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers produ		Expenses
1		
SEE STATEMENT 16		5,937,947.
2		
3		
4		
Dout IV PLO		
Part IX-B Summary of Program-Related Investments Describe the two largest program-related investments made by the foundation during the tax year on li	nos 1 and 2	Amount
1 N/A		Amount
N/R		
2		
2		
All other program-related investments. See instructions.		
3		
Total. Add lines 1 through 3	>	0.
	F	Form 990-PF (2014)

Form 990-PF	(2014)
Part X	

-	Minimum Investment Return (All domestic foundations must complete this part. Foreign four	ndations,	see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,480,079.
	Average of monthly cash balances	1b	5,558,094.
C	Fair market value of all other assets	1c	3,488,584.
	Total (add lines 1a, b, and c)	1d	23,526,757.
	Reduction claimed for blockage or other factors reported on lines 1a and		
	1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,526,757.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	352,901.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	23,173,856.
6	Minimum investment return. Enter 5% of line 5	6	1,158,693.
Ρ	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certain	
	foreign organizations check here 🕨 🚺 and do not complete this part.)		
1	Minimum investment return from Part X, line 6	1	
	Tax on investment income for 2014 from Part VI, line 5 2a		
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
C	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	6,037,947.
	Program-related investments - total from Part IX-B	1b	0.
	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
а	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,037,947.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment		4.0.4.0.0
	income. Enter 1% of Part I, line 27b	5	19,123.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,018,824.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation q 4940(e) reduction of tax in those years.	jualifies fo	r the section

Form **990-PF** (2014)

423571 11-24-14

Form 990-PF (2014)

Part XIII Undistributed Income (see instructions)

		ee instructions)	N/A		
		(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable a	mount for 2014 from Part XI,				
line 7					
	come, if any, as of the end of 2014:				
a Enter amount f	for 2013 only				
b Total for prior					
,	,				
3 Excess distribu	utions carryover, if any, to 2014:				
a From 2009					
b From 2010					
c From 2011					
d From 2012					
e From 2013					
f Total of lines 3	Ba through e				
4 Qualifying dist	ributions for 2014 from				
Part XII, line 4:	:▶\$				
a Applied to 201	3, but not more than line 2a \dots				
	listributed income of prior				
years (Election	required - see instructions) \dots				
c Treated as dist	tributions out of corpus				
(Election requi	red - see instructions)				
d Applied to 201	4 distributable amount				
e Remaining am	ount distributed out of corpus				
5 Excess distributio	ons carryover applied to 2014 pears in column (d), the same amount				
must be shown in					
6 Enter the net t indicated belo	total of each column as ow:				
a Corpus. Add line	s 3f, 4c, and 4e. Subtract line 5				
b Prior years' un	distributed income. Subtract				
line 4b from lir	1e 2b				
undistributed i deficiency has the section 494	unt of prior years' ncome for which a notice of been issued, or on which 42(a) tax has been previously				
d Subtract line 6	c from line 6b. Taxable nstructions				
	income for 2013. Subtract line				
	a. Taxable amount - see instr.				
	income for 2014. Subtract				
	from line 1. This amount must				
	in 2015				
	ed as distributions out of				
	sfy requirements imposed by				
	(1)(F) or 4942(g)(3) (Election				
• •	ed - see instructions)				
	utions carryover from 2009				
	line 5 or line 7				
	utions carryover to 2015.				
	7 and 8 from line 6a				
10 Analysis of line					
a Excess from 2					
b Excess from 2					
c Excess from 2					
d Excess from 2					
e Excess from 2					
20006003					

423581 11-24-14 Form **990-PF** (2014)

_9

Form 990-PF (2014) DRAPER	RICHARDS KA	PLAN FOUNDA	TION	91-21	72351 Page 10				
Part XIV Private Operating F	oundations (see ins	structions and Part VII-	A, question 9)						
 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling									
2 a Enter the lesser of the adjusted net	Tax year	ig iouridation described ii	Prior 3 years	4942(J)(3) 01 49	42(J)(0)				
income from Part I or the minimum	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total				
investment return from Part X for	(-)	(-)	(-)	(-) · · ·	(-,				
each year listed	0.	0.	114,653.	240,541.	355,194.				
b 85% of line 2a	0.	0.	97,455.	204,460.					
c Qualifying distributions from Part XII,			- ,		,				
line 4 for each year listed	6,037,947.	4,719,386.	3,794,933.	2,619,683.	17,171,949.				
d Amounts included in line 2c not									
used directly for active conduct of									
exempt activities	0.	0.	Ο.	0.	0.				
e Qualifying distributions made directly									
for active conduct of exempt activities.									
Subtract line 2d from line 2c 3 Complete 3a, b, or c for the	6,037,947.	4,719,386.	3,794,933.	2,619,683.	17,171,949.				
3 Complete 3a, b, or c for the alternative test relied upon:									
a "Assets" alternative test - enter:									
(1) Value of all assets					0.				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.				
b "Endowment" alternative test - enter 2/3 of minimum investment return									
shown in Part X, line 6 for each year									
listed	772,462.	757,995.	666,634.	553,175.	2,750,266.				
c "Support" alternative test - enter:									
 Total support other than gross investment income (interest, 									
dividends, rents, payments on									
securities loans (section 512(a)(5)), or royalties)					0.				
(2) Support from general public									
and 5 or more exempt									
organizations as provided in section 4942(j)(3)(B)(iii)					0.				
(3) Largest amount of support from									
an exempt organization					0.				
(4) Gross investment income					0.				
Part XV Supplementary Info			f the foundation	had \$5,000 or mo	ore in assets				
at any time during t	ne year-see instr	uctions.)							

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 17

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

NONE

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

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

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

SEE STATEMENT 18

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

c Any submission deadlines:

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

423601 11-24-14

91-2172351 Page 11

3 Grants and Contributions Paid During the	Year or Approved for Future	Payment		
Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
a Paid during the year		recipient		
a Talo during the year				
OLAR SISTER		₽C	GENERAL OPERATING	
0 BOX 1002			SUPPORT	
RISTOL, RI 02809				100,00
REEN CITY FORCE		PC	GENERAL OPERATING	
30 FLUSHING AVENUE, 8TH FLOOR			SUPPORT	
ROOKLYN, NY 11206				25,00
URBOVOTE 0 JAY STREET, SUITE 824		PC	GENERAL OPERATING	
O JAY STREET, SOITE 824 ROOKLYN, NY 11201			SUPPORT	100,00
ACARANDA HEALTH		₽C	GENERAL OPERATING	
041 MISSION STREET, #602			SUPPORT	
AN FRANCISCO, CA 94110				100,00
TUDENTS FOR EDUCATION REFORM		PC	GENERAL OPERATING	
1 WEST 46TH STREET, SUITE 701			SUPPORT	
EW YORK, NY 10036				100,00
Total SEE CC b Approved for future payment C	ONTINUATION SHEE	<u>ST(S)</u>	► 3a	2,925,00
EST, INC.		PC	GENERAL OPERATING	
01 5TH AVENUE, #1608			SUPPORT	
EW YORK, NY 10017				250,00
USO, INC.		PC	GENERAL OPERATING	
380 MONROE STREET NW, BOX 309 ASHINGTON, DC 20010			SUPPORT	250,00
				230,00
HE EMPOWERMENT PLAN		₽C	GENERAL OPERATING	
401 VERMONT STREET		ſ	SUPPORT	
ETROIT, MI 48216				250,00
Total SEE CO	ONTINUATION SHEE	T(S)	► 3b	3,150,00

⁴²³⁶¹¹ 11-24-14

19021111 759146 21580

11 2014.05000 DRAPER RICHARDS KAPLAN FOUN 215801

Part XVI-A Analysis of Income-Producing Activities

	Unrelated	business income	Exclude	ed by section 512, 513, or 514	(a)
Enter gross amounts unless otherwise indicated. 1 Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	(e) Related or exempt function income
a	0000				
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	157,699.	
4 Dividends and interest from securities			14	240.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other					
than inventory			18	4,177.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
C					
d					
e				100 110	0
12 Subtotal. Add columns (b), (d), and (e)		0		162,116.	0. 162,116.
13 Total. Add line 12, columns (b), (d), and (e)					102,110.
See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities t	o the Acco	nplishment of E	xempt	Purposes	
Line No. Explain below how each activity for which inco	me is reported in	column (a) of Part XV/L	A contribu	ted importantly to the accom	lichment of
the foundation's exempt purposes (other than		· · /			
	a) promany rand				

)14)	DRAPER	RICHARDS	KAPLAN	FOUNDATION

Part XVIII Information Regarding Transfers To and Transactions and Relationships With Noncharitable 1 Det the organization decay or indirectly engine may of the following with any ofter organization security of indirectly engine may of the secure 2014 (a) granizations of the following with any ofter organizations? Image: Non-the control the security 2014 (a) granization is in the security 2014 (a) granization is in the reporting poundation to a noncharitable exempt organization ot: (1) Other assatis Ind() X (2) Other assatis Ind() X (3) Deter division in noncharitable exempt organization Ind() X (4) Determined and excites of the indivision granization Ind() X (4) Determined and excites of the indivision granization Ind() X (5) Determined and excites of the indivision granization Ind() X (5) Determined and excites of the indivision granization Ind() X (6) Determined and granization excite of the indivision granization in the indivision granization Ind() X (2) Determined and granization excite of the indivision granization in the indivision granization in the indivision granization Ind() X (4) D	Form 990		,			AN FOUNDATI		91-217		Page 13
Define argunization directly employee in any of the following settle any other organization discribed in section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for (settle provide) in a section 501(s) of the control for the section 501(s) of the settle provide) in a section 501(s) of the control for the section 501(s) of the section 501(s) of the settle provide) in a section 501(s) of the control for the control for (settle provide) in a section 501(s) of the settle pr	Part 2	XVII			sfers To a	and Transactions	s and Re	elationships With Noncha	iritable	
the Code (other than section 501 (x)(3) organizations) or in section 527, relating to political organizations? Image: the reporting foundation to a noncharitable exempt organization of: 11 Cash Image: the reporting foundation to a noncharitable exempt organization of: Image: the reporting foundation to a noncharitable exempt organization of: (2) Duch assets Image: the reporting foundation to a noncharitable exempt organization of: Image: the reporting foundation to a noncharitable exempt organization (3) Partial of Ealities, equipment, or other assets Image: the reporting foundation of ordanization Image: the reporting foundation of the report in foundation previous optication (4) Remote containing of the reporting foundation. If the foundation received less than fair market value of the pools, other assets. Image: the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement. (a) Internet (b) Performance of services or membership or functionalization received less than fair market value in any transaction or sharing arrangement. Image: the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement. (a) Internet (b) Performance of the received in the oundation received less than fair market value in any transaction or sharing arrangement. Image: the reporting blencharbon directly arrangement. (a) Internet (b) Performance of the received in the oundation received less than fair market value in any transaction or sharing arrangement. Image: the report of the receive i										
a transfers from the reporting foundation to a noncharitable exempt organization of: 1 (1) Cash [11] (2) X 20 Other sasets [11] (2) X 1 (1) Sales of sasets to an oncharitable exempt organization [12] X 1 (2) Other sasets [13] X 20 Other sasets [14] X 1 (2) Other sasets [14] X (2) Purchases of assets to an oncharitable exempt organization [14] X (3) Rend of diffuels, equipment, mangements [16] (3) X (4) Performance of services or membership or fundations or paid omplyzes [16] X (5) Long or or or on protones [16] X (6) Annount, molecular the policy is Yes, complete the following schedule. Column (b) should always show the fair market value of the pools, other assets, or services given by the reporting foundation. If the foundation received is than fair market value in any transaction or sharing arrangement, show in column (d) the value and the policy than states, or any iterate received. (2) Live rec (b) Annount involved (c) Name of noncharitable exempt organization (d) Description of transactions. and where givengements. (a) Live rec (b) Annount involved (c) Ware of noncharitable exempt organization (d) Description of transactions. and where givengements. (a) Live rec (b) Annount involved (c) Ware of organization (c) Description of relationship <tr< th=""><th></th><th></th><th></th><th></th><th></th><th></th><th></th><th></th><th>L L</th><th>Yes No</th></tr<>									L L	Yes No
(1) Cash ist i		`		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			ganizations?			
20 Other starts isit2 x b Other transactions: isit2 x 10 Subse of starts to an ancharitable exempt organization ibit2 x (2) Purchases of assets to an ancharitable exempt organization ibit2 x (3) Rental of failings, equipment, manufactuable exempt organization ibit2 x (4) Rental of failings, equipment, manufactuable exempt organizations ibit3 x (5) Loss or or and guarantees ibit4(4) x (6) Loss or or and guarantees ibit6(1) x (6) Loss or or or and guarantees ibit6(1) x (6) Loss or or or and guarantees ibit6(1) x (7) Construct and the above is 'Yes' complete the following schedule. Column (b) should always show the lair market value of the goods, other assists, or and employees icitax (1) Une or on or of the above is 'Yes' complete the following schedule. Column (b) should always show the lair market value in any transaction or sharing arrangement, show in column (d) thraue of the goods, other assists, or and employees (4) Une or on on or on on						-			10(1)	v
b Other transactions: 100 x (1) Sales of assets to a number label exempt organization 100 x (2) Purchase of assets in a number label exempt organization 100 x (3) Rental of facilities, equipment, or other assets 100 x (4) Reinburger end transportents 100 x (5) Loars or loan guarantees 100 x (6) Performance of services or membership or fundnaising solicitations 100 x (6) Performance of services or membership or fundnaising solicitations 100 x (a) Performance of services or membership or fundnais, if the olicitation schedule assets, or services given by the reporting fundation. If the olicities is than in match value in any transaction or stanting arrangements. (a) Une ere (b) Amount involved (c) Name of monchartable exempt organization (d) Description of transfers, transactions, and atesing arrangements. (a) Une ere (b) Amount involved (c) Name of conclustrable exempt organization (d) Description of transfers, transactions, and atesing arrangements. (a) If we value of the goods, other asset, or services received. (d) Description of transfers, transactions, and atesing arrangements. (a) Amount involved (b) Amount involved (c) Name of organization (d) Type organization (a) Amount involved										
(1) Sales of assets to a noncharitable exempt organization Ib(1) X (2) Purchases of assets to an anoncharitable exempt organization Ib(2) X (3) Rotat of actives, equipment, maining lists, other assets Ib(4) X (6) Lones or owne assets Ib(3) X (6) Performance of services or membership or fundation goldications Ib(3) X (6) Performance of services or membership or fundation goldications Ib(6) X (7) If the anseet is any of the above is "res; complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services greatevide. Ib(6) Description of transfer, tennactions, and shoring arrangement, show in column (b) should always show the fair market value of the goods, other assets, or services networks. (6) Live nc (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfer, tennactions, and shoring arrangement. show in column (b) through a setting arrangement. (a) Live nc (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfer, tennactions, and shoring arrangement. (a) Live nc (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of relationship (a) Live nc (b) Amount involved (b) Name of noncharitable exempt organization (e) Description of relationship (b) If Yes, ' complete the following s									1a(2)	
(2) Purchases of assets from a noncharitable exempt organization [10]2) X (3) Rend of actilities, equipment, or other assets. [10]3) X (4) Beinbursement arrangements [10]3) X (5) Loans or loan guarantes [10]6] X (6) Performance of services to membership or fundrating solicitations [10]8 (5) Loans or loan guarantes [10]8] X (6) Performance of services to membership or fundration, softwassets, or a part of above Vrs.; complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services gene by the reporting foundation. If the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services gene by the reporting foundation. If the following schedule. Column (b) should always show the fair market value of the goods, other asset, or services repeated. (a) Line soc. (b) Amount involved (c) Name of noncharitable exempt organization (d) Desclution of transfers, tensactions, and stering arrangements. (a) Line soc. (b) Amount involved (c) Name of noncharitable exempt organizations described in section 501(c) of the Code (b) indicetly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (b) failed with, or related to, one or more tax-exempt organization for phonelse. [] Yes [] No b If Yes, ' complete the following schedule. (a) Tame of organization (b) Type of organization (c) Description of relatio				his avagent arganizat	tion				16/1)	v
(3) Rental of facilities, equipment, or other assets Ib(3) X (4) Reinfoursement arrangements Ib(3) X (5) Loass or toin a guarantee Ib(6) X (6) Performance of services or membership or fundratsing solicitations Ib(6) X (7) He answer to any of the above is 'ves, complete the following schedule. Other assets, or services green by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (b) thoud always show the fair market value of the goods, other assets, or services neuver (a) Line no (b) Amount involved (c) Rame of noncharitable exempt organization (d) Description of transfer, funnaction, and sharing arrangements (a) Line no (b) Amount involved (c) Rame of noncharitable exempt organizations described in section 501(c) (3) or in section 527? (d) Line no (e) Description of relationship 24 Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (3) or in section 527? (e) Ves No b If 'ves,' complete the following schedule. (b) Type of organization (e) Description of relationship Market section 501(c) (3) or in section 527? (e) Description of relationship N / A (a) Hare of organization (b) Type of organization (e) Description of relationship Market section ship Market section ship	(1)	Durch	of assets to a noncharita	pie exempt organizat	lion				10(1)	
(4) Reimbursament arrangements Ib(4) X (5) Larars or loan guarantees Ib(6) X (6) Performance of services or membership or fundrating solicitations Ib(6) X (7) Extrange of facilities, equipment, mailing lists, other assets, or paid employees It is assets or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (b) the value of the poots, other assets, or services received. (6) Live m. (6) Amount involved (6) Name of noncharitable exempt organization (d) Description of transfers, transactions, and atterng arrangements (a) Live m. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and atterng arrangements (a) Live m. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, and atterng arrangements (a) Live m. (b) Amount involved (c) Name of noncharitable exempt organizations described (e) Secription of relationship (a) Live m. (b) Code (other than section 501(c)(3)) or in section 527? (c) Description of relationship Yes X No (a) Ware declavation directly reporting constraints (b) Type of organization (c) Description of relationship Mage Ass. K ISRTEEV No (b) Ware perelises of periyor, if datare that	(2)	Purcii	ases of assets from a no	ar other ecosts	irganization				10(2)	
(5) Loans or loan guarantees Ib(6) X (6) Performance of services or membership or fundraising solicitations Ib(6) X (7) He answer to any of the above is Yes; complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services received. (d) the answer to any of the above is Yes; complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services received. (d) bescreption of transfers, transactions, and show in column (f) the value of the goods, other assets, or services received. (d) bescreption of transfers, transactions, and show in column (f) the value of the goods, other assets, or services received. (a) Line no (b) Amount involved (e) Name of noncharitable exempt organization (d) bescreption of transfers, transactions, and show in column (f) in value of the goods, other assets. 2a (b) Amount involved (c) Name of noncharitable exempt organization failed 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 52? yes Yes No b If Yes, complete the following schedule. (b) Type of organization (c) Description of relationship Mage tax is the parameter that have same the transmeter that have same the transmeter the parameter tax is than the parameter ta	(3)	Doimh		01 011101 055015					10(3)	
(6) Performance of services or membership or fundralsing solicitations Implicitation (1) It market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (0) the value of the goods, other assets, or services geven by the value of the goods, other assets, or services geven by the value of the goods, other assets, or services geven by the value of the goods, other assets, or services geven by the value of the goods, other assets, or services received. (a) Une no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and shoring arrangements. (a) Une no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and shoring arrangements. (a) Line no. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and shoring arrangements. (a) Line no. (b) Amount involved (c) Name of noncharitable exempt organizations described (e) Description of relationship Ves (f) Interset (f) or indirectly affiliated with, or related to, one or more tax-exempt organizations described (f) Yes No b If Yes, complete the following statedule. (f) Type of organization (f) Dipte of organization (f) Dipte of transfers, and onspiter. Stanstellower the as the inv	(4)		or loop quarantaga						10(4)	
Sharing of facilities, equipment, mailing lists, other assets, or paid employees It is answer to any of the above is 'ves', complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services received. (a) Une no (b) Amount involved (c) Name of noncharitable exemptor organization (d) Description of transfers, transactions, and attorng arrangements. (a) Une no (b) Amount involved (c) Name of noncharitable exemptor organization (d) Description of transfers, transactions, and attorng arrangements. (a) Une no (b) Amount involved (c) Name of noncharitable exemptor organization (d) Description of transfers, transactions, and attorng arrangements. (a) Une no (b) Amount involved (c) Name of noncharitable exemptor organization (d) Description of transfers, transactions, and attorng arrangements. (a) Une no (b) Amount involved (c) Name of noncharitable exemptor organization (d) Description of transfers, transactions, and attorng arrangements. (a) Under software of the code (other than section 501(c)(3) or in section 52/? (b) If 'Yes' complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A (d) Name of organization (d) Type of organization (e) Description of relationship N/A (f) Type of organization (f) Type of organization (g) Description of relationship N/A (f) Type of organization (h) Type of org	(5)	Dorfor	mance of convices or me	mbarchin ar fundrai	cina colicitatio	ne			10(3)	
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services geven by the value of the goods, other assets, the value of the tark or the value of the tark or the value of the tark or the value of the tark oreceived by the value of the goods, other assets, the value of th	(U) c Sha	ring of	facilities equipment ma	iling lists other asse	ote or naid am	nlovee			10(0)	
e services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (a) Line rise. (b) Amount involved (c) Name of noncharitable exempt organization (d) Description of wanders, transactions, and abaring arrangements N/A (c) Line rise. (c) Name of more fairballe exempt organization (c) Description of wanders, transactions, and abaring arrangements (c) Name of more fairballe exempt organization (c) Description of relationship (c) Description (c) Description (c) Description (c) De										
column (d) the value of the goods, other assets, or services received. (a) Live rec. (b) Amount Involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and sharing arrangements Image: Ima			-		-	• •	-			,13,
(a) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and abaing arrangements (a) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and abaing arrangements (a) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and abaing arrangements (a) Amount involved (c) Name of noncharitable exempt organization (d) Description of transfers, transactions, and abaing arrangements (a) Amount involved (c) Name of noncharitable exempt organization (c) Description of transfers, transactions, and abaing arrangements (a) Amount involved (c) Name of noncharitable exempt organization (e) Description of transfers, transactions in transfers, transactions, and the described (a) Same of organization (b) Type of organization (e) Description of relationship N/A (a) Name or organization (b) Type of organization (e) Description of relationship N/A (b) Type of organization (b) Description of relationship Internet the program (a) Name or organization (b) Type of organization (c) Description of relationship Internet the program Signature of officer or trustee Date Check [] if If Signature of officer							and in any i	and other of onalling all angement,	5110101111	
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?		•	-			e exempt organization	(d)	Description of transfers, transactions, and	sharing arra	angements
2a is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described 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? □ if 'Yes,' complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A Image: schedule. Image: schedule. Image: schedule. Image: schedule. Sign Linder penalities of perjury.1 declare that I have examined this return, including accompanying achedules and statements. and to the best of my knowledge in the set of my knowledge. Image: schedule. Sign Linder penalities of perjury.1 declare that I have examined this return, including accompanying achedules and statements. and to the best of my knowledge. Image: schedule. Sign Image: schedule. CO - CHAIR Image: schedule. Sign Signature of officer or trustee Date CO - CHAIR Image: schedule. Print/Type preparer's name Preparer's signature Date Check [] If P11N Set - employed Firm's schedules. F100 F1RST STREET , 14TH FLOOR F100 524756			()			1 0				5
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52??										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52??										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
in section 501(c) of the Code (other than section 501(c)(3)) or in section 52?? b If "Yes," complete the following schedule. (a) Name of organization N/A N/A 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 Print/Type preparer's name Preparer's signature Print/Type preparer's name Preparer's name Preparer's signature Print's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR										
b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A 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 Paid Preparer Use Only Firm's name ► HOOD & STRONG LLP Firm's address ► 100 FIRST STREET, 14TH FLOOR							anizations d			
(a) Name of organization (b) Type of organization (c) Description of relationship N/A N/A 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. May the IRS discuss this return with the preparer shown below (see instr.)? Sign Here Signature of officer or trustee Date CO-CHAIR Title May the IRS discuss this return with the preparer shown below (see instr.)? Wes Date Check if self- employed PTIN Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self- employed PTIN Firm's address ▶ 100 FIRST STREET, 14TH FLOOR Firm's EIN ▶ 94-1254756 P4-1254756	in s	ection	501(c) of the Code (other	r than section 501(c))(3)) or in sect	ion 527?		L	Yes	X No
N/A Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. May the IRS discuss this return with the preparer shown below (see inst.)? Signature of officer or trustee Date CO-CHAIR Signature of officer or trustee Date Check if self- employed Preparer Use Only MAGA E. KISRIEV Preparer's signature Firm's address ▶ 100 FIRST STREET, 14TH FLOOR Firm's EIN ▶ 94-1254756	_ b If "∖	Yes," co								
Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. May the IRS discuss this return with the preparer shown below (see inst.)? Signature of officer or trustee Date CO-CHAIR Title Title Preparer Date Check if self- employed PTIN MAGA E. KISRIEV Preparer's signature Date Check if self- employed P10008919 Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94-1254756 P4-1254756			.,	janization		(b) Type of organizatio	n	(c) Description of relations	ship	
Sign Here 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. May the IRS discuss this return with the preparer shown below (see instr.)? Signature of officer or trustee Date CO-CHAIR Print/Type preparer's name Preparer's signature Date Check if self- employed PTIN MAGA E. KISRIEV Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94 - 1254756 P01008919 Firm's address ► 100 FIRST STREET, 14TH FLOOR Firm's EIN ► 94 - 1254756			N/A							
Sign Here 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. May the IRS discuss this return with the preparer shown below (see instr.)? Signature of officer or trustee Date CO-CHAIR Print/Type preparer's name Preparer's signature Date Check if self- employed PTIN MAGA E. KISRIEV Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94 - 1254756 P01008919 Firm's address ► 100 FIRST STREET, 14TH FLOOR Firm's EIN ► 94 - 1254756										
Sign Here 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. May the IRS discuss this return with the preparer shown below (see instr.)? Signature of officer or trustee Date CO-CHAIR Print/Type preparer's name Preparer's signature Date Check if self- employed PTIN MAGA E. KISRIEV Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94 - 1254756 P01008919 Firm's address ► 100 FIRST STREET, 14TH FLOOR Firm's EIN ► 94 - 1254756										
Sign Here 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. May the IRS discuss this return with the preparer shown below (see instr.)? Signature of officer or trustee Date CO-CHAIR Print/Type preparer's name Preparer's signature Date Check if self- employed PTIN MAGA E. KISRIEV Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94 - 1254756 P01008919 Firm's address ► 100 FIRST STREET, 14TH FLOOR Firm's EIN ► 94 - 1254756										
Sign Here 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. May the IRS discuss this return with the preparer shown below (see instr.)? Signature of officer or trustee Date CO-CHAIR Print/Type preparer's name Preparer's signature Date Check if self- employed PTIN MAGA E. KISRIEV Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94 - 1254756 P01008919 Firm's address ► 100 FIRST STREET, 14TH FLOOR Firm's EIN ► 94 - 1254756		Lindor	analtica of parium. I dealars	that I have avamined thi	a katuwa jinabudia		and atatamant	a and to the best of my knowledge		
Here CO-CHAIR Shown below (see instr.)? Signature of officer or trustee Date Title Paid Print/Type preparer's name Preparer's signature Date Check if self- employed PTIN MAGA E. KISRIEV Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94-1254756 Firm's EIN ► 94-1254756	Ciana							hich preparer has any knowledge.	ay the IRS di	scuss this
Paid Print/Type preparer's name Preparer's signature Date Check if self- employed PTIN Preparer MAGA E. KISRIEV Preparer's signature Date Check if self- employed P01008919 Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94-1254756 Firm's EIN ► 94-1254756	Sign Here					1		sh	own below (s	see instr.)?
Paid Print/Type preparer's name Preparer's signature Date Check if self- employed PTIN Paid MAGA E. KISRIEV Preparer's signature Date P01008919 P01008919 Preparer Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94-1254756 Firm's EIN ► 94-1254756 Firm's address ► 100 FIRST STREET, 14TH FLOOR Firm's EIN ► 94-1254756 Firm's EIN ► 94-1254756	nere	Cign	atura of officer or tructee			Data			A Yes	└── No
Paid MAGA E. KISRIEV self- employed Preparer WAGA E. KISRIEV P01008919 Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94-1254756 Firm's address ► 100 FIRST STREET, 14TH FLOOR		Sigii			Dronaror's s		-			
Paid Preparer Use Only MAGA E. KISRIEV P01008919 Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94-1254756 Firm's address ► 100 FIRST STREET, 14TH FLOOR Firm's EIN ► 94-1254756			i interspe preparer s lla		1 1000101 5 5	ignaturo	Date			
Preparer Firm's name ► HOOD & STRONG LLP Firm's EIN ► 94-1254756 Use Only Firm's address ► 100 FIRST STREET, 14TH FLOOR	Paid		אאמא די די	SB1 EV					10090	010
Use Only Firm's address ► 100 FIRST STREET, 14TH FLOOR		arer								
Firm's address ► 100 FIRST STREET, 14TH FLOOR	-			A SIVON					234/3	
		,	Firm's address ► 1 ∩		TRET		2			
							-	Phone no. 415.7	81.07	793

Form **990-PF** (2014)

423622 11-24-14

	e Part II if you have already been grar r an Automatic 3-Month Extension,	complete only L	Part I (on page 1)			
Part II Add	litional (Not Automatic) 3-Mo	onth Extensio	on of Time. Only file the original	inal (no	conies	needed)
Name and a state of the local data of the local		10 (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	Enter filer	's identi	fuing num	iber, see instructio
Type or Name of	f exempt organization or other filer, se	ee instructions.				fication number (EIN
print						ication number (EIN
	R RICHARDS KAPLAN H				91-	-2172351
	, street, and room or suite no. If a P.C		ctions.	Social		umber (SSN)
return. See 1600	EL CAMINO REAL, NO.				Security II	
instructions. City, tow	vn or post office, state, and ZIP code.	. For a foreign ad	dress, see instructions.			
MENLO	PARK, CA 94025					
Enter the Return cod	le for the return that this application is	s for (file a separa	ate application for each return)			04
Application		Return	Application			Retur
s For		Code	Is For			Code
Form 990 or Form 99	00-EZ	01	an dhe an dh' dan a bhair a shekara		a an ann	
Form 990-BL	N	02	Form 1041-A			08
Form 4720 (individua	1)	03	Form 4720 (other than individual)			09
Form 990-PF	() (00)	04	Form 5227			10
orm 990-T (sec. 401		05	Form 6069			11
orm 990-T (trust oth		06	Form 8870			12
The books are in the Telephone No.	the care of \blacktriangleright 1600 EL CAM 650 - 319 - 7808 does not have an office or place of b p Return, enter the organization's fou	IINO REAL	natic 3-month extension on a prev , SUITE 155 - MENL Fax No. ▶ hited States, check this box emption Number (GEN)	0 PA	RK, C	A 94025
The books are in the Telephone No. If the organization of this is for a Group of this is for a Group of the tax period of the tax year end of	he care of \blacktriangleright 1600 EL CAM 650-319-7808 does not have an office or place of b	INO REAL	, SUITE 155 - MENL Fax No. ►	O PA	RK , C	A 94025
The books are in the Telephone No. If the organization If the organization If this is for a Group ox Image: If it is for a Group If this is for a Group If the tax year enter the tax year enter If the tax year enter	blisk SWEENE the care of \blacktriangleright 1600 EL CAM 650-319-7808 does not have an office or place of b p Return, enter the organization's four for part of the group, check this box I ditional 3-month extension of time un ar 2014, or other tax year beginning thered in line 5 is for less than 12 month accounting period thy you need the extension AYER 'S FINANCIAL M O FILE A COMPLETE h is for Forms 990-BL, 990-PF, 990-T	IINO REAL	, SUITE 155 - MENL Fax No. ►	O PA	RK , C	A 94025
The books are in the Telephone No. If the organization If the organization If this is for a Group ox Image: If it is for a Group If this is for a Group If the tax year end If the tax year end If the tax year end Change in State in detail were THE TAXP NEEDED T	blisk SWEENE be care of ▶ 1600 EL CAM 650-319-7808 does not have an office or place of b p Return, enter the organization's four for part of the group, check this box J ditional 3-month extension of time un ar 2014, or other tax year beginnin intered in line 5 is for less than 12 mo accounting period thy you need the extension AYER 'S FINANCIAL M O FILE A COMPLETE h is for Forms 990-BL, 990-PF, 990-T redits. See instructions.	IINO REAL USINESS in the Ur or digit Group Exe and atta til NOVEMI ing	, SUITE 155 - MENL Fax No. ►	O PA	RK , C	A 94025
The books are in the Telephone No. If the organization If this is for a Group of this is for a Group of this is for a Group of the tax year end of tax yea	bitsA SWEENE be care of ▶ 1600 EL CAM 650-319-7808 does not have an office or place of b p Return, enter the organization's four for part of the group, check this box I ditional 3-month extension of time un ar 2014, or other tax year beginning thered in line 5 is for less than 12 month accounting period thy you need the extension AYER 'S FINANCIAL M O FILE A COMPLETE h is for Forms 990-BL, 990-PF, 990-T, redits. See instructions. h is for Forms 990-PF, 990-T, 4720, o	IINO REAL Pusiness in the Ur and digit Group Exe and atta til NOVEMI ing mths, check rease ATTERS AF AND ACCUF , 4720, or 6069, enter any	, SUITE 155 - MENL Fax No. ►	O PA	RK , Ci for the who bers the e return	A 94025
The books are in the Telephone No. If the organization of this is for a Group of this is for a Group of this is for a Group of the tax pear end of the tax year end of tax payments matched of the tax payments and tax paymentax payments	blisk Sweine be care of \blacktriangleright 1600 EL CAM 650-319-7808 does not have an office or place of b p Return, enter the organization's four for part of the group, check this box is ditional 3-month extension of time under ar 2014, or other tax year beginnin thered in line 5 is for less than 12 month accounting period thy you need the extension AYER 'S FINANCIAL M O FILE A COMPLETE the is for Forms 990-BL, 990-PF, 990-T, redits. See instructions. In is for Forms 990-PF, 990-T, 4720, of ade. Include any prior year overpaym	IINO REAL Pusiness in the Ur and digit Group Exe and atta til NOVEMI ing mths, check rease ATTERS AF AND ACCUF , 4720, or 6069, enter any	, SUITE 155 - MENL Fax No. ►	O PA	RK , Ci for the who bers the e return	A 94025
The books are in the Telephone No. If the organization If this is for a Group or I is for a Group I is for a	blisk SWEENE he care of \blacktriangleright 1600 EL CAM 650-319-7808 does not have an office or place of b p Return, enter the organization's four for part of the group, check this box I ditional 3-month extension of time un ar 2014, or other tax year beginnin thered in line 5 is for less than 12 mo accounting period thy you need the extension AYER 'S FINANCIAL M O FILE A COMPLETE h is for Forms 990-BL, 990-PF, 990-T, redits. See instructions. h is for Forms 990-PF, 990-T, 4720, o ade. Include any prior year overpaym Form 8868.	IINO REAL Pusiness in the Ur and digit Group Exe and atta til NOVEMI ing mths, check rease ATTERS AR AND ACCUF , 4720, or 6069, enter any pent allowed as a	, SUITE 155 - MENL Fax No. ►	O PA	RK , Ci for the who bers the e return	A 94025
The books are in the Telephone No. If the organization of this is for a Group of this is for a Group of this is for a Group of the tax period of the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a payment are a pay	bitsA SWEENE be care of ▶ 1600 EL CAM 650-319-7808 does not have an office or place of b p Return, enter the organization's fou for part of the group, check this box I ditional 3-month extension of time un ar 2014, or other tax year beginnin thered in line 5 is for less than 12 mo accounting period thy you need the extension AYER 'S FINANCIAL M O FILE A COMPLETE h is for Forms 990-BL, 990-PF, 990-T, redits. See instructions. h is for Forms 990-PF, 990-T, 4720, o ade. Include any prior year overpaym Form 8868. ubtract line 8b from line 8a. Include y	IINO REAL Pusiness in the Ur and digit Group Exe and atta til NOVEMI ing mths, check rease ATTERS AI AND ACCUF , 4720, or 6069, et r 6069, enter any hent allowed as a rour payment with	, SUITE 155 - MENL Fax No. ►	O PA f this is f all mem J J Final ADD B 8a	RK , CA	A 94025
The books are in the Telephone No. If the organization of this is for a Group of this is for a Group of this is for a Group of the tax period of the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a previously with the tax year end of tax payments are a payment are a pay	bitsA SWEENE be care of ▶ 1600 EL CAM 650-319-7808 does not have an office or place of b p Return, enter the organization's four for part of the group, check this box is ditional 3-month extension of time un ar 2014, or other tax year beginning intered in line 5 is for less than 12 mon accounting period thy you need the extension AYER 'S FINANCIAL M O FILE A COMPLETE n is for Forms 990-BL, 990-PF, 990-T, redits. See instructions. n is for Forms 990-PF, 990-T, 4720, of ade. Include any prior year overpaym Form 8868. ubtract line 8b from line 8a. Include y ic Federal Tax Payment System). See	IINO REAL Pusiness in the Ur and atta ing and atta til NOVEMI ing and atta til NOVEMI and atta til NOVEMI and atta til NOVEMI and atta til NOVEMI and atta att	, SUITE 155 - MENL Fax No. ▶ nited States, check this box emption Number (GEN)	O PA f this is f all mem Final ADD Ba Ba Ba	RK , CA	A 94025
The books are in the Telephone No. If the organization of this is for a Group of this is for a Group of the tas is for a Group of the tas is for a Group of the tax year end of the tax payments may previously with the tax payments of the tax payments of the tax period of tax p	bitsA SWEENE be care of ▶ 1600 EL CAM 650-319-7808 does not have an office or place of b p Return, enter the organization's four for part of the group, check this box is ditional 3-month extension of time under ar 2014, or other tax year beginning intered in line 5 is for less than 12 models accounting period thy you need the extension AYER 'S FINANCIAL M O FILE A COMPLETE in is for Forms 990-BL, 990-PF, 990-T, redits. See instructions. In is for Forms 990-PF, 990-T, 4720, of ade. Include any prior year overpaym Form 8868. ubtract line 8b from line 8a. Include y is Federal Tax Payment System). See Signature and Veri	IINO REAL Pusiness in the Ur and digit Group Exe and atta til NOVEMI ing mths, check rease ATTERS AF AND ACCUF , 4720, or 6069, enter any hent allowed as a rour payment witte instructions. ification mus including accompa-	, SUITE 155 - MENL Fax No. ▶ nited States, check this box emption Number (GEN)	O PA f this is f all mem Final ADD Ba Ba Ba Bb Bc	RK , CA	A 94025

Form 8868	B
-----------	---

(Rev. January 2014)

Application for Extension of Time To File an **Exempt Organization Return**

File a separate application for each return.

OMB No. 1545-1709

0 4

Department of the Treasur
Internal Revenue Service

Information about Form 8868 and its instructions is at 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 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

Type or	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) of		
print	DRAPER RICHARDS KAPLAN FOUNDATION	91-2172351		
File by the due date for filing your return. See	Number, street, and room or suite no. If a P.O. box, see instructions. 1600 EL CAMINO REAL, NO. 155	Social security number (SSN)		
instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MENLO PARK, CA 94025			

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

Appl	ication	Return	Application				Return
ls Fo	r	Code	Is For				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
	JENECE SALES BI the books are in the care of \blacktriangleright 1600 EL CAMINO the phone No. \blacktriangleright 650-319-7808			PAR	К, СА	94025	
	the organization does not have an office or place of busines						
box	this is for a Group Return, enter the organization's four digit \blacktriangleright . If it is for part of the group, check this box \blacktriangleright	-					
2	is for the organization's return for: X calendar year 2014 or	, an		l retur	_ ·		
3a	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.		· · · · · ·	3a	\$	47,	292.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069	, enter an	y refundable credits and				
	estimated tax payments made. Include any prior year overp	payment a	llowed as a credit.	Зb	\$	46,	792.
с	Balance due. Subtract line 3b from line 3a. Include your pa	ayment wit	h this form, if required,				
	by using EFTPS (Electronic Federal Tax Payment System).	See instru	ctions.	3c	\$		500.
	ion. If you are going to make an electronic funds withdrawal actions.	(direct de	bit) with this Form 8868, see Form 8453	-EO ar	nd Form 887	'9-EO for p	payment
LHA 42384 05-01-	For Privacy Act and Paperwork Reduction Act Notice,	see instr	uctions.		Form 8	3868 (Rev.	1-2014)

91-2172351

3 Grants and Contributions Paid During the		i	-	
Recipient	If recipient is an individual, show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient		
SANERGY		PC	GENERAL OPERATING	
28 PARK ST #3			SUPPORT	100.00
BROOKLINE, MA 02446				100,00
THINK UNLIMITED		PC	GENERAL OPERATING	
36 EAST 20TH STREET			SUPPORT	
NEW YORK, NY 10003				100,00
MATCHBOOK LEARNING		PC	GENERAL OPERATING	
4420 BURGESS HILL LANE			SUPPORT	
JOHNS CREEK, GA 30022				100,00
GENERATION CITIZEN		PC	GENERAL OPERATING	
175 VARICK STREET			SUPPORT	
NEW YORK, NY 10014				100,00
		PC	CENTEDAL ODEDAMINC	
AVANTI FELLOWS USA 790 CHURCH STREET		PC	GENERAL OPERATING SUPPORT	
SAN FRANCISCO, CA 94114				50,00
				, ,
EDUCATION SUPERHIGHWAY		PC	GENERAL OPERATING	
101 CALIFORNIA ST, #4100			SUPPORT	
SAN FRANCISCO, CA 94111				100,00
IYAGRO		PC	GENERAL OPERATING	
4913 COWELL BLVD, SUITE C			SUPPORT	100.00
DAVIS, CA 95618				100,00
		PC		
THE FUTURE PROJECT 536 BROADWAY, SUITE 704		PC	GENERAL OPERATING SUPPORT	
NEW YORK, NY 10012				100,00
LAST MILE HEALTH		PC	GENERAL OPERATING	
2 ATLANTIC AVE, 4TH FLOOR			SUPPORT	
BOSTON, MA 02110				100,00
SEED GLOBAL HEALTH		PC	GENERAL OPERATING	
100 CAMBRIDGE ST, SUITE 1541A			SUPPORT	
BOSTON, MA 02114				100,00

423631 05-01-14

Dent VV/

91-2172351

3 Grants and Contributions Paid During the	Year (Continuation)			
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	Purpose of grant or contribution	Amount
ICIVICS		recipient PC	GENERAL OPERATING	
2001 S. STREET NW, SUITE 400 WASHINGTON, DC 20009			SUPPORT	100,00
COMPASS WORKING CAPITAL 89 SOUTH ST, #203 BOSTON, MA 02111		PC	GENERAL OPERATING SUPPORT	100,00
WISHBONE 633 BATTERY STREET, SUITE 100 SAN FRANCISCO, CA 94111		PC	GENERAL OPERATING SUPPORT	100,00
WATSI 360 LANGSTON ST., #200 SAN FRANCISCO, CA 94103		PC	GENERAL OPERATING SUPPORT	100,00
MEASURES FOR JUSTICE 2 BRUNSWICK STREET ROCHESTER, NY 14607		PC	GENERAL OPERATING SUPPORT	100,00
ABSOLUTE RETURN FOR KIDS 25 WEST 53RD STREET, 14TH FLOOR NEW YORK, NY 10019		PC	SUPPORT FOR STIR EDUCATION	100,00
SIRUM PO BOX 19636 STANFORD, CA 94309		₽C	GENERAL OPERATING SUPPORT	100,00
AZARIAH FOUNDATION 306 POPPLETON STREET BALTIMORE, MD 21230		PC	SUPPORT FOR WEST AFRICA VOCATIONAL EDUCATION (WAVE) PROJECT	50,00
CAREMESSAGE 300 BRANNAN STREET, #405 SAN FRANCISCO, CA 94107		₽C	GENERAL OPERATING SUPPORT	100,00
IDEO.ORG 444 SPEAR STREET, SUITE 213 SAN FRANCISCO, CA 94105		PC	GENERAL OPERATING SUPPORT	100,00

423631 05-01-14

91-2172351

3 Grants and Contributions Paid During the	Year (Continuation)			
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
WORLDREADER 120 HICKORY STREET SAN FRANCISCO, CA 94102		PC	GENERAL OPERATING SUPPORT	50,0
IEST, INC. 501 5TH AVENUE, #1608 IEW YORK, NY 10017		PC	GENERAL OPERATING SUPPORT	50,0
MUSO, INC. 1380 MONROE STREET NW, BOX 309 WASHINGTON, DC 20010		PC	GENERAL OPERATING SUPPORT	50,0
THE EMPOWERMENT PLAN 1401 VERMONT STREET DETROIT, MI 48216		PC	GENERAL OPERATING SUPPORT	50,0
STRIVETOGETHER, LLC DNE WEST FOURTH STREET CINCINNATI, OH 45202		₽C	GENERAL OPERATING SUPPORT	50,0
CRISIS TEXT LINE 19 W. 21ST STREET, 8TH FLOOR NEW YORK, NY 10010		PC	GENERAL OPERATING SUPPORT	50,0
D-REV 595 MINNESOTA STREET 5AN FRANCISCO, CA 94107		PC	GENERAL OPERATING SUPPORT	50,0
SPARK MICROGRANTS 575 MAIN STREET, #N1909 NEW YORK, NY 10044		PC	GENERAL OPERATING SUPPORT	50,0
THE TIDES CENTER 8543 18TH STREET, #24 SAN FRANCISCO, CA 94115		₽C	SUPPORT FOR PROJECT LAVA MAE	50,0
CITY HEALTH WORKS 127 W. 127TH STREET, #207 NEW YORK, NY 10027		PC	GENERAL OPERATING SUPPORT	50,0

423631 05-01-14

3 Grants and Contributions Paid During the Ye	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
CLEAN ENERGY TRUST		₽C	GENERAL OPERATING	
20 N. UPPER WACKER DRIVE, #734			SUPPORT	
CHICAGO, IL 60606				50,000.
NEW VENTURE FUND		PC	SUPPORT FOR PROJECT	
350 RHODE ISLAND STREET			UPSTREAM	
SAN FRANCISCO, CA 94103				50,000.
		1		
Total from continuation sheets				

423631 05-01-14

91-2172351

3 Grants and Contributions Approved for Fu	ture Payment (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	contribution	
STRIVETOGETHER, LLC		PC	GENERAL OPERATING	
ONE WEST FOURTH STREET			SUPPORT	
CINCINNATI, OH 45202				250,00
CAREMESSAGE		PC	GENERAL OPERATING	
300 BRANNAN STREET, #405			SUPPORT	200 00
SAN FRANCISCO, CA 94107				200,00
CITY HEALTH WORKS		PC	GENERAL OPERATING	
127 W. 127TH STREET, #207			SUPPORT	
NEW YORK, NY 10027			5011011	250,00
CLEAN ENERGY TRUST		PC	GENERAL OPERATING	
20 N. UPPER WACKER DRIVE, #734			SUPPORT	
CHICAGO, IL 60606				250,00
CRISIS TEXT LINE		PC	GENERAL OPERATING	
19 W. 21ST STREET, 8TH FLOOR NEW YORK, NY 10010			SUPPORT	250 00
				250,00
D-REV		PC	GENERAL OPERATING	
695 MINNESOTA STREET			SUPPORT	
SAN FRANCISCO, CA 94107				250,00
IDEO.ORG		PC	GENERAL OPERATING	
444 SPEAR STREET, SUITE 213			SUPPORT	
SAN FRANCISCO, CA 94105				200,00
		P.C.		
THE TIDES CENTER 3543 18TH STREET, #24		PC	SUPPORT FOR PROJECT LAVA MAE	
SAN FRANCISCO, CA 94115				250,00
•				,
SPARK MICROGRANTS		PC	GENERAL OPERATING	
575 MAIN STREET, #N1909			SUPPORT	
NEW YORK, NY 10044				250,00
NEW VENTURE FUND		PC	SUPPORT FOR PROJECT	
350 RHODE ISLAND STREET			UPSTREAM	250 00
SAN FRANCISCO, CA 94103 Total from continuation sheets				250,00

423635 05-01-14

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

Schedule of Contributors

 Attach to Form 990, Form 990-EZ, or Form 990-PF.
 Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990. OMB No. 1545-0047

2014

Employer identification number

Name of the	organization
-------------	--------------

	DRAPER	RICHARDS	KAPLAN	FOUNDATION
Organization type (che	ck one):			

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

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

General Rule

X For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

91-2172351

DRAPER RICHARDS KAPLAN FOUNDATION

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

(a)	(b)	(c) (d)
No.	Name, address, and ZIP + 4	Total contributions Type of contribution
1	ARTHUR AND TONI REMBE ROCK ONE MARITIME PLAZA, SUITE 1220 SAN FRANCISCO, CA 94111	\$ 200,000. Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c) (d)
No.	Name, address, and ZIP + 4	Total contributions Type of contribution
2	THE BARN ROAD FOUNDATION 121 STEUART STREET SAN FRANCISCO, CA 94105	\$ 100,000. Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c) (d)
No.	Name, address, and ZIP + 4	Total contributions Type of contribution
3	MARIN COMMUNITY FOUNDATION 5 HAMILTON LANDING, SUITE 200 NOVATO, CA 94949	\$ 350,000. Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c) (d)
No.	Name, address, and ZIP + 4	Total contributions Type of contribution
4	PEERY FOUNDATION 2450 WATSON COURT PALO ALTO, CA 94303	\$ 200,000. Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c) (d)
No.	Name, address, and ZIP + 4	Total contributions Type of contribution
5	WILLIAM H. DRAPER III AND PHYLLIS DRAPER 1600 EL CAMINO REAL, SUITE 155 MENLO PARK, CA 94025	\$50,000. Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c) (d)
No.	Name, address, and ZIP + 4	Total contributions Type of contribution
423452 11-00	DAVID MARQUARDT 2480 SAND HILL ROAD, SUITE 101 MENLO PARK, CA 94025 5-14 20	\$ 204,037. Person Payroll \$ Complete Part II for noncash contributions.) Schedule B (Form 990, 990-EZ, or 990-PF) (2014

 $19021111 \ 759146 \ 21580$

20

2014.05000 DRAPER RICHARDS KAPLAN FOUN 215801

Name	of	orga	nization

91-2172351

DRAPER RICHARDS KAPLAN FOUNDATION

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

(a)			
No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	HELLMAN FOUNDATION ONE MARITIME PLAZA, SUITE 2010 SAN FRANCISCO, CA 94111	\$200,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8	ROBERT S. KAPLAN 1600 EL CAMINO REAL, SUITE 155 MENLO PARK, CA 94025	\$ <u>1,001,329</u> .	Person X Payroll Noncash X (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
9	WILLIAM AND EVA PRICE 135 EAST SIR FRANCIS DRAKE BLVD LARKSPUR, CA 94939	\$205,101.	Person Payroll Noncash X (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
<u>No.</u>			
	Name, address, and ZIP + 4 NANCY FARESE 10 W CEDAR STREET	Total contributions	Type of contribution Person X Payroll
 (a)	Name, address, and ZIP + 4 NANCY FARESE 10 W CEDAR STREET BOSTON, MA 02108 (b)	Total contributions \$ 500,000. (c) (c)	Type of contribution Person X Payroll Noncash X (Complete Part II for noncash contributions.) (d)
(a) No.	Name, address, and ZIP + 4 NANCY FARESE 10 W CEDAR STREET BOSTON, MA 02108 (b) Name, address, and ZIP + 4 G. LEONARD AND MARY ANNE BAKER 755 PAGE MILL ROAD, SUITE A-200	Total contributions \$ 500,000. (c) Total contributions	Type of contribution Person X Payroll Image: Contribution Noncash X (Complete Part II for noncash contributions.) (d) Type of contribution Person Payroll Image: Complete Part II for noncash Value Value Moncash X (Complete Part II for Value Noncash X (Complete Part II for
(a) No. (a)	Name, address, and ZIP + 4 <u>NANCY FARESE</u> <u>10 W CEDAR STREET</u> <u>BOSTON, MA 02108</u> (b) Name, address, and ZIP + 4 <u>G. LEONARD AND MARY ANNE BAKER</u> <u>755 PAGE MILL ROAD, SUITE A-200</u> <u>PALO ALTO, CA 94304-1005</u> (b)	Total contributions \$ 500,000. (c) Total contributions \$ 100,654. (c) (c)	Type of contribution Person X Payroll Noncash X Noncash X (Complete Part II for noncash contributions.) (d) Type of contribution Person Payroll Noncash Noncash X (Complete Part II for noncash contributions.) (d) Type of contributions.) (d) Type of contributions.) (d) Type of contributions.) (d) Type of contribution Person X (D) Type of contribution
(a) No. (a) No.	Name, address, and ZIP + 4 NANCY FARESE 10 W CEDAR STREET BOSTON, MA 02108 (b) Name, address, and ZIP + 4 G. LEONARD AND MARY ANNE BAKER 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 94304-1005 (b) Name, address, and ZIP + 4	Total contributions \$ 500,000. (c) Total contributions \$ 100,654. (c) (c)	Type of contribution Person X Payroll X Noncash X (Complete Part II for noncash contributions.) (d) Complete Part II for noncash contribution X Person X Payroll X Noncash X (Complete Part II for noncash contributions.) (d) Type of contribution (d) Type of contribution Complete Part II for noncash contributions.)

19021111 759146 21580

21 2014.05000 DRAPER RICHARDS KAPLAN FOUN 215801

91-2172351

DRAPER RICHARDS KAPLAN FOUNDATION

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

(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
13	ANDREW AND BONNIE WEISS 58 COMMONWEALTH AVE BOSTON, MA 02116-3003	\$ <u>250,000.</u>	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
14	ROBIN R. DONOHOE 1600 EL CAMINO REAL, SUITE 155 MENLO PARK, CA 94025	\$490,994.	Person Payroll Noncash X (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
15	THE WALKER FAMILY FOUNDATION 15 CENTRAL PARK WEST, APT. 14D NEW YORK, NY 10023	\$ <u> </u>	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
16	THE HORACE W. GOLDSMITH FOUNDATION 375 PARK AVENUE NEW YORK, NY 10152	\$ <u>250,000.</u>	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
17	WILLIAM K. BOWES JR. FOUNDATION 1660 BUSH STREET, SUITE 300 SAN FRANCISCO, CA 94109	\$200,000.	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
<u>18</u> 423452 11-0	THE CROTTY FAMILY FOUNDATION 1 MARINA PARK DR, SUITE 1150 BOSTON, MA 02210-1832 5-14 22	\$ 250 , 000 . Schedule B (Form	Person X Payroll Noncash (Complete Part II for noncash contributions.) 990, 990-EZ, or 990-PF) (2014)

Name of organization

Employer identification number

91-2172351

DRAPER RICHARDS KAPLAN FOUNDATION

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>19</u>	DAVID AND FRANCIE HORVITZ FAMILY FOUNDATION 401 EAST LAS OLAS BLVD. FORT LAUDERDALE, FL 33301	\$ <u>100,000.</u>	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
20	SCHWAB CHARITABLE FUND - THE MARGARET BROWN DE CLERCQ FUND 211 MAIN STREET, FLOOR 10 SAN FRANCISCO, CA 94105	\$ <u>200,000.</u>	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	THE DRAPER FOUNDATION 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025	\$	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
22	WILLIAM DAVIDSON FOUNDATION 2 TOWNE SQUARE, SUITE 905 SOUTHFIELD, MI 48073	\$ <u>1,000,000.</u>	Person X Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
23	CONRAD N. HILTON FOUNDATION		Person X
	30440 AGOURA ROAD AGOURA HILLS, CA 91301	\$500,000.	Payroll Noncash (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
24	FIDELITY CHARITABLE GIFT FUND		Person X
	200 SEAPORT BOULEVARD	\$100,000.	Payroll Noncash (Complete Part II for
423452 11-0	BOSTON, MA 02210	Schedule B (Form	noncash contributions.) 990, 990-EZ, or 990-PF) (2014)

19021111 759146 21580

2014.05000 DRAPER RICHARDS KAPLAN FOUN 215801

Employer identification number

91-2172351

DRAPER RICHARDS KAPLAN FOUNDATION

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

art II	Noncash Property (see instructions). Use duplicate copies of Part II if a	additional space is needed.	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
6	3,950 SHARES SEAGATE TECH (STX)		
		\$204,037.	05/23/14
(a) No. rom Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
8	2,850 SHARES GOLDMAN SACHS (GS)		
		\$501,329.	08/22/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
9	3,900 SHARES TWITTER (TWTR)		
		\$	09/10/14
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
10	1,153 SHRS LUV, 897 SHRS WMB, 358 SHRS CELG, 349 SHRS NOC, 425 SHRS ALL, 421 SHRS NCS, ETC.	\$ 496,104.	11/05/14
(a)			
No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
11	2,307 SHARES LINEAR TECHNOLOGY (LLTC)		
		\$100,654.	11/19/14
rom	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I <u>14</u>		FMV (or estimate)	

19021111 759146 21580

2014.05000 DRAPER RICHARDS KAPLAN FOUN 215801

Schedule B (Form 990, 990-EZ, or 990-PF) (2014)	
Name of organization	

Name of orga	anization			Employer identification number			
DRAPER	RICHARDS KAPLAN FOUN	DATION		91-2172351			
Part III	Exclusively religious, charitable, etc., co the year from any one contributor. Complet	ntributions to organizations de e columns (a) through (e) and	escribed in section the following line	n 501(c)(7), (8), or (10) that total more than \$1,000 for entry. For organizations			
	completing Part III, enter the total of exclusively religi Use duplicate copies of Part III if addition		\$1,000 or less for th	e year. (Enter this info. once.) 🕨 \$			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gi	ft	(d) Description of how gift is held			
		(o) Transfe					
	Transferacio nomo addresa	(e) Transfe		lationship of transferor to transferos			
F	Transferee's name, address,			elationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gi	ft	(d) Description of how gift is held			
		(e) Transfe	er of gift				
-	Transferee's name, address,	and ZIP + 4	Re	elationship of transferor to transferee			
(a) No. from							
from Part I	(b) Purpose of gift	(c) Use of gi	ft	(d) Description of how gift is held			
-		(e) Transfe	er of aift				
	Transferee's name, address,		-	elationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gi	ft	(d) Description of how gift is held			
Ļ							
		(e) Transfe					
F	Transferee's name, address,	and ZIP + 4	Re	elationship of transferor to transferee			
423454 11-05-	14			Schedule B (Form 990, 990-EZ, or 990-PF) (20			

25 2014.05000 DRAPER RICHARDS KAPLAN FOUN 215801

B (Form 990, 990-EZ, or 990-PF) (2 14)

FORM 990-PF	GAIN OR ((LOSS)	FROM S	ALE	OF AS	SETS		STA	TEMENT	1
(A) DESCRIPTION OF PROP	ERTY					NNER JUIRED	DA' ACQU	FE IRED	DATE S	OLD
CAPITAL GAINS FROM	PASSTHROUGH				PURC	HASED	01/0	1/14	12/31	/14
(B) GROSS SALES PRIC	(C) COST E OTHER E	OR	EXPE	D) NSE ALE	OF	(E) DEPRE	с.	GAIN	(F) OR LOS:	S
131,2	56. 12	27,079.			0.		0.		4,1	77.
CAPITAL GAINS DIVID TOTAL TO FORM 990-P									4,1	0.
FORM 990-PF INTERE	ST ON SAVINO	GS AND	TEMPOR	ARY	CASH	INVEST	MENTS	STA	TEMENT	2
SOURCE			(A) EVENUE R BOOK	S	NET	(B) INVEST INCOME			(C) DJUSTED T INCOMI	E
INTEREST			157,6	99.		158,	422.		158,42	22.
TOTAL TO PART I, LI	NE 3		157,6	99.	<u> </u>	158,	422.		158,42	22.
FORM 990-PF	DIVIDENDS	AND IN	TEREST	FRO	M SEC	URITIE	S	STA	TEMENT	3
SOURCE	GROSS AMOUNT	CAPI GAI DIVID	NS	RE	(A) VENUE BOOF		(B) INVE: T INCO		(C) ADJUSTI NET INCO	
DIVIDENDS	240.		0.		24	0.	3,43	16.	3,43	16.
TO PART I, LINE 4	240.		0.		24	0.	3,43	16.	3,43	16.

FORM 990-PF	LEGAL	FEES	S7	TATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	24,764.	0.	24,764.	0.
TO FM 990-PF, PG 1, LN 16A =	24,764.	0.	24,764.	0.
FORM 990-PF	ACCOUNTI	NG FEES	ទា	TATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	50,076.	0.	50,076.	0.
 TO FORM 990-PF, PG 1, LN 16B =	50,076.	0.	50,076.	0.
FORM 990-PF C	OTHER PROFES	SIONAL FEES	SI	FATEMENT 6
FORM 990-PF C	(A) EXPENSES PER BOOKS	(B) NET INVEST-	(C)	(D) CHARITABLE PURPOSES
	(A) EXPENSES	(B) NET INVEST-	(C) ADJUSTED	(D) CHARITABLE
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DESCRIPTION 	(A) EXPENSES PER BOOKS 87,762.	(B) NET INVEST- MENT INCOME 0. 0.	(C) ADJUSTED NET INCOME 87,762. 87,762.	(D) CHARITABLE PURPOSES 0.
DESCRIPTION OTHER PROFESSIONAL FEES TO FORM 990-PF, PG 1, LN 16C =	(A) EXPENSES PER BOOKS 87,762. 87,762.	(B) NET INVEST- MENT INCOME 0. 0.	(C) ADJUSTED NET INCOME 87,762. 87,762.	(D) CHARITABLE PURPOSES 0. 0.
DESCRIPTION OTHER PROFESSIONAL FEES TO FORM 990-PF, PG 1, LN 16C = FORM 990-PF	(A) EXPENSES PER BOOKS 87,762. 87,762. TAX (A) EXPENSES	(B) NET INVEST- MENT INCOME 0. 0. 0. ES (B) NET INVEST-	(C) ADJUSTED NET INCOME 87,762. 87,762. ST (C) ADJUSTED	(D) CHARITABLE PURPOSES 0. 0. 7ATEMENT 7 (D) CHARITABLE

OTHER EXPENSES 1,442. 0. 1,444. 0. IT EXPENSE 28,683. 0. 28,683. 0. WEBSITE 9,769. 0. 9,769. 0. GIFTS 1,783. 0. 1,783. 0. REPAIRS & SERVICES 10,865. 0. 10,865. 0. OFFICE SUPPLIES 20,185. 0. 20,185. 0. COMPUTER SUPPLIES 11,288. 0. 11,288. 0. LICENSES, PERMITS, FEES & 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. INSURANCE 12,907. 0. 20,973. 0. COMMUNICATIONS 50,793. 0. 20,779. 0. DONORS EVENT 40,314. 0. 40,314. 0. DENTREPRENEURIAL EXPENSES 191,350. 0. 12,907. 0. EXTREPT FUNCITION EXPENSES 0. 0. 26,048. 0. 0. FORM 990-PF U.S. A	FORM 990-PF	OT	HER EX	PENSES			ST	ATEMENT	8
IT EXPENSE 28,683. 0. 28,683. 0. WEBSITE 9,769. 0. 9,769. 0. GIFTS 1,783. 0. 1,783. 0. REPAIRS & SERVICES 10,865. 0. 10,865. 0. POSTAGE & DELIVERY 3,554. 0. 3,554. 0. POSTAGE & DELIVERY 3,554. 0. 3,554. 0. COMPUTER SUPPLIES 11,288. 0. 11,288. 0. COMPUTER SUPPLIES 11,343. 0. 11,343. 0. LICENEES, PERMITS, FEES & 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. DUES & SUBSCRIPTIONS 27,983. 0. 27,983. 0. COMUNICATIONS 50,793. 0. 12,907. 0. 12,907. 0. DANKING & INVESTMENT FEES 19,350. 0. 19,351. 0. 0. 0. DEVELOPMENT 20,779. 0. 22,779. 0. 0. 0. 0. PASSTHROUGH DEDUCTIONS 0.	DESCRIPTION	EXPEN	SES	NET INVE		ADJUSTEI		CHARITA	
IT EXPENSE 28,683. 0. 28,683. 0. WEBSITE 9,769. 0. 9,769. 0. GIFTS 1,783. 0. 1,783. 0. REPAIRS & SERVICES 10,865. 0. 10,865. 0. POSTAGE & DELIVERY 3,554. 0. 3,554. 0. POSTAGE & DELIVERY 3,554. 0. 3,554. 0. COMPUTER SUPPLIES 11,288. 0. 11,288. 0. COMPUTER SUPPLIES 11,343. 0. 11,343. 0. LICENEES, PERMITS, FEES & 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. DUES & SUBSCRIPTIONS 27,983. 0. 27,983. 0. COMUNICATIONS 50,793. 0. 12,907. 0. 12,907. 0. DANKING & INVESTMENT FEES 19,350. 0. 19,351. 0. 0. 0. DEVELOPMENT 20,779. 0. 22,779. 0. 0. 0. 0. PASSTHROUGH DEDUCTIONS 0.	OTHER EXPENSES	1	,442.		0.	1,44	44. 44.		0.
WEBSITE 9,769. 0. 9,769. 0. GIFTS 1,783. 0. 1,783. 0. REPAIRS & SERVICES 10,865. 0. 10,865. 0. POSTAGE & DELIVERY 3,554. 0. 3,554. 0. COMPUTER SUPPLIES 20,185. 0. 20,185. 0. COMPUTER SUPPLIES 11,288. 0. 11,288. 0. MEALS & ENTERTAINMENT 38,244. 0. 38,244. 0. LICENSES, PERMITS, FEES & 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. DUES & SUBSCRIPTIONS 27,993. 0. 27,993. 0. COMMUNICATIONS 50,793. 0. 20,793. 0. DONORS EVENT 40,314. 0. 40,314. 0. MARKETING 12,907. 0. 22,977. 0. DEVELOPMENT 202,779. 0. 26,048. 0. 0. PASSTHROUGH DEDUCTIONS 0. 26,048. 0. 0. 0. EXEMPT FUNCITON	IT EXPENSE				Ο.				0.
GIFTS 1,783. 0. 1,783. 0. REPAIRS & SERVICES 10,865. 0. 10,865. 0. POSTAGE & DELIVERY 3,554. 0. 3,554. 0. OOFFICE SUPPLIES 20,185. 0. 20,185. 0. COMPUTER SUPPLIES 11,288. 0. 11,288. 0. INCERNES, PERMITS, FEES & 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. ODES & SUBSCRIPTIONS 27,983. 0. 27,983. 0. COMMUNICATIONS 50,793. 0. 269. 0. 0. DONGS EVENT 40,314. 0. 40,314. 0. 0. DONGS EVENT 40,314. 0. 40,314. 0. 0. DEVELOPMENT 202,779. 0. 202,779. 0. 202,779. 0. DEVENDENTIAL EXPENSES 191,350. 0. 191,351. 0. 0. EXCEEDING EXPENSES 0. 0. <3,112,947.> 3,112,947. 3,112,947. TO FORM 990-PF	WEBSITE				Ο.				Ο.
REPAIRS & SERVICES 10,865. 0. 10,865. 0. POSTAGE & DELIVERY 3,554. 0. 3,554. 0. OFFICE SUPPLIES 20,185. 0. 20,185. 0. COMPUTER SUPPLIES 11,288. 0. 11,288. 0. MEALS & ENTERTAINMENT 38,244. 0. 38,244. 0. MEALS & ENTERTAINMENT 38,244. 0. 38,244. 0. ILCENSES, PERMITS, FEES & 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. DUES & SUBSCRIPTIONS 27,983. 0. 50,793. 0. COMMUNICATIONS 50,793. 0. 50,793. 0. DONORS EVENT 40,314. 0. 40,314. 0. MARKETING 12,907. 0. 12,907. 0. DEVELOPMENT 202,779. 0. 202,779. 0. PASSTHROUGH DEDUCTIONS 0. 0. 91,351. 0. PASSTHROUGH DEDUCTIONS 0. 0. <3,112,947.> 3,112,947.> TO FORM	GIFTS				0.				0.
POSTAGE & DELIVERY 3,554. 0. 3,554. 0. OFFICE SUPPLIES 20,185. 0. 20,185. 0. COMPUTER SUPPLIES 11,288. 0. 38,244. 0. MEALS & ENTERTAINMENT 38,244. 0. 38,244. 0. LICENSES, PERMITS, FEES 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. DUES & SUBSCRIPTIONS 27,983. 0. 27,983. 0. COMUNICATIONS 50,793. 0. 50,793. 0. DONORS EVENT 40,314. 0. 40,314. 0. DONORS EVENT 202,779. 0. 202,779. 0. DEVELOPMENT 202,779. 0. 202,779. 0. EXCEEDING EXPENSES 191,350. 0. 191,351. 0. FASTHROUGH DEDUCTIONS 0. 26,048. 0. 0. EXCEEDING EXPENSES 0. 0. <					-				-
OFFICE SUPPLIES 20,185. 0. 20,185. 0. COMPUTER SUPPLIES 11,288. 0. 11,288. 0. MEALS & ENTERTAINMENT 38,244. 0. 38,244. 0. LICENSES, PERMITS, FEES & 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. DUES & SUBSCRIPTIONS 27,983. 0. 27,983. 0. COMMUNICATIONS 50,793. 0. 50,793. 0. BANKING & INVESTMENT FEES 26,468. 26,468. 0. 0. DONORS EVENT 40,314. 0. 40,314. 0. DEVELOPMENT 202,779. 0. 202,779. 0. DEVELOPMENT 202,779. 0. 202,779. 0. PASSTHROUGH DEDUCTIONS 0. 11,351. 0. 0. PASSTHROUG MEDUCTION EXPENSES 191,350. 0. 191,351. 0. EXCEEDING EXPENSES 0. 0. 25,516. <2,449,393.> 3,112,947. MS SPRINGSTEP GOVERNMENT SECURITIES X 1,400,022. 1,400,02					-				-
COMPUTER SUPPLIES 11,288. 0. 11,288. 0. MEALS & ENTERTAINMENT 38,244. 0. 38,244. 0. MEALS & ENTERTAINMENT 38,244. 0. 38,244. 0. ILCENSES, PERMITS, FEES & 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. DUES & SUBSCRIPTIONS 27,983. 0. 27,983. 0. COMMUNICATIONS 50,793. 0. 50,793. 0. DONORS EVENT 40,314. 0. 40,314. 0. DEVELOPMENT 202,779. 0. 202,779. 0. DEVELOPMENT 202,779. 0. 202,779. 0. DEVELOPMENT FUNCITON EXPENSES 191,350. 0. 191,351. 0. EXEMPT FUNCITON EXPENSES 0. 0. 26,048. 0. 0. FORM 990-PF, PG 1, LN 23 690,019. 52,516. <2,449,393.> 3,112,947. MS FOUNDER'S FUND GOVERNMENT SECURITIES X 1,400,022. 1,400,022. 1,400,022. MS FOUNDER'S FUND GOVERNMENT X STATEMENT					-				-
MEALS & ENTERTAINMENT $38,244.$ 0. $38,244.$ 0. LICENSES, PERMITS, FEES & $269.$ 0. $269.$ 0. INSURANCE 11,343. 0. $11,343.$ 0. DUES & SUBSCRIPTIONS 27,983. 0. $27,983.$ 0. COMMUNICATIONS 50,793. 0. $50,793.$ 0. BANKING & INVESTMENT FEES $26,468.$ $26,468.$ 0. 0. DONORS EVENT 40,314. 0. $40,314.$ 0. 0. DONORS EVENT $202,779.$ 0. $202,779.$ 0. 0. $202,779.$ 0. DEVELOPMENT $202,779.$ 0. $202,779.$ 0. 0. 0. PASSTHROUGH DEDUCTIONS $0.$ $26,048.$ 0. 0. 0. EXCEEDING EXPENSES $0.$ $0.$ $25,516.$ $<2,449,393. > 3,112,947.$ TO FORM 990-PF, PG 1, LN 23 $690,019.$ $52,516.$ $<2,449,393. > 3,112,947.$ MS FOUNDER'S FUND GOVERNMENT SECURITIES X $1,400,022.$ $1,400,022.$ $1,400,022.$ $1,400,022.$					-				-
LICENSES, PERMITS, FEES & 269. 0. 269. 0. TAXES 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. DUES & SUBSCRIPTIONS 27,983. 0. 27,983. 0. COMMUNICATIONS 50,793. 0. 50,793. 0. BANKING & INVESTMENT FEES 26,468. 26,468. 0. 0. 0. DONORS EVENT 40,314. 0. 40,314. 0. MARKETING 12,907. 0. 12,907. 0. DEVELOPMENT 202,779. 0. 202,779. 0. ENTREPRENEURIAL EXPENSES 191,350. 0. 191,351. 0. EXCREDING EXPENSES 0. 26,048. 0. 0. EXCREDING EXPENSES 0. 26,048. 0. 0. EXCREDING EXPENSES 0. 0. 3,112,947.> 3,112,947. TO FORM 990-PF, PG 1, LN 23 690,019. 52,516. <2,449,393.> 3,112,947. TO FORM 990-PF, PG 1, LN 23 690,019. 52,516. <2,449,393.> 3,112,947. MS SPRINGSTEP GOVERNMENT SECURITIES X 1,400,022. 1,400,022. MS FOUNDER'S FUND GOVERNMENT X SECURITIES 600,772. 600,772. MS FUND III GOVERNMENT SECURITIES X 300,394. 300,394. MS SPRINGSTEP MUNICIPAL BONDS X 849,435. 849,435.									
TAXES 269. 0. 269. 0. INSURANCE 11,343. 0. 11,343. 0. DUES & SUBSCRIPTIONS 27,983. 0. 27,983. 0. COMMUNICATIONS 50,793. 0. 50,793. 0. BANKING & INVESTMENT FEES 26,468. 26,468. 0. 0. DONORS EVENT 40,314. 0. 40,314. 0. MARKETING 12,907. 0. 12,907. 0. DEVELOPMENT 202,779. 0. 202,779. 0. EXCEPT FUNCITION EXPENSES 191,350. 0. 191,351. 0. EXCEEDING EXPENSES 0. 0. 26,048. 0. 0. FORM 990-PF, PG 1, LN 23 690,019. 52,516. <2,449,393.> 3,112,947. FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9 DESCRIPTION GOV'T GOV'T BOOK VALUE VALUE MS SPRINGSTEP GOVERNMENT SECURITIES X 1,400,022. 1,400,022. 1,400,022. MS FOUNDER'S FUND GOVERNMENT SCURITIES 600,772. </td <td></td> <td>50</td> <td>,</td> <td></td> <td>•••</td> <td>5072</td> <td></td> <td></td> <td>•••</td>		50	,		•••	5072			•••
$ \begin{array}{cccccccccccccccccccccccccccccccccccc$			269.		0.	26	59.		0.
DUES & SUBSCRIPTIONS 27,983. 0. 27,983. 0. COMMUNICATIONS 50,793. 0. 50,793. 0. BANKING & INVESTMENT FEES 26,468. 26,468. 0. 0. DONORS EVENT 40,314. 0. 40,314. 0. 0. MARKETING 12,907. 0. 12,907. 0. 0. DEVELOPMENT 202,779. 0. 202,779. 0. 0. ENTREPRENURIAL EXPENSES 191,350. 0. 191,351. 0. 0. EXCREDING EXPENSES 0. 26,048. 0. 0. 0. 0. EXCREDING EXPENSES 0. 0. 23,112,947.> 3,112,947. TO FORM 990-PF, PG 1, LN 23 690,019. 52,516. <2,449,393.> 3,112,947. MS SPRINGSTEP GOVERNMENT SECURITIES X 1,400,022. 1,400,022. 1,400,022. MS SPRINGSTEP GOVERNMENT SECURITIES X 300,394. 300,394. 300,394. SECURITIES MS FUND III GOVERNMENT SECURITIES X 300,394. 300,394. 300,394. MS SPRINGSTEP MUNICIPAL BON	-	11							
COMMUNICATIONS 50,793. 0. 50,793. 0. 0. 50,793. 0.					-				
BANKING & INVESTMENT FEES 26,468. 26,468. 0. 0. 0. DONORS EVENT 40,314. 0. 40,314. 0. 40,314. 0. MARKETING 12,907. 0. 12,907. 0. 12,907. 0. DEVELOPMENT 202,779. 0. 202,779. 0. 202,779. 0. PASSTHROUGH DEDUCTIONS 0. 191,350. 0. 191,351. 0. 0. PASSTHROUGH DEDUCTIONS 0. 26,048. 0.					-				
DONORS EVENT 40,314. 0. 40,314. 0. MARKETING 12,907. 0. 12,907. 0. DEVELOPMENT 202,779. 0. 202,779. 0. ENTREPRENEURIAL EXPENSES 191,350. 0. 191,351. 0. PASSTHROUGH DEDUCTIONS 0. 26,048. 0. 0. EXCEEDING EXPENSES 0. 0. <3,112,947.> 3,112,947. TO FORM 990-PF, PG 1, LN 23 690,019. 52,516. <2,449,393.> 3,112,947. FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9 DESCRIPTION U.S. OTHER FAIR MARKET MS FOUNDER'S FUND GOVERNMENT SECURITIES X 1,400,022. 1,400,022. MS FOUNDER'S FUND GOVERNMENT SECURITIES X 300,394. 300,394. MS SPRINGSTEP MUNICIPAL BONDS X 849,435. 849,435.				26.	-				-
MARKETING12,907.0.12,907.0.DEVELOPMENT202,779.0.202,779.0.ENTREPRENEURIAL EXPENSES191,350.0.191,351.0.PASSTHROUGH DEDUCTIONS0.26,048.0.0.EXEMPT FUNCITON EXPENSES0. $26,048.$ 0.0.EXCEEDING EXPENSES0.0. $<3,112,947.>$ $3,112,947.>$ TO FORM 990-PF, PG 1, LN 23690,019. $52,516.$ $<2,449,393.>$ $3,112,947.>$ FORM 990-PFU.S. AND STATE/CITY GOVERNMENT OBLIGATIONSSTATEMENT9DESCRIPTION $GOV'T$ $GOV'T$ $BOOK$ VALUEFAIR MARKETVALUEU.S. OTHER $fAIR MARKET$ $VALUE$ VALUEDESCRIPTION $GOV'T$ $GOV'T$ $BOOK$ VALUE $I,400,022.$ $1,400,022.$ MS FOUNDER'S FUND GOVERNMENT SECURITIESX $300,394.$ $300,394.$ $300,394.$ MS SPRINGSTEP MUNICIPAL BONDSX $849,435.$ $849,435.$ $849,435.$				_ • ,		40.31	-		-
DEVELOPMENT $202,779.$ $0.$ $202,779.$ $0.$ ENTREPRENEURIAL EXPENSES $191,350.$ $0.$ $191,351.$ $0.$ PASSTHROUGH DEDUCTIONS $0.$ $26,048.$ $0.$ $0.$ PASSTHROUGH DEDUCTION EXPENSES $0.$ $26,048.$ $0.$ $0.$ EXCEEDING EXPENSES $0.$ $0.$ $23,112,947.>$ $3,112,947.$ TO FORM 990-PF, PG 1, LN 23 $690,019.$ $52,516.$ $<2,449,393.>$ $3,112,947.$ FORM 990-PFU.S. AND STATE/CITY GOVERNMENT OBLIGATIONSSTATEMENT 9 DESCRIPTION $GOV'T$ $GOV'T$ $BOOK$ VALUEFAIR MARKETMS FOUNDER'S FUND GOVERNMENTX $1,400,022.$ $1,400,022.$ $1,400,022.$ MS FOUND III GOVERNMENT SECURITIES X $300,394.$ $300,394.$ $300,394.$ MS SPRINGSTEP MUNICIPAL BONDS X $849,435.$ $849,435.$ $849,435.$					-				-
ENTREPRENEURIAL EXPENSES 191,350. 0. 191,351. 0. PASSTHROUGH DEDUCTIONS 0. 26,048. 0. 0. EXEMPT FUNCITON EXPENSES 0. 0. $26,048$. 0. 0. $3,112,947$.> $3,112,947$. EXCEEDING EXPENSES 0. 0. $<3,112,947$.> $3,112,947$. TO FORM 990-PF, PG 1, LN 23 690,019. 52,516. $<2,449,393$.> $3,112,947$. FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9 DESCRIPTION $U.S.$ AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9 MS SPRINGSTEP GOVERNMENT SECURITIES X 1,400,022. 1,400,022. MS FOUNDER'S FUND GOVERNMENT X SECURITIES $600,772.$ $600,772.$ MS FUND III GOVERNMENT SECURITIES X 300,394. 300,394. MS SPRINGSTEP MUNICIPAL BONDS X 849,435. 849,435.					-				-
PASSTHROUGH DEDUCTIONS EXEMPT FUNCITON EXPENSES EXCEEDING EXPENSES0.26,048.0.0.TO FORM 990-PF, PG 1, LN 23690,019.52,516.<2,449,393.>3,112,947.TO FORM 990-PFU.S. AND STATE/CITY GOVERNMENT OBLIGATIONSSTATEMENT9FORM 990-PFU.S. AND STATE/CITY GOVERNMENT OBLIGATIONSSTATEMENT9DESCRIPTIONU.S. OTHER GOV'TFAIR MARKET VALUEFAIR MARKET VALUEMS SPRINGSTEP GOVERNMENT SECURITIES SECURITIES MS FUND III GOVERNMENT SECURITIES MS SPRINGSTEP MUNICIPAL BONDSX849,435.1,400,022.									-
EXEMPT FUNCITON EXPENSES EXCEEDING EXPENSES0.0.<3,112,947.>3,112,947.TO FORM 990-PF, PG 1, LN 23690,019.52,516.<2,449,393.>3,112,947.FORM 990-PFU.S. AND STATE/CITY GOVERNMENT OBLIGATIONSSTATEMENT9DESCRIPTIONU.S. OTHER GOV'TFAIR MARKET VALUEFAIR MARKET VALUEMS SPRINGSTEP GOVERNMENT SECURITIESX1,400,022.1,400,022.MS FOUNDER'S FUND GOVERNMENTX600,772.600,772.SECURITIES MS FUND III GOVERNMENT SECURITIES MS SPRINGSTEP MUNICIPAL BONDSX849,435.849,435.			-	26.	-	,			
EXCEEDING EXPENSES0.0.<3,112,947.>3,112,947.TO FORM 990-PF, PG 1, LN 23690,019.52,516.<2,449,393.>3,112,947.FORM 990-PFU.S. AND STATE/CITY GOVERNMENT OBLIGATIONSSTATEMENT9DESCRIPTIONU.S. OTHER GOV'TGOV'TBOOK VALUEFAIR MARKET VALUEMS SPRINGSTEP GOVERNMENT SECURITIESX1,400,022.1,400,022.MS FOUNDER'S FUND GOVERNMENTX600,772. 300,394.600,772. 300,394.600,394.MS SPRINGSTEP MUNICIPAL BONDSX849,435.849,435.			•••	_ • ,			•••		•••
FORM 990-PFU.S. AND STATE/CITY GOVERNMENT OBLIGATIONSSTATEMENTDESCRIPTIONU.S. OTHER GOV'T GOV'T BOOK VALUEFAIR MARKET VALUEMS SPRINGSTEP GOVERNMENT SECURITIESX1,400,022.MS FOUNDER'S FUND GOVERNMENTX600,772.SECURITIES600,772.600,772.MS FUND III GOVERNMENT SECURITIESX300,394.MS SPRINGSTEP MUNICIPAL BONDSX849,435.	EXCEEDING EXPENSES		0.		0.	<3,112,94	47.>	3,112,9	47.
FORM 990-PFU.S. AND STATE/CITY GOVERNMENT OBLIGATIONSSTATEMENTDESCRIPTIONU.S. OTHER GOV'T GOV'T BOOK VALUEFAIR MARKET VALUEMS SPRINGSTEP GOVERNMENT SECURITIESX1,400,022.MS FOUNDER'S FUND GOVERNMENTX600,772.SECURITIES600,772.600,772.MS FUND III GOVERNMENT SECURITIESX300,394.MS SPRINGSTEP MUNICIPAL BONDSX849,435.	TO FORM 990-PF, PG 1, LN 23	690	.019.	52.	516.	<2.449.39		3.112.9	47.
U.S.OTHER GOV'TFAIR MARKET VALUEMS SPRINGSTEP GOVERNMENT SECURITIESX1,400,022.1,400,022.MS FOUNDER'S FUND GOVERNMENTX600,772.600,772.SECURITIES600,394.300,394.300,394.MS SPRINGSTEP MUNICIPAL BONDSX849,435.849,435.	10 10mi 990 11, 10 1, m 25						=		
DESCRIPTIONGOV'TGOV'TBOOK VALUEVALUEMS SPRINGSTEP GOVERNMENT SECURITIESX1,400,022.1,400,022.MS FOUNDER'S FUND GOVERNMENTX600,772.600,772.SECURITIES600,394.300,394.300,394.MS FUND III GOVERNMENT SECURITIESX849,435.849,435.	FORM 990-PF U.S. AND S	STATE/C	ITY GC	VERNMENT	OBLI	GATIONS	ST	ATEMENT	9
MS SPRINGSTEP GOVERNMENT SECURITIES X 1,400,022. 1,400,022. MS FOUNDER'S FUND GOVERNMENT X 600,772. 600,772. MS FUND III GOVERNMENT SECURITIES X 300,394. 300,394. MS SPRINGSTEP MUNICIPAL BONDS X 849,435. 849,435.			U.S.	OTHER			FA	IR MARKE	 Т
MS FOUNDER'S FUND GOVERNMENTXSECURITIES600,772.MS FUND III GOVERNMENT SECURITIESXMS SPRINGSTEP MUNICIPAL BONDSX849,435.849,435.	DESCRIPTION		GOV'I	GOV'T	BOC	K VALUE		VALUE	
SECURITIES 600,772. 600,772. MS FUND III GOVERNMENT SECURITIES X 300,394. 300,394. MS SPRINGSTEP MUNICIPAL BONDS X 849,435. 849,435.		JRITIES			1	,400,022.		1,400,0	22.
MS FUND III GOVERNMENT SECURITIESX300,394.300,394.MS SPRINGSTEP MUNICIPAL BONDSX849,435.849,435.	SECURITIES					600,772.		600,7	72.
MS SPRINGSTEP MUNICIPAL BONDS X 849,435. 849,435.		ITIES	Х						
				Х					
				x		299,811.			

TOTAL U.S. GOVERNMENT OBLIGATIONS TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS

TOTAL TO FORM 990-PF, PART II, LINE 10A

2,301,188.

1,149,246.

3,450,434.

2,301,188.

1,149,246.

3,450,434.

FORM 990-PF	CORPORATE BONDS		STATEMENT 10
DESCRIPTION		BOOK VALUE	FAIR MARKET VALUE
MS FOUNDER'S FUND FIXED INCOME- MS SPRINGSTEP FIXED INCOME- SEE MS FUND III FIXED INCOME- SEE AT	ATTACHMENT A	3,252,775. 11,465,118. 473,868.	3,252,775. 11,465,118. 473,868.
TOTAL TO FORM 990-PF, PART II, L	INE 10C	15,191,761.	15,191,761.
FORM 990-PF C	THER INVESTMENTS		STATEMENT 11
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LEGACY VENTURES IV, LLC OFFITT HALL PARTNERSHIP	COST COST	1,267,413. 2,178,485.	1,267,413. 2,178,485.
TOTAL TO FORM 990-PF, PART II, L	INE 13	3,445,898.	3,445,898.
FORM 990-PF DEPRECIATION OF AS	SETS NOT HELD FOR	INVESTMENT	STATEMENT 12
FORM 990-PF DEPRECIATION OF AS	SETS NOT HELD FOR COST OR OTHER BASIS	INVESTMENT ACCUMULATED DEPRECIATION	STATEMENT 12 BOOK VALUE
	COST OR	ACCUMULATED	
DESCRIPTION FURNITURE EQUIPMENT LEASEHOLD IMPROVEMENTS	COST OR OTHER BASIS 38,727. 51,273. 7,312.	ACCUMULATED DEPRECIATION 14,906. 34,806. 0.	BOOK VALUE 23,821. 16,467. 7,312.
DESCRIPTION FURNITURE EQUIPMENT LEASEHOLD IMPROVEMENTS TOTAL TO FM 990-PF, PART II, LN	COST OR OTHER BASIS 38,727. 51,273. 7,312.	ACCUMULATED DEPRECIATION 14,906. 34,806. 0.	BOOK VALUE 23,821. 16,467. 7,312.
DESCRIPTION FURNITURE EQUIPMENT LEASEHOLD IMPROVEMENTS TOTAL TO FM 990-PF, PART II, LN	COST OR OTHER BASIS 38,727. 51,273. 7,312. 14 97,312.	ACCUMULATED DEPRECIATION 14,906. 34,806. 0.	BOOK VALUE 23,821. 16,467. 7,312. 47,600. STATEMENT 13
DESCRIPTION FURNITURE EQUIPMENT LEASEHOLD IMPROVEMENTS TOTAL TO FM 990-PF, PART II, LN FORM 990-PF C	COST OR OTHER BASIS 38,727. 51,273. 7,312. 14 97,312.	ACCUMULATED DEPRECIATION 14,906. 34,806. 0. 49,712.	BOOK VALUE 23,821. 16,467. 7,312. 47,600. STATEMENT 13 EOY AMOUNT

FORM 990-PF LIST OF S PAI	STAT:	EMENT	14		
NAME OF CONTRIBUTOR	ADDRESS				
MARIN COMMUNITY FOUNDATION	5 HAMILTON LA NOVATO, CA 94		E 200		
WILLIAM DAVIDSON FOUNDATION	2 TOWNE SQUAF SOUTHFIELD, M		5		
	LIST OF OFFICERS, I AND FOUNDATION MANA		STAT	EMENT	15
NAME AND ADDRESS	TITLE AND AVRG HRS/WK			EXPEN	
WILLIAM H. DRAPER III 1600 EL CAMINO REAL #155 MENLO PARK, CA 94025	CO-CHAIR 25.00	0.	0.		0.
ROBIN RICHARDS DONOHOE 1600 EL CAMINO REAL #155 MENLO PARK, CA 94025	CO-CHAIR 8.00	0.	0.		0.
ROBERT S. KAPLAN 1600 EL CAMINO REAL #155 MENLO PARK, CA 94025	CO-CHAIR 8.00	0.	0.		0.
JAMES BILDNER 1600 EL CAMINO REAL #155 MENLO PARK, CA 94025	MANAGING PARTN 50.00		40,000.		0.
CHRISTINE REMEY CHIN 1600 EL CAMINO REAL #155 MENLO PARK, CA 94025	PARTNER 50.00	211,000.	42,557.		0.
TOTALS INCLUDED ON 990-PF, PAG	E 6, PART VIII	411,000.	82,557.		0.

31 STATEMENT(S) 16, 17

NAME OF MANAGER

ACTIVITY ONE

FORM 990-PF

WILLIAM H. DRAPER III ROBIN RICHARDS DONOHOE ROBERT S. KAPLAN

THE FOUNDATION FUNDED UNRESTRICTED GRANTS TO 37 NONPROFIT

TO FORM 990-PF, PART IX-A, LINE 1

ORGANIZATIONS PROMOTING SOCIAL CHANGE AROUND THE WORLD. IN ADDITION TO THE GRANTS, THE FOUNDATION PROVIDES EACH ORGANIZATION WITH DEVELOPMENT SUPPORT AND SUBSTANTIAL RESOURCES, WHICH INCLUDES ADVICE AND TRAINING ON STRATEGIC PLANNING, BOARD DEVELOPMENT, FUNDRAISING, ORGANIZATION DEVELOPMENT AND LEADERSHIP, AS WELL AS A 3-DAY RETREAT.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES

PART XV - LINE 1A

LIST OF FOUNDATION MANAGERS

5,937,947.

EXPENSES

STATEMENT 17

16 STATEMENT

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 18 PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JIM BILDNER, MANAGING PARTNER 1600 EL CAMINO REAL, SUITE 155 MENLO PARK, CA 94025

TELEPHONE NUMBER NAME OF GRANT PROGRAM

ALL PROGRAMS 650-319-7808

EMAIL ADDRESS

N/A

FORM AND CONTENT OF APPLICATIONS

ORGANIZATIONS INTERESTED IN REQUESTING A GRANT FROM THE FOUNDATION ARE ENCOURAGED TO REVIEW OUR FUNDING CRITERIA AND OBJECTIVES FIRST AND THEN SUBMIT AN ONLINE APPLICATION THROUGH OUR WEBSITE AT WWW.DRKFOUNDATION.ORG. THE FOUNDATION REVIEWS ALL ONLINE APPLICATIONS AND BASED ON OUR APPRAISAL OF THE FIT OF THE VENTURE WITH OUR INVESTMENT STYLE, A SELECT NUMBER OF APPLICATIONS WILL MOVE TO THE SUBSEQUENT PHASES OF DILIGENCE.

ANY SUBMISSION DEADLINES

THERE ARE NO DEADLINES FOR SUBMISSION; ACCEPTED ALL YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS MUST QUALIFY UNDER THE PROVISIONS OF INTERNAL REVENUE CODE SECTION 501(C)(3). ORGANIZATIONS MUST BE AT THE BEGINNING OF THEIR DEVELOPMENT. WE PROVIDE THE ORGANIZATION'S FIRST MAJOR INVESTMENT. WE DO NOT FUND ORGANIZATIONS LATER IN THEIR LIFECYCLE. ORGANIZATIONS MUST BE BASED IN THE UNITED STATES ONLY. PREFERENCE IS GIVEN TO THOSE ORGANIZATIONS THAT ARE NATIONAL OR GLOBAL IN REACH AND SOCIAL ISSUE.

DRAPER RICHARDS KAPLAN FOUNDATION ATTACHMENT A FORM 990-PF, PART II, LINE 10C DETAIL

MUNICIPAL BONDS

		,	Oria, Unit Cost	Orio, Total Cost	i.	Unrealized	Estimated	
Security Description	Trade Date	Face Value	Adj. Unit Cost	Adj. Total Cost			Annual Income Accrued Interest	Yield %
NEW YORK CITY HSNG DEV CORP	4/24/14	100,000.000	\$100.000	\$100,000.00			\$780.00	0.78
MULTI-FAM HSNG REV-B-1 CUSIP 64972B4W2			\$100.000	\$100,000.00	\$99,777.00	\$(223.00) ST	\$130.00	
Unit Price: \$99.777; Coupon Rate 0. 05/01/14		16; Int. Semi-Annua	ally May/Nov 01;	Yield to Maturity	.949%; Callable Extrao	rdinary; Subject to Federal Tax;	: Moody AA2 S&P AA+; Is	ssued
MASSACHUSETTS UNIV BLDG AUTH	REV 5/21/14	200,000.000	100.000	200,000.00			1,562.00	0.78
REF-4 CUSIP 914437QX9			100.000	200,000.00	199,644.00	(356.00) ST	260.33	
Unit Price: \$99.822; Coupon Rate 0.	781%; Matures 11/01/20	16; Int. Semi-Annua	ally May/Nov 01;	Yield to Maturity	.879%; Subject to Fede	eral Tax: Moody AA2 S&P AA-:	: Issued 06/03/14	
		Eace Value Percentage of Assets %		Orig. Total Cost Adj. Total Cost		Unrealized	Estimated Annual Income Accrued Interest	Yield %
MUNICIPAL BONDS		300,000.000	0	\$300,000.00		Gunitessi	\$2,342.00	0.78%
				\$300,000.00		\$(579.00) ST	\$390.33	0.7070
TOTAL MUNICIPAL BONDS (ind	cl.accr.int.)	7.1%			\$299,811.33			
CORPORATE FIXED INCOME								
CORPORATE BONDS								
CORPORATE BONDS							Estimated	
Security Description	Trade Date)rig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
Security Description MERRILL LYNCH & CO	Trade Date 8/11/14			Orig. Total Cost Adj. Total Cost \$203,800.00	Market Value	Unrealized Gain/(Loss)	Annual Income	Yield %
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9	8/11/14	Face Value 200,000.000	Adj. Unit Cost \$101.900 \$100.176	Adj. Total Cost \$203,800.00 \$200,352.31	\$200,230.00	Unrealized Gain/(Loss) \$(122.31) ST	Annual Income Accrued Interest	
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5	8/11/14 5.000%; Matures 01/1 5/2	Face Value 200,000.000	Adj. Unit Cost \$101.900 \$100.176	Adj. Total Cost \$203,800.00 \$200,352.31	\$200,230.00	Gain/(Loss)	Annual Income Accrued Interest \$5,000.00	
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC	8/11/14	Face Value 200,000.000	Adj. Unit Cost \$101.900 \$100.176 ually Jan/Jul 15; 101.262	Adj. Total Cost \$203,800.00 \$200,352.31	\$200,230.00	Gain/(Loss) \$(122.31) ST	Annual Income Accrued Interest \$5,000.00	
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8	8/11/14 5.000%; Matures 01/1 5/2 12/9/14	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000	Adj. Unit Cost \$101.900 \$100.176 ually Jan/Jul 15; 101.262 101.004	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 1 253,153.75 252,509.43	\$200,230.00 1.995%; Moody BAA2 252,265.00	Gain/(Loss) \$(122.31) ST	Annual Income Accrued Interest \$5,000.00 \$4,611.11	2.49
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5	8/11/14 5.000%; Matures 01/1 5/2 12/9/14 5.350%; Matures 03/1 5/2	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000	Adj. Unit Cost \$101.900 \$100.176 ually Jan/Jul 15; 101.262 101.004	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 1 253,153.75 252,509.43	\$200,230.00 1.995%; Moody BAA2 252,265.00	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00	2.49
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5 JPMORGAN CHASE & CO	8/11/14 5.000%; Matures 01/1 5/2 12/9/14	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000	Adj. Unit Cost \$101.900 \$100.176 ually Jan/Jul 15; 101.262 101.004	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 1 253,153.75 252,509.43	\$200,230.00 1.995%; Moody BAA2 252,265.00	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04 (244.43) ST	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00	2.49
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5 JPMORGAN CHASE & CO CUSIP 46623EJP5	8/11/14 5.000%; Matures 01/1 5/2 12/9/14 5.350%; Matures 03/1 5/2 4/15/14	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000 015; Int. Semi-Annu 125,000.000	Adj. Unit Cost \$101.900 \$100.176 <i>Jally Jan/Jul 15;</i> 101.262 101.004 <i>Jally Mar/Sep 15</i> 101.303 100.313	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 11 253,153.75 252,509.43 ; Yield to Maturity 126,628.75 125,391.43	\$200,230.00 1.995%; Moody BAA2 252,265.00 .920%; Moody A1 125,372.50	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04 (244.43) ST	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00 3,938.19	2.49
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5 JPMORGAN CHASE & CO CUSIP 46623EJP5 Unit Price: \$100.298; Coupon Rate 1	8/11/14 5.000%; Matures 01/1 5/2 12/9/14 5.350%; Matures 03/1 5/2 4/15/14	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000 015; Int. Semi-Annu 125,000.000	Adj. Unit Cost \$101.900 \$100.176 <i>Jally Jan/Jul 15;</i> 101.262 101.004 <i>Jally Mar/Sep 15</i> 101.303 100.313	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 11 253,153.75 252,509.43 ; Yield to Maturity 126,628.75 125,391.43	\$200,230.00 1.995%; Moody BAA2 252,265.00 .920%; Moody A1 125,372.50	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04 (244.43) ST S&P AA; Issued 03/24/09 (18.93) ST	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00 3,938.19 1,172.00	2.49
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5 JPMORGAN CHASE & CO CUSIP 46623EJP5 Unit Price: \$100.298; Coupon Rate 1 BARCLAYS BANK PLC	8/11/14 5.000%; Matures 01/1 5/2 12/9/14 5.350%; Matures 03/1 5/2 4/15/14	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000 015; Int. Semi-Annu 125,000.000	Adj. Unit Cost \$101.900 \$100.176 <i>Jally Jan/Jul 15;</i> 101.262 101.004 <i>Jally Mar/Sep 15</i> 101.303 100.313	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 11 253,153.75 252,509.43 ; Yield to Maturity 126,628.75 125,391.43	\$200,230.00 1.995%; Moody BAA2 252,265.00 .920%; Moody A1 125,372.50	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04 (244.43) ST S&P AA; Issued 03/24/09	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00 3,938.19 1,172.00 657.55	2.49 2.65 0.93
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5 JPMORGAN CHASE & CO CUSIP 46623EJP5 Unit Price: \$100.298; Coupon Rate 1 BARCLAYS BANK PLC CUSIP 06739GBB4	8/11/14 5.000%; Matures 01/15/2 12/9/14 5.350%; Matures 03/15/2 4/15/14 5.875%; Matures 03/20/2 3/18/14	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000 015; Int. Semi-Annu 125,000.000 015; Int. Semi-Annu 200,000.000	Adj. Unit Cost \$101.900 \$100.176 <i>Jally Jan/Jul 15;</i> 101.262 101.004 <i>Jally Mar/Sep 15</i> 101.303 100.313 <i>Jally Mar/Sep 20</i> 103.508 100.897	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 12 253,153.75 252,509.43 ; Yield to Maturity 126,628.75 125,391.43 ; Yield to Maturity 207,016.00 201,793.80	\$200,230.00 1.995%; Moody BAA2 252,265.00 .920%; Moody A1 125,372.50 .513%; Moody A3 201,670.00	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04 (244.43) ST S&P AA; Issued 03/24/09 (18.93) ST	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00 3,938.19 1,172.00	2.49
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5 JPMORGAN CHASE & CO CUSIP 46623EJP5 Unit Price: \$100.298; Coupon Rate 1 BARCLAYS BANK PLC CUSIP 06739GBB4 Unit Price: \$100.835; Coupon Rate 3	8/11/14 5.000%; Matures 01/15/2 12/9/14 5.350%; Matures 03/15/2 4/15/14 5.875%; Matures 03/20/2 3/18/14	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000 015; Int. Semi-Annu 125,000.000 015; Int. Semi-Annu 200,000.000	Adj. Unit Cost \$101.900 \$100.176 <i>Jally Jan/Jul 15;</i> 101.262 101.004 <i>Jally Mar/Sep 15</i> 101.303 100.313 <i>Jally Mar/Sep 20</i> 103.508 100.897	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 12 253,153.75 252,509.43 ; Yield to Maturity 126,628.75 125,391.43 ; Yield to Maturity 207,016.00 201,793.80	\$200,230.00 1.995%; Moody BAA2 252,265.00 .920%; Moody A1 125,372.50 .513%; Moody A3 201,670.00	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04 (244.43) ST S&P AA; Issued 03/24/09 (18.93) ST S&P A; Issued 03/21/12	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00 3,938.19 1,172.00 657.55 3,900.00	2.49 2.65 0.93
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5 JPMORGAN CHASE & CO CUSIP 46623EJP5 Unit Price: \$100.298; Coupon Rate 1 BARCLAYS BANK PLC CUSIP 06739GBB4 Unit Price: \$100.835; Coupon Rate 3 ALCAN INC	8/11/14 5.000%; Matures 01/15/2 12/9/14 5.350%; Matures 03/15/2 4/15/14 5.875%; Matures 03/20/2 3/18/14	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000 015; Int. Semi-Annu 125,000.000 015; Int. Semi-Annu 200,000.000	Adj. Unit Cost \$101.900 \$100.176 <i>Jally Jan/Jul 15;</i> 101.262 101.004 <i>Jally Mar/Sep 15</i> 101.303 100.313 <i>Jally Mar/Sep 20</i> 103.508 100.897	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 12 253,153.75 252,509.43 ; Yield to Maturity 126,628.75 125,391.43 ; Yield to Maturity 207,016.00 201,793.80	\$200,230.00 1.995%; Moody BAA2 252,265.00 .920%; Moody A1 125,372.50 .513%; Moody A3 201,670.00	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04 (244.43) ST S&P AA; Issued 03/24/09 (18.93) ST S&P A; Issued 03/21/12 (123.80) ST	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00 3,938.19 1,172.00 657.55 3,900.00 1,819.99	2.49 2.65 0.93 1.93
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5 JPMORGAN CHASE & CO CUSIP 46623EJP5 Unit Price: \$100.298; Coupon Rate 1 BARCLAYS BANK PLC CUSIP 06739GBB4 Unit Price: \$100.835; Coupon Rate 3	8/11/14 5.000%; Matures 01/15/2 12/9/14 5.350%; Matures 03/15/2 4/15/14 5.875%; Matures 03/20/2 3/18/14 5.900%; Matures 04/07/2	Face Value 1 200,000.000 015; Int. Semi-Annu 250,000.000 015; Int. Semi-Annu 200,000.000 015; Int. Semi-Annu 200,000.000	Adj. Unit Cost \$101.900 \$100.176 ually Jan/Jul 15; 101.262 101.004 ually Mar/Sep 15 101.303 100.313 ually Mar/Sep 20 103.508 100.897 ually Apr/Oct 07;	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 11 253,153.75 252,509.43 ; Yield to Maturity 126,628.75 125,391.43 ; Yield to Maturity 207,016.00 201,793.80 Yield to Maturity	\$200,230.00 1.995%; Moody BAA2 252,265.00 .920%; Moody A1 125,372.50 .513%; Moody A3 201,670.00	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04 (244.43) ST S&P AA; Issued 03/24/09 (18.93) ST S&P A; Issued 03/21/12 (123.80) ST S&P A; Issued 04/07/10	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00 3,938.19 1,172.00 657.55 3,900.00 1,819.99 625.00	2.49 2.65 0.93
Security Description MERRILL LYNCH & CO CUSIP 59018YUW9 Unit Price: \$100.115; Coupon Rate 5 PFIZER INC CUSIP 717081DA8 Unit Price: \$100.906; Coupon Rate 5 JPMORGAN CHASE & CO CUSIP 46623EJP5 Unit Price: \$100.298; Coupon Rate 1 BARCLAYS BANK PLC CUSIP 06739GBB4 Unit Price: \$100.835; Coupon Rate 3 ALCAN INC	8/11/14 5.000%; Matures 01/15/2 12/9/14 5.350%; Matures 03/15/2 4/15/14 2.875%; Matures 03/20/2 3/18/14 3.900%; Matures 04/07/2 9/15/14	Face Value 7 200,000.000 015; Int. Semi-Annu 250,000.000 015; Int. Semi-Annu 125,000.000 015; Int. Semi-Annu 200,000.000 015; Int. Semi-Annu 25,000.000	Adj. Unit Cost \$101.900 \$100.176 ually Jan/Jul 15; 101.262 101.004 ually Mar/Sep 15 101.303 100.313 ually Mar/Sep 20 103.508 100.897 ually Apr/Oct 07; 103.080 101.827	Adj. Total Cost \$203,800.00 \$200,352.31 Yield to Maturity 12 253,153.75 252,509.43 ; Yield to Maturity 126,628.75 125,391.43 ; Yield to Maturity 207,016.00 201,793.80 Yield to Maturity 25,770.00 25,456.68	\$200,230.00 1.995%; Moody BAA2 252,265.00 .920%; Moody A1 125,372.50 .513%; Moody A3 201,670.00 .756%; Moody A2 25,439.75	Gain/(Loss) \$(122.31) ST S&P A-; Issued 11/22/04 (244.43) ST S&P AA; Issued 03/24/09 (18.93) ST S&P A; Issued 03/21/12 (123.80) ST S&P A; Issued 04/07/10 (16.93) ST	Annual Income Accrued Interest \$5,000.00 \$4,611.11 6,688.00 3,938.19 1,172.00 657.55 3,900.00 1,819.99	2.49 2.65 0.93 1.93

DRAPER RICHARDS KAPLAN FOUNDATION ATTACHMENT A FORM 990-PF, PART II, LINE 10C DETAIL

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Or Face Value A	i <u>g. Unit Cost</u> di. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
PRUDENTIAL FINANCIAL INC	3/19/14	200,000.000	105.878	211,756.00			9,500.00	4.62
CUSIP 74432QBJ3			102.830	205,660.73	205,224.00	(436.73) ST	2,744.44	
Unit Price: \$102.612; Coupon Rate 4.	750%; Matures 09/17/.	2015; Int. Semi-Annua	ally Mar/Sep 1	7; Yield to Maturity	1.051%; Moody BAA1	S&P A; Issued 09/15/09		
AT&T INC	1/6/14	100,000.000	99.940	99,940.00			800.00	0.80
CUSIP 00206RBL5			99.940	99,940.00	99,962.00	22.00 ST	66.66	
Unit Price: \$99.962; Coupon Rate 0.8	00%; Matures 12/01/2	015; Int. Semi-Annual	ly Jun/Dec 01;	Yield to Maturity	842%; Moody A3 (-)	S&P A-; Issued 12/11/12		
GENERAL ELEC CAP CORP	1/8/14	125,000.000	100.000	125,000.00				
CUSIP 36962G7E8			100.000	125,000.00	125,000.00	0.00 ST		
	1/8/14	25,000.000	100.000	25,000.00		0.00 GT		
			100.000	25,000.00	25,000.00	0.00 ST	000.00	0.10
	Total	150,000.000		150,000.00			690.00	0.46
				150,000.00	150,000.00		147.58	
Unit Price: \$100.000; Coupon Rate 0.	460%; Matures 01/14/	2016; Interest Paid Qu			S&P AA+, Issued	01/14/14		
IBM CORP	2/6/14	100,000.000	100.000	100,000.00			302.00	0.30
CUSIP 459200HV6			100.000	100,000.00	99,987.00	(13.00) ST	47.02	
Unit Price: \$99.987; Coupon Rate 0.3	02%; Matures 02/05/2	016; Interest Paid Qua	arterly May 05;		S&P AA-; Issued 0	2/12/14		
VODAFONE GROUP PLC	1/6/14	200,000.000	100.081	200,162.00			1,234.00	0.61
CUSIP 92857WBB5			100.044	200,087.18	199,954.00	(133.18) ST	140.49	
Unit Price: \$99.977; Coupon Rate 0.6	16%; Matures 02/19/2	016; Interest Paid Qua	arterly May 20;	Yield to Maturity	636%; Floater: Moody I	3AA1 S&P A-; Issued 02/19/13		
BANK OF AMERICA CORP	1/6/14	175,000.000	100.869	176,520.75			1,867.00	1.06
CUSIP 06051GEV7			100.484	175,847.54	175,707.00	(140.54) ST	36.31	
Unit Price: \$100.404; Coupon Rate 1.	067%; Matures 03/22/	/2016; Interest Paid Q	uarterly Jun 24	1; Yield to Maturity	735%; Floater; Moody	BAA2 S&P A-; Issued 03/22/13		
CNOOC FINANCE 2013 LTD	1/8/14	200,000.000	99.931	199,862.00			2,250.00	1.12
CUSIP 12625GAA2			99.931	199,862.00	199,292.00	(570.00) ST	324.99	
Unit Price: \$99.646; Coupon Rate 1.1	25%; Matures 05/09/2	2016; Int. Semi-Annua	Ily May/Nov 09	9; Yield to Maturity 1	.389%; Moody AA3	S&P AA-; Issued 05/09/13		
TORONTO-DOMINION BANK	1/16/14	125,000.000	103.944	129,930.00			3,125.00	2.44
CUSIP 89114QAB4			102.455	128,068.90	128,051.25	(17.65) ST	1,449.65	
Unit Price: \$102.441; Coupon Rate 2.	500%; Matures 07/14/	/2016; Int. Semi-Annu	ally Jan/Jul 14	; Yield to Maturity	896%; Moody AA1	S&P AA-; Issued 07/14/11		
TOYOTA MOTOR CREDIT CORP	9/18/14	62,000.000	100.000	62,000.00				
CUSIP 89236TBU8			100.000	62,000.00	61,933.04	(66.96) ST		
	9/19/14	63,000.000	100.000	63,000.00				
			100.000	63,000.00	62,931.96	(68.04) ST		
	Total	125,000.000		125,000.00			440.00	0.35
				125,000.00	124,865.00		9.78	
Unit Price: \$99.892; Coupon Rate 0.3	352%: Matures 09/23/2	2016; Interest Paid Qu	arterly Dec 23,	Floater; Moody AA3	S&P AA-; Issued C	9/23/14		

EIN: 91-2172351 FOR YEAR END 12/31/14

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date		Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
JOHN DEERE CAPITAL CORP	1/14/14	150,000.000	99.800	149,700.00			1,575.00	1.04
CUSIP 24422ESH3			99.800	149,700.00	150,406.50	706.50 ST	69.99	
Unit Price: \$100.271; Coupon Rate	1.050%; Matures 12/15/2	2016; Int. Semi-Ann	ually Jun/Dec 1.	5; Yield to Maturity	.910%; Moody A2	S&P A; Issued 01/17/14		
MEDTRONIC INC	2/20/14	125,000.000	99.897	124,871.25			1,094.00	0.87
CUSIP 585055BB1			99.897	124,871.25	124,390.00	(481.25) ST	376.73	0.07
Unit Price: \$99.512; Coupon Rate 0	.875%; Matures 02/27/20	017; Int. Semi-Annu	ally Feb/Aug 27,	; Yield to Maturity 1	.105%; Moody A2 (-)	S&P AA- (-): Issued 02/27/14		
TORONTO-DOMINION BANK	4/28/14	125,000.000	100.000	125,000.00		1.5	590.00	0.47
CUSIP 89114QAR9			100.000	125,000.00	124,680.00	(320.00) ST	91.83	0
Unit Price: \$99.744; Coupon Rate O	.472%; Matures 05/02/20	17; Interest Paid Qu	uarterly Aug 05;	Yield to Maturity	583%; Floater; Moody A	A1 S&P AA-; Issued 05/02/14		
APPLE INC	4/29/14	150,000.000	100.000	150,000.00			453.00	0.30
CUSIP 037833AN0			100.000	150,000.00	149,475.00	(525.00) ST	69.16	0.00
Unit Price: \$99.650; Coupon Rate 0	.301%; Matures 05/05/20	17; Interest Paid Qu	uarterly Aug 06;	Floater; Moody AA1	S&P AA+; Issued C	05/06/14		
ORACLE CORP	7/1/14	200,000.000	100.000	200,000.00			863.00	0.43
CUSIP 68389XAT2			100.000	200,000.00	199,800.00	(200.00) ST	201.41	
Unit Price: \$99.900; Coupon Rate 0	.431%; Matures 07/07/20	17: Interest Paid Qu	larterly Oct 07;	Floater; Moody A1	S&P A+; Issued 07/	08/14		
CANADIAN IMP BK COMM NY YCD	11/3/14	200,000.000	99.760	199,520.00			964.00	0.48
CUSIP 13606JBU2			99.760	199,520.00	199,190.00	(330.00) ST	152.66	
Unit Price: \$99.595; Coupon Rate O.	.482%; Matures 08/04/20	17: Interest Paid Qu	arterly Nov 04;	Yield to Maturity .6	640%; Floater; Issued O	8/05/14		
ABBEY NATL TREASURY SERV	9/24/14	100,000.000	100.000	100,000.00			665.00	0.66
CUSIP 002799AS3			100.000	100,000.00	99,751.00	(249.00) ST	3.69	
Unit Price: \$99.751; Coupon Rate 0.	664%; Matures 09/29/20	17; Interest Paid Qu	arterly Dec 29;	Yield to Maturity .7	756%; Floater; Moody A.	2 S&P A; Issued 09/29/14		
		Face Value Percentage of Assets %		Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CORPORATE FIXED INCOME		3,225,000.000		\$3,258,630.50 \$3,239,061.25	\$3,235,712.00	\$(3,349.25) ST	\$43,797.00 \$17,063.39	1.35%
TOTAL CORPORATE FIXED INC (incl.accr.int.)	OME	77.5%			\$3,252,775.39			

Watchlist and CreditWatch Indicators: (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	<u>Drig. Unit Cost</u> Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
NEW YORK CITY HSNG DEV CORP MULTI-FAM HSNG REV-B-1	4/24/14	350,000.000	\$100.000	\$350,000.00			\$2,730.00	0.78
CUSIP 64972B4W2			\$100.000	\$350,000.00	\$349,219.50	\$(780.50) ST	\$455.00	
Unit Price: \$99.777; Coupon Rate 0.780%; 05/01/14	Matures 05/01/20	016; Int. Semi-Annua	ally May/Nov 01;	; Yield to Maturity	.949%; Callable Extraordina	ry; Subject to Federal Tax; N	Noody AA2 S&P AA+; Iss	sued
MASSACHUSETTS UNIV BLDG AUTH REV	5/21/14	500,000.000	100.000	500,000.00			3,905.00	0.78
REF-4 CUSIP 914437QX9			100.000	500,000.00	499,110.00	(890.00) ST	650.83	
Unit Price: \$99.822; Coupon Rate 0.781%;	Matures 11/01/20	216; Int. Semi-Annua	ally May/Nov 01;	Yield to Maturity	879%; Subject to Federal i	ax; Moody AA2 S&P AA-; I	ssued 06/03/14	
		Face Value Percentage of Assets %		Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUNICIPAL BONDS		850,000.000		\$850,000.00 \$850,000.00	\$848,329.50	\$(1,670.50) ST	\$6,635.00 \$1,105.83	0.78%
TOTAL MUNICIPAL BONDS (incl.acc	.int.)	5.9%			\$849,435.33			

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date		<u>Drig. Unit Cost</u> Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
PRUDENTIAL FIN	3/14/14	15,000.000	\$104.681	\$15,702.09			\$465.00	3.09
CUSIP 74432QBF1			\$100.222	\$15,033.23	\$15,026.85	\$(6.38) ST	\$428.83	
Unit Price: \$100.179; Coupon Rate	6.200%; Matures 01/15/20	15; Int. Semi-Anni	ually Jan/Jul 15;	Yield to Maturity 1	.550%; Moody BAA1	S&P A; Issued 06/08/09		
PFIZER INC	12/9/14	700,000.000	101.262	708,830.50			18,725.00	2.65
CUSIP 717081DA8			101.004	707,026.41	706,342.00	(684.41) ST	11,026.94	
Unit Price: \$100.906; Coupon Rate	5.350%; Matures 03/15/20	15; Int. Semi-Annu	ually Mar/Sep 15	; Yield to Maturity	.920%; Moody A1	S&P AA; Issued 03/24/09		
JPMORGAN CHASE & CO	4/15/14	350,000.000	101.303	354,560.50			3,281.00	0.93
CUSIP 46623EJP5			100.313	351,095.99	351,043.00	(52.99) ST	1,841.14	
Unit Price: \$100.298; Coupon Rate	1.875%; Matures 03/20/20	15; Int. Semi-Annu	ually Mar/Sep 20	; Yield to Maturity	.513%; Moody A3	S&P A; Issued 03/21/12		
BARCLAYS BANK PLC	3/18/14	600,000.000	103.508	621,048.00			11,700.00	1.93
CUSIP 06739GBB4			100.897	605,381.40	605,010.00	(371.40) ST	5,459.99	
Unit Price: \$100.835; Coupon Rate	3.900%; Matures 04/07/20	15; Int. Semi-Annu	ually Apr/Oct 07;	Yield to Maturity	.756%; Moody A2	S&P A; Issued 04/07/10		

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Or Face Value A	i <u>g. Unit Cost</u> di. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
GOVT TRUSTS SER T-1	2/21/14	20,000.000	99.493	19,898.60				
CUSIP 383665CG9		20,000,000	99.845	19,969.06	19,926.60	(42.46) ST		
	5/13/14	2,000.000	99.616	1,992.32				
			99.857	1,997.14	1,992.66	(4.48) ST		
	6/20/14	35,000.000	99.734	34,906.87				
			99.889	34,961.17	34,871.55	(89.62) ST		
	7/22/14	35,000.000	99.750	34,912.50				
			99.885	34,959.85	34,871.55	(88.30) ST		
	Total	92,000.000		91,710.29				
				91,887.22	91,662.36	(224.86) ST		
Unit Price: \$99.633; Zero Coupon; Matur	res 05/15/2015; S&F	AA+; Issued 12/08/8	38					
ALCAN INC	9/15/14	75,000.000	103.080	77,310.00			1,875.00	2.45
CUSIP 013716AV7			101.827	76,370.05	76,319.25	(50.80) ST	312.49	
Unit Price: \$101.759; Coupon Rate 5.00	00% · Matures 06/01	2015: Int. Semi-Annua	ally Jun/Dec 01	: Yield to Maturity	.762%; S&P A-; Issued	1 05/31/05		
PRUDENTIAL FINANCIAL INC	3/19/14	575,000.000	105.878	608,798.50			27,313.00	4.62
CUSIP 74432QBJ3	3/13/14	070,000.000	102.830	591,274.61	590,019.00	(1,255.61) ST	7,890.27	
Unit Price: \$102.612; Coupon Rate 4.75	50% · Matures 00/17	2015 Int Semi-Annu			1.051%: Moody BAA1	S&P A: Issued 09/15/09		
AT&T INC	1/6/14	70,000.000	99.940	69,958.00				
CUSIP 00206RBL5	170/14	70,000.000	99.940	69,958.00	69,973.40	15.40 ST		
COSIF ODZOORDES	1/6/14	40,000.000	99.940	39,976.00	00,010110			
	110114	40,000.000	99.940	39,976.00	39,984.80	8.80 ST		
	1/6/14	499,000.000	99.940	498,700.60				
	170711	100,000.000	99.940	498,700.60	498,810.38	109.78 ST		
	1/6/14	120,000.000	99.940	119,928.00				
	170/14	120,000.000	99.940	119,928.00	119,954.40	26.40 ST		
	Total	729,000.000	001010	728,562.60			5,832.00	0.80
	i otai	723,000.000		728,562.60	728,722.98	160.38 ST	485.99	
	0% Maturos 12/01/	015: Int. Somi-Annua	llv lun/Dec 01.			&P A -: Issued 12/11/12		
Linit Driver #00.062; Courses Date .0.90/		.015, Inc. Senn-Annual	ny sumbee or,					
Unit Price: \$99.962; Coupon Rate 0.800			100.000	100 000 00				
GENERAL ELEC CAP CORP	1/8/14	100,000.000	100.000	100,000.00	100.000.00	0.00 ST		
	1/8/14	100,000.000	100.000	100,000.00	100,000.00	0.00 ST		
GENERAL ELEC CAP CORP			100.000 100.000	100,000.00 375,000.00		0.00 ST 0.00 ST		
GENERAL ELEC CAP CORP	1/8/14 1/8/14	100,000.000 375,000.000	100.000 100.000 100.000	100,000.00 375,000.00 375,000.00	100,000.00 375,000.00			
GENERAL ELEC CAP CORP	1/8/14	100,000.000	100.000 100.000 100.000 100.000	100,000.00 375,000.00 375,000.00 375,000.00	375,000.00			
GENERAL ELEC CAP CORP	1/8/14 1/8/14 1/8/14	100,000.000 375,000.000 375,000.000	100.000 100.000 100.000	100,000.00 375,000.00 375,000.00 375,000.00 375,000.00		0.00 ST	3,910.00	0.46
GENERAL ELEC CAP CORP	1/8/14 1/8/14	100,000.000 375,000.000	100.000 100.000 100.000 100.000	100,000.00 375,000.00 375,000.00 375,000.00	375,000.00	0.00 ST	3,910.00 836.30	0.46

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

IBM CORP 2/6/ CUSIP 459200HV6 2/6/ <i>Unit Price: \$99.987; Coupon Rate 0.302%; Matur</i> Tota VODAFONE GROUP PLC 1/6/ CUSIP 92857WBB5 1/6/ Unit Price: \$99.977; Coupon Rate 0.616%; Matur BANK OF AMERICA CORP CUSIP 06051GEV7 1/6/ Unit Price: \$100.404; Coupon Rate 1.067%; Matur 1/8/ CUSIP 12625GAA2 1/2/4	6/14 600,000.0 al 700,000.0 res 02/05/2016; Interest Part 600,000.0 res 02/19/2016; Interest Part 600,000.0 res 02/19/2016; Interest Part 600,000.0 res 02/19/2016; Interest Part 600,000.0	100.000 00 100.000 00 d Quarterly May 05 00 100.081 100.044 d Quarterly May 20	600,486.00 600,261.55	599,922.00 699,909.00	(13.00) ST (78.00) ST (91.00) ST (2/12/14	2,116.00 329.17	Yield % 0.30
2/6/ Tota Unit Price: \$99.987; Coupon Rate 0.302%; Matur VODAFONE GROUP PLC 1/6/ CUSIP 92857WBB5 Unit Price: \$99.977; Coupon Rate 0.616%; Matur BANK OF AMERICA CORP 1/6/ CUSIP 06051GEV7 Unit Price: \$100.404; Coupon Rate 1.067%; Matu CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2	res 02/05/2016; Interest Part 6/14 600,000.0 res 02/19/2016; Interest Part 6/14 500,000.0	00 100.000 100.000 00 d Quarterly May 05 00 100.081 100.044 d Quarterly May 20	600,000.00 600,000.00 700,000.00 700,000.00 <i>; Floater; Moody AA</i> 600,486.00 600,261.55	599,922.00 699,909.00	(78.00) ST	,	0.30
Unit Price: \$99.987; Coupon Rate 0.302%; Matur VODAFONE GROUP PLC 1/6/ CUSIP 92857WBB5 1/6/ Unit Price: \$99.977; Coupon Rate 0.616%; Matur BANK OF AMERICA CORP 1/6/ CUSIP 06051GEV7 1/6/ Unit Price: \$100.404; Coupon Rate 1.067%; Matur CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2 1/8/	res 02/05/2016; Interest Part 6/14 600,000.0 res 02/19/2016; Interest Part 6/14 500,000.0	100.000 00 <i>d Quarterly May 05</i> 00 100.081 100.044 <i>d Quarterly May 20</i>	600,000.00 700,000.00 700,000.00 ; Floater; Moody AA 600,486.00 600,261.55	699,909.00	(91.00) ST	,	0.30
Unit Price: \$99.987; Coupon Rate 0.302%; Matur VODAFONE GROUP PLC 1/6/ CUSIP 92857WBB5 1/6/ Unit Price: \$99.977; Coupon Rate 0.616%; Matur BANK OF AMERICA CORP 1/6/ CUSIP 06051GEV7 1/6/ Unit Price: \$100.404; Coupon Rate 1.067%; Matur CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2 1/8/	res 02/05/2016; Interest Pai 6/14 600,000.0 res 02/19/2016; Interest Pai 6/14 500,000.0	00 d Quarterly May 05 00 100.081 100.044 d Quarterly May 20	700,000.00 700,000.00 ; Floater; Moody AA 600,486.00 600,261.55	699,909.00	(91.00) ST	,	0.30
Unit Price: \$99.987; Coupon Rate 0.302%; Matur VODAFONE GROUP PLC 1/6/ CUSIP 92857WBB5 1/6/ Unit Price: \$99.977; Coupon Rate 0.616%; Matur BANK OF AMERICA CORP 1/6/ CUSIP 06051GEV7 1/6/ Unit Price: \$100.404; Coupon Rate 1.067%; Matur CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2 1/8/	res 02/05/2016; Interest Pai 6/14 600,000.0 res 02/19/2016; Interest Pai 6/14 500,000.0	d Quarterly May 05 00 100.081 100.044 d Quarterly May 20	700,000.00 ; Floater; Moody AA 600,486.00 600,261.55		· · · ·	,	0.30
VODAFONE GROUP PLC 1/6/ CUSIP 92857WBB5 1/6/ Unit Price: \$99.977; Coupon Rate 0.616%; Matur 1/6/ BANK OF AMERICA CORP 1/6/ CUSIP 06051GEV7 1/6/ Unit Price: \$100.404; Coupon Rate 1.067%; Matur 1/8/ CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2 1/8/	5/14 600,000.0 res 02/19/2C16; Interest Par 5/14 500,000.0	00 100.081 100.044 d Quarterly May 20	; Floater; Moody AA 600,486.00 600,261.55		· · · ·	329.17	
VODAFONE GROUP PLC 1/6/ CUSIP 92857WBB5 1/6/ Unit Price: \$99.977; Coupon Rate 0.616%; Matur 1/6/ BANK OF AMERICA CORP 1/6/ CUSIP 06051GEV7 1/6/ Unit Price: \$100.404; Coupon Rate 1.067%; Matur 1/8/ CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2 1/8/	5/14 600,000.0 res 02/19/2C16; Interest Par 5/14 500,000.0	00 100.081 100.044 d Quarterly May 20	600,486.00 600,261.55	3 S&P AA-; Issued 0	2/12/14		
CUSIP 92857WBB5 Init Price: \$99.977; Coupon Rate 0.616%; Matur BANK OF AMERICA CORP 1/6/ CUSIP 06051GEV7 1/6/ Unit Price: \$100.404; Coupon Rate 1.067%; Matur 1/8/ CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2 1/8/	res 02/19/2C:16; Interest Par 500,000.0	100.044 1 <i>Quarterly May 20</i>	600,261.55				
Unit Price: \$99.977; Coupon Rate 0.616%; Matur BANK OF AMERICA CORP 1/6/ CUSIP 06051GEV7 1/6/ Unit Price: \$100.404; Coupon Rate 1.067%; Matur CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2 1/8/	5/14 500,000.0	d Quarterly May 20				3,701.00	0.61
BANK OF AMERICA CORP 1/6/ CUSIP 06051GEV7 Unit Price: \$100.404; Coupon Rate 1.067%; Matu CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2 1/8/	5/14 500,000.0			599,862.00	(399.55) ST	421.48	
CUSIP 06051GEV7 <i>Unit Price: \$100.404; Coupon Rate 1.067%; Matu</i> CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2		100 000	; Yield to Maturity .	636%; Floater; Moody E	BAA1 S&P A-; Issued 02/19/13		
Unit Price: \$100.404; Coupon Rate 1.067%; Matu CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2 1/8/			504,345.00			5,336.00	1.06
CNOOC FINANCE 2013 LTD 1/8/ CUSIP 12625GAA2		100.484	502,421.53	502,020.00	(401.53) ST	103.74	
CUSIP 12625GAA2	ures 03/22/2016; Interest Pa	id Quarterly Jun 24	4; Yield to Maturity	735%; Floater; Moody	BAA2 S&P A-; Issued 03/22/13		
	400,000.0	00 99.931	399,724.00				
1/24		99.931	399,724.00	398,584.00	(1,140.00) ST		
	4/14 200,000.0		199,980.00		· ·		
		99.990	199,980.00	199,292.00	(688.00) ST		
Tota	al 600,000.0	00	599,704.00			6,750.00	1.12
			599,704.00	597,876.00	(1,828.00) ST	974.99	
Unit Price: \$99.646; Coupon Rate 1.125%; Mature	res 05/09/2016; Int. Semi-A	nnually May/Nov 09	; Yield to Maturity	1.389%; Moody AA3	S&P AA-; Issued 05/09/13		
	6/14 350,000.0	00 103.944	363,804.00			8,750.00	2.44
CUSIP 89114QAB4		102.455	358,592.93	358,543.50	(49.43) ST	4,059.02	
Unit Price: \$102.441; Coupon Rate 2.500%; Matu	ures 07/14/2016; Int. Semi-	Annually Jan/Jul 14	; Yield to Maturity	.896%; Moody AA1	S&P AA-; Issued 07/14/11		
TOYOTA MOTOR CREDIT CORP 9/18	8/14 225,000.0		225,000.00				
CUSIP 89236TBU8		100.000	225,000.00	224,757.00	(243.00) ST		
9/19	9/14 225,000.0	00 100.000	225,000.00				
		100.000	225,000.00	224,757.00	(243.00) ST		
Tota	al 450,000.0	00	450,000.00			1,584.00	0.35
			450,000.00	449,514.00	(486.00) ST	35.20	0.00
Unit Price: \$99.892; Coupon Rate 0.352%; Mature	es 09/23/2016; Interest Pai	I Quarterly Dec 23;	Floater; Moody AA3	S&P AA-; Issued 09	9/23/14		
BEAR STEARNS COS LLC 1/22			23,910.00				
CUSIP 073928S46		99.625	23,910.00	23,941.44	31.44 ST		
1/22	2/14 40,000.00	99.625	39,850.00				
		99.625	39,850.00	39,902.40	52.40 ST		
Tota	64,000.00	0	63,760.00			398.00	0.62
			63,760.00	63,843.84	83.84 ST		
Unit Price: \$99.756; Coupon Rate 0.621%; Mature					03.04 31	44.16	

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description Trade Date Desc Unit Cost Add, Total Cost Add, T	CORPORATE BUNDS (CONTINUE	LU)						Estimated	
JOHM DEERE CAPITAL CORP 11/14/14 450,000.000 99,800 449,100.00 41,215.00 1.04 USIP 2442251813 99,800 449,100.00 451,219.50 2.119,50 ST 209,99 Unit Price: \$100.271; Caupan Rate 1.050%; Matures 12/15/2016; Int: Semi-Annually Jun/Dec 15; Yield to Maturity .91080; Moody A2 S&P A; Issued 01/17/14 3,063.00 0.87 USIP 5442251813 22/01/4 350,000.000 99,893 349,633.50 346,292.00 (1,347.50) ST 1.054.86 Unit Price: \$99,512; Coupan Rate 0.875K; Matures 02/27/2017; Int: Semi-Annually Feb/Aug 27; Yield to Maturity .1705%; Moody A2 (.) S&P A4- (.): Issued 02/27/14	Security Description	Trade Date	Ω Face Value A	rig. Unit Cost dj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Annual Income	Yield %
Unit Price: \$100.271; Gaigan Rate 1.050%; Matures 12/15/2016; Int. Semi-Annually Junice 15; Vield to Maturity 910%; Moody A2 S&P A: Issued 01/17/14 MEDTRONIC INC 2/2014 350.000.000 99.897 349,639.50 3.46,292.00 (1.347.50) ST 1.054.86 Unit Price: \$99.897 349,639.50 346,292.00 (1.347.50) ST 1.054.86 Unit Price: \$99.897 349,639.50 346,292.00 (1.347.50) ST 1.054.86 Unit Price: \$99.883 36,993.71 36,955.60 (38.11) ST 3.063.00 9.993 3/13/14 38.000.000 99.993 37.996.58 37.954.40 (42.18) ST 3.063.00 1.37 3/13/14 124,000.000 99.991 123.988.84 123.851.20 (137.64) ST 4.460.00 1.37 3/13/14 124,000.000 324,957.71 324,610.00 (347.71) ST 1.340.62 1.37 Unit Price: \$99.880; Coupon Rate 1.375%; Matures 03/13/2017; Int. Semi-Annually Mar/Sep 13; Yield to Maturity 1.4369; Mody A2 S&P A: Issued 03/13/14 1.000.00 1.086.80	JOHN DEERE CAPITAL CORP		450,000.000	99.800	449,100.00				1.04
NEDTRONIC INC 2/20/14 350,000.000 99.897 349,639.50 348,639.50 348,292.00 (1.347.50) ST 1.054.86 CUSIP 56505BB1 99.997 349,639.50 348,292.00 (1.347.50) ST 1.054.86 1.054.86 Duti Price: \$99.512. Coupon Rate 0.875%; Matures 02/27/2017; Int. Semi-Annually Feb/Aug 27; Vieid to Maturity 1.105%; Moody A2 (-): Issued 02/27/14 58.04A. (-): Issued 02/27/14 1.054.86 ABBEY NATL TREASURY SERV 3/13/14 37,000.000 99.993 36.993.71 36.955.60 (38.11) ST CUSIP 002799.M6 3/13/14 126,000.000 99.993 125,978.58 125,978.58 (129.76) ST 3/13/14 126,000.000 99.993 123,988.84 123,851.20 (137.64) ST 4.469.00 1.37 3/13/14 124,000.000 99.991 123,988.84 123,851.20 (137.64) ST 1.340.62 Unit Price: \$99.800; Coupon Rate 1.375%; Matures 03/13/2017; Int. Semi-Annually Mar/Se 132, Yield to Maturity 1.430%, Moody A2 S&P A: Issued 03/13/14 1.00.00 100.000 400,000.00 10.989, Moody A2 S&P A: Issued 03/13/14 1.0056.00 0.30	CUSIP 24422ESH3			99.800	449,100.00	451,219.50	2,119.50 ST	209.99	
NEDTRONIC INC 2/20/14 350,000.000 99.897 349,639.50 348,639.50 348,292.00 (1.347.50) ST 1.054.86 CUSIP 56505BB1 99.997 349,639.50 348,292.00 (1.347.50) ST 1.054.86 1.054.86 Duti Price: \$99.512. Coupon Rate 0.875%; Matures 02/27/2017; Int. Semi-Annually Feb/Aug 27; Vieid to Maturity 1.105%; Moody A2 (-): Issued 02/27/14 58.04A. (-): Issued 02/27/14 1.054.86 ABBEY NATL TREASURY SERV 3/13/14 37,000.000 99.993 36.993.71 36.955.60 (38.11) ST CUSIP 002799.M6 3/13/14 126,000.000 99.993 125,978.58 125,978.58 (129.76) ST 3/13/14 126,000.000 99.993 123,988.84 123,851.20 (137.64) ST 4.469.00 1.37 3/13/14 124,000.000 99.991 123,988.84 123,851.20 (137.64) ST 1.340.62 Unit Price: \$99.800; Coupon Rate 1.375%; Matures 03/13/2017; Int. Semi-Annually Mar/Se 132, Yield to Maturity 1.430%, Moody A2 S&P A: Issued 03/13/14 1.00.00 100.000 400,000.00 10.989, Moody A2 S&P A: Issued 03/13/14 1.0056.00 0.30	Unit Price: \$100.271; Coupon Rate	1.050%; Matures 12/15/	2016; Int. Semi-Annu	ally Jun/Dec 15	; Yield to Maturity	.910%; Moody A2	S&P A; Issued 01/17/14		
Close Statutes O2/27/2017; Int. Semi-Annually Feb/Jug 27; Yield to Maturity 1.105%; Moody A2 (·) Issued 02/27/14 ABBEY NATL TREASURY SERV 3/13/14 37,000.000 99.983 36.993.71 CUSIP 002799AM6 3/13/14 38,000.000 99.983 36.993.71 CUSIP 002799AM6 3/13/14 38,000.000 99.991 37.996.58 37,954.40 (42.18) ST 3/13/14 126,000.000 99.993 125,978.58 125,878.58 (137.64) ST 1.37 1/14 124,000.000 99.991 123,988.84 123,851.20 (137.64) ST 1.37 1/14 124,000.000 99.991 123,988.84 123,851.20 (137.64) ST 1.37 1/14 124,000.000 100.000 4000.000.00 100.000 400.000.00 10.47.71) ST 1.340.62 1/15 Total 325,000.000 324.957.71 324,610.00 (347.71) ST 1.340.62 1/16 702/14 400.000.000 100.000 400,000.00 100.000 398,976.00 (1,024.00) ST 293.87 1/16									0.87
ABBEY NATL TREASURY SERV CUSIP 002799AM6 31/3/14 37,000.000 99.983 36,993.71 36,955.60 (38.11) ST CUSIP 002799AM6 3/13/14 38,000.000 99.981 37,996.58 37,954.40 (42.18) ST 3/13/14 126,000.000 99.993 125,978.58 125,978.58 (137.64) ST 4,469.00 1.37 3/13/14 124,000.000 99.991 123,988.84 123,851.20 (137.64) ST 4,469.00 1.37 4/13/14 124,000.000 99.991 123,988.84 123,851.20 (137.64) ST 1.340.62 1.37 Unit Price: \$99.80; Coupon Rate 1.375%; Matures 03/13/2017; Int: Semi-Annually Mar/Sen 13; Yield to Maturity 1.430%; Moody A2 S&P A: Issued 03/13/14 1.340.62 1.880.00 0.07 Unit Price: \$99.74/: Coupon Rate 0.472%; Matures 05/02/2017; Interest Paid Quarterly Aug 05; Field to Maturity .533%; Floater; Moody AA1 S&P A4: Issued 05/02/14 1.056.00 0.300 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 05; Field to Maturity .533%; Floater; Moody AA1 S&P A4-i Issued 05/02/14 1.056.00 0.300 Unit Price: \$99.6570; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarter	CUSIP 585055BB1			99.897	349,639.50	348,292.00	(1,347.50) ST	1,054.86	
CUSIP 002799AM6 3/13/14 38,000.00 99.991 37,996.58 37,954.40 (42.18) ST 3/13/14 126,000.00 99.991 37,996.58 37,954.40 (42.18) ST 3/13/14 126,000.000 99.993 125,978.58 125,878.58 125,848.80 (129.78) ST 3/13/14 124,000.000 99.991 123,988.84 123,851.20 (137.64) ST 1 10t 325,000.000 324,957.71 324,610.00 (347.71) ST 1,340.62 1 100.000 400.000.00 99.991 13.998.84 123,987.71 324,617.71 324,617.71 1 1.375%; Matures 03/13/2017; Int. Semi-Annually Mar/Sep 13; Yield to Maturity 1.430%; Moody A2 S&P A; Issued 03/13/14	Unit Price: \$99.512; Coupon Rate C	0.875%; Matures 02/27/2	017; Int. Semi-Annua	Ily Feb/Aug 27;	Yield to Maturity 1.	105%; Moody A2 (-)	S&P AA- (-); Issued 02/27/14		
Solar ool room room	ABBEY NATL TREASURY SERV	3/13/14	37,000.000						
All	CUSIP 002799AM6					36,955.60	(38.11) ST		
3/13/14 126,000.000 99,983 125,978,58 125,848,80 (129.78) ST 3/13/14 124,000.000 99,991 123,988,84 123,851.20 (137.64) ST Total 325,000.000 324,957.71 324,610.00 (347.71) ST 1.360.00 Unit Price: \$99.880; Coupon Rate 1.375%; Matures 03/13/2017; Int: Semi-Annually Mar/Sep 13; Yield to Maturity 1.430%; Moody A2 S&P A; Issued 03/13/14 - Unit Price: \$99.880; Coupon Rate 0.472%; Matures 05/02/2017; Interest Paid Quarterly Aug 05; Yield to Maturity .630,000.00 1.089.00 0.477 Unit Price: \$99.744; Coupon Rate 0.472%; Matures 05/02/2017; Interest Paid Quarterly Aug 05; Yield to Maturity .630,000.00 398,976.00 (1.024.00) ST 293.87 Unit Price: \$99.743; Coupon Rate 0.3075/2/2017; Interest Paid Quarterly Aug 05; Yield to Maturity .630,000.00 1.056.00 0.30 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 1.056.00 0.30 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 1.056.00 0.30 </td <td></td> <td>3/13/14</td> <td>38,000.000</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>		3/13/14	38,000.000						
Mark Mark P9.983 125,978.58 125,848.80 (129.76) ST 3/13/14 124,000.000 99.991 123,988.84 123,988.94 1.37 4,469.00 1.37 1.340.62 324,957.71 325,000.00 <						37,954.40	(42.18) 51		
3/13/14 124,000.000 99,991 123,988.84 123,988.84 123,888.84 <td></td> <td>3/13/14</td> <td>126,000.000</td> <td></td> <td></td> <td>125 040 00</td> <td>(120 78) ST</td> <td></td> <td></td>		3/13/14	126,000.000			125 040 00	(120 78) ST		
Interface 99.991 123,988.84 123,851.20 (137.64) ST Total 325,000.000 324,957.71 324,957.71 324,610.00 (347.71) ST 1.37 Unit Price: \$99.880; Coupon Rate 1.375%; Matures 03/13/2017; Int. Semi-Annually Mar/Sep 13; Yield to Maturity 1.430%; Moody A2 S&P A; Issued 03/13/14 1.340.62 1.37 TORONTO-DOMINION BANK 4/28/14 400,000.000 100.000 400,000.00 10.24.00) ST 29.87 Unit Price: \$99.744; Coupon Rate 0.472%; Matures 05/02/2017; Interest Paid Quarterly Aug 05; Yield to Maturity .583%; Floater; Moody AA1 S&P AA-; Issued 05/02/14 29.87 Unit Price: \$99.743; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 1.056.00 0.30 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 1.056.00 0.30 Unit Price: \$99.670; Coupon Rate 0.472%; Matures 05/02/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 1.056.00 0.30 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA; Issued 05/05/14 2.295.00 312.33 Un						120,040.00	(123.70) 31		
Total 325,000.000 324,957.71 324,610.00 (347.71) ST 1.34 Unit Price: \$99.880; Coupon Rate 1.375%; Matures 03/13/2017; Int. Semi-Annually Mar/Sep 13; Yield to Maturity 1.430%; Moody A2 S&P A; Issued 03/13/24 1.340.62 1.340.62 TORONTO-DOMINION BANK 4/28/14 400,000.000 400,000.00 S&P A; Issued 03/13/24 1.889.00 1.889.00 0.47 CUSIP 891140AR9 100.000 400,000.00 398,976.00 (1.024.00) ST 293.87 Unit Price: \$99.744; Coupon Rate 0.472%; Matures 05/02/2017; Interest Paid Quarterly Aug 05; Yield to Maturity .583%; Floater; Moody AA1 S&P AA-; Issued 05/02/14 APPLE INC 4/29/14 350,000.00 100.000 350,000.00 1.025.00) ST 161.37 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 NationAL NATIONAL RURAL UTIL COOP 5/6/14 125,000.000 100.000 350,000.00 124,587.50 (412.50) ST 161.37 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12;		3/13/14	124,000.000			122 051 20	(127 64) ST		
Unit Price: \$99.880; Coupon Rate 1.375%; Matures 03/13/2017; Int. Semi-Annually Mar/Sep 13; Yield to Maturity 1.430%; Moody A2 S&P A; Issued 03/13/14 TORONTO-DOMINION BANK 4/28/14 400,000.000 100.000 400,000.00 398,976.00 (1,024.00) ST 233.87 Unit Price: \$99.741; Coupon Rate 0.472%; Matures 05/02/2017; Interest Paid Quarterly Aug 05; Yield to Maturity 583%; Floater; Moody AA1 S&P A; Issued 05/02/14 APPLE INC 4/29/14 350,000.000 350,000.00 348,975.00 (1,225.00) ST 1.61.37 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/02/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P A+; Issued 05/06/14 0.300 0.300 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P A+; Issued 05/06/14 5.00.00 0.300 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P A+; Issued 05/06/14 5.00.00 0.300 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12; Yield to Maturity 6.24%; Floater; Moody A2 S&P A+; Issued 05/13/14 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2		Track	005 000 000	99.991		123,031.20	(137.04) 31	4 469 00	1 37
Unit Price: \$99.880; Coupon Rate 1.375%; Matures 03/13/2017; Int. Semi-Annually Mar/Sep 13; Yield to Maturity 1.430%; Moody A2 S&P A; Issued 03/13/14 TORONTO-DOMINION BANK 4/28/14 400,000.00 100.000 400,000.00 398,976.00 (1,024.00) ST 293.87 Unit Price: \$99.744; Coupon Rate 0.472%; Matures 05/02/2017; Interest Paid Quarterly Aug 05; Yield to Maturity .583%; Floater; Moody A1 S&P A+; Issued 05/02/14 APPLE INC 4/29/14 350,000.00 100.000 350,000.00 1,056.00 0.30 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 1,056.00 0.30 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 1,056.00 0.30 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 161.37 Unit Price: \$99.670; Coupon Rate 0.300,000 100.000 350,000.00 124,587.50		local	325,000.000			324.610.00	(347 71) ST		1.07
Onter Trace: System Control Trace of the control <td>Unit Driver, #20, 200, Courses Date 1</td> <td>1 2750/ Maturas 02/12/2</td> <td>017 Int Comi Annua</td> <td>Ily Mar/Son 12</td> <td></td> <td>•</td> <td></td> <td>.,</td> <td></td>	Unit Driver, #20, 200, Courses Date 1	1 2750/ Maturas 02/12/2	017 Int Comi Annua	Ily Mar/Son 12		•		.,	
Interview Supervised Supervis						.430%, Woody N2		1,889,00	0.47
Unit Price: \$99.744; Coupon Rate 0.472%; Matures 05/02/2017; Interest Paid Quarterly Aug 05; Yield to Maturity .583%; Floater; Moody AA1 S&P AA-; Issued 05/02/14 APPLE INC 4/29/14 350,000.00 100.000 350,000.00 1,056.00 0.30 CUSIP 037833AN0 100.000 350,000.00 348,775.00 (1,225.00) ST 161.37 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 5/6/14 125,000.000 100.000 125,000.00 124,587.50 (412.50) ST 161.37 NATIONAL RURAL UTIL COOP 5/6/14 125,000.000 100.000 350,000.00 124,587.50 (412.50) ST 124,587.50 1.5000 ST 1.225.000 ST 3.12.33 1.225.000 ST 3.12.33 1		4/20/14	400,000.000			398.976.00	(1.024.00) ST	1	0111
Drift Hile: Statute 0:472,0000 Hate 0:472,0000 Hate 0:472,000 Hate 0:472,000,00 1,056.00 0.30 APPLE INC CUSIP 037833AN0 4/29/14 350,000.00 350,000.00 348,775.00 (1,225.00) ST 161.37 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 5/6/14 125,000.00 125,000.00 124,587.50 (412.50) ST 161.37 NATIONAL RURAL UTIL COOP CUSIP 63743HEK4 5/6/14 125,000.000 100.000 350,000.00 124,587.50 (412.50) ST 2,295.00 0.48 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 0.48 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 0.43 ORACLE CORP 7/1/14 600,000.00 100.000 600,000.00 599,400.00 (600.00) ST 604.23	· ·	0 4729/ Maturas 05/02/2	017: Interact Daid Ou						
Arry Cusip 037833AN0 41/23/14* 500,000.000 100.000 350,000.000 348,775.00 (1,225.00) ST 161.37 Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 S&P AA+; Issued 05/06/14 Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 Interest Paid Quarterly Aug 12; Yield to Paid Quarterly Aug 12; Yield to Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/017; Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2						10370, 1104Ler, 1110003		1.056.00	0.30
Unit Price: \$99.650; Coupon Rate 0.301%; Matures 05/05/2017; Interest Paid Quarterly Aug 06; Floater; Moody AA1 S&P AA+; Issued 05/06/14 NATIONAL RURAL UTIL COOP 5/6/14 125,000.00 100.000 125,000.00 124,587.50 (412.50) ST CUSIP 63743HEK4 5/6/14 350,000.000 100.000 350,000.00 124,587.50 (412.50) ST Total 475,000.00 100.000 350,000.00 348,845.00 (1,155.00) ST 2,295.00 0.48 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 2,590.00 0.43 ORACLE CORP 7/1/14 600,000.00 100.000 600,000.00 599,400.00 (600.00) ST 2,590.00 0.43		4/29/14	330,000.000			348.775.00	(1.225.00) ST		
NATIONAL RURAL UTIL COOP CUSIP 63743HEK4 5/6/14 125,000.000 100.000 125,000.00 124,587.50 (412.50) ST 5/6/14 350,000.000 100.000 350,000.00 100.000 350,000.00 101,155.00) ST Total 475,000.000 475,000.00 475,000.00 473,432.50 (1,567.50) ST 312.33 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 2,590.00 0.43 ORACLE CORP 7/1/14 600,000.000 100.000 600,000.00 599,400.00 (600.00) ST 2,590.00 0.43		0 201% · Maturos 05/05/2	017 Interest Paid Ou						
CUSIP 63743HEK4 5/6/14 350,000.000 125,000.00 124,587.50 (412.50) ST 5/6/14 350,000.000 100.000 350,000.00 348,845.00 (1,155.00) ST Total 475,000.000 475,000.00 475,000.00 473,432.50 (1,567.50) ST 312.33 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 ORACLE CORP 7/1/14 600,000.000 100.000 600,000.00 599,400.00 (600.00) ST 2,590.00 0.43 CUSIP 68389XAT2 100.000 100.000 600,000.00 599,400.00 (600.00) ST 604.23						501 7711, 155000 C			
5/6/14 350,000.000 100.000 350,000.00 348,845.00 (1,155.00) ST Total 475,000.000 475,000.00 475,000.00 473,432.50 (1,567.50) ST 312.33 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 2,590.00 0.43 ORACLE CORP 7/1/14 600,000.000 100.000 600,000.00 599,400.00 (600.00) ST 2,590.00 0.43		5/0/14	120,000.000		,	124.587.50	(412.50) ST		
Image: Index of the system of the s	COSIL OSTASTIENA	5/6/14	350 000 000			,			
Total 475,000.000 475,000.00 475,000.00 473,432.50 (1,567.50) ST 312.33 0.48 Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 5 5 5 5 5 600,000 0.48 600,000.00 0.48 600,000.00 600,000.00 5 5 600,000.01 0.48 600,000.01 600,000.00 0.48 600,000.01 0.48 600,000.01 0.48 6 600,000.01 0.48 6		0/0/11	000,000,000			348,845.00	(1,155.00) ST		
Unit Price: \$99.670; Coupon Rate 0.483%; Matures 05/12/2017; Interest Paid Quarterly Aug 12; Yield to Maturity .624%; Floater; Moody A2 S&P A; Issued 05/13/14 ORACLE CORP 7/1/14 600,000.000 100.000 600,000.00 2,590.00 2,590.00 0.43 CUSIP 68389XAT2 100.000 600,000.00 599,400.00 (600.00) ST 604.23		Total	475,000,000					2,295.00	0.48
ORACLE CORP 7/1/14 600,000.000 100.000 600,000.00 599,400.00 2,590.00 0.43 CUSIP 68389XAT2 100.000 600,000.00 599,400.00 (600.00) ST 604.23			,		475,000.00	473,432.50	(1,567.50) ST	312.33	
ORACLE CORP 7/1/14 600,000.000 100.000 600,000.00 599,400.00 2,590.00 0.43 CUSIP 68389XAT2 100.000 600,000.00 599,400.00 (600.00) ST 604.23	Unit Price: \$99.670: Coupon Rate (0.483%: Matures 05/12/2	2017; Interest Paid Qu	arterly Aug 12;	Yield to Maturity	624%; Floater; Moody A	2 S&P A; Issued 05/13/14		
CUSIP 68389XAT2 100.000 600,000.00 599,400.00 (600.00) ST 604.23								2,590.00	0.43
Unit Price: \$99.900; Coupon Rate 0.431%; Matures 07/07/2017; Interest Paid Quarterly Oct 07; Floater; Moody A1 S&P A+; Issued 07/08/14				100.000	600,000.00	599,400.00	(600.00) ST	604.23	
	Unit Price: \$99.900; Coupon Rate	0.431%; Matures 07/07/2	2017; Interest Paid Qu	arterly Oct 07;	Floater; Moody A1	S&P A+; Issued 07.	/08/14		

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Or Face Value A	rig. Unit Cost Idj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CANADIAN IMP BK COMM NY YCD CUSIP 13606JBU2	11/3/14	700,000.000	99.760	698,320.00			3,375.00	0.48
Unit Price: \$99.595; Coupon Rate 0.482	%; Matures 08/04/2011	7; Interest Paid Qua	99.760 arterly Nov 04:	698,320.00 • Yield to Maturity	697,165.00 640%; Floater; Issued 08/0	(1,155.00) ST 5/14	534.32	
ABBEY NATL TREASURY SERV CUSIP 002799AS3	9/24/14	500,000.000	100.000	500,000.00			3,323.00	0.66
Unit Price: \$99.751; Coupon Rate 0.664	% Matures 09/29/201	7. Interest Paid Ous	100.000	500,000.00 Vield to Maturity	498,755.00 756%; Floater; Moody A2	(1,245.00) ST	18.46	
Since the control and particular 0.004	70, Matures 03/23/2611	Face Value	atteriy Dec 29,	04445		S&P A; Issued 09/29/14	Estimated	
		Percentage of Assets %		Orig. Total Cost Adj. Total Cost		Unrealized Gain/(Loss)	Annual Income Accrued Interest	Yield %
CORPORATE FIXED INCOME	- 1	1,400,000.000		\$11,485,638.69 \$11,438,388.73		\$(12,049.95) ST	\$128,521.00 \$38,779.76	1.12%
TOTAL CORPORATE FIXED INCOM (incl.accr.int.)	IE	80.2%			\$11,465,118.54			

Watchlist and CreditWatch Indicators: (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade

GOVERNMENT SECURITIES

TREASURY SECURITIES

Security Description	Trade Date	0 Face Value A	<u>ia. Unit Cost</u> dj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
FINANCING CORP CPN STRIPS\ SR 4 INT	7/16/14	4,000.000	\$99.722	\$3,988.88				
PMT 10 70 2017			\$99.899	\$3,995.96	\$3,994.76	\$(1.20) ST		
CUSIP 31771CKT1	10/6/14	50,000.000	99.786	49,893.00				
			99.888	49,943.83	49,934.50	(9.33) ST		
	Total	54,000.000		53,881.88				
				53,939.79	53,929.26	(10.53) ST		
Unit Price: \$99.869; Zero Coupon; Matures	04/06/2015; Issue	d 10/27/88				. ,		
FINANCING CORP FED CPN STRIPS	2/21/14	14,000.000	99.579	13,941.06				
GENERIC INT PMT			99.901	13,986.15	13,981.66	(4.49) ST		
CUSIP 31771JLV0	8/25/14	15,000.000	99.817	14,972.55		(
			99.922	14,988.29	14,980.35	(7.94) ST		
	9/16/14	15,000.000	99.834	14,975.10				
			99.921	14,988.22	14,980.35	(7.87) ST		
	10/24/14	6,000.000	99.872	5,992.32				
			99.924	5,995.46	5,992.14	(3.32) ST		

EIN: 91-2172351 FOR YEAR END 12/31/14

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Drig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
PFIZER INC	12/9/14	50,000.000	\$101.262	\$50,630.75			nonava niterost	Tieru 70
CUSIP 717081DA8			\$101.004	\$50,501.88	\$50,453.00	\$(48.88) ST		
	12/24/14	25,000.000	101.000	25,250.00				
			100.987	25,246.66	25,226.50	(20.16) ST		
	Total	75,000.000		75,880.75			2,006.00	2.65
		140 500 MM		75,748.54	75,679.50	(69.04) ST	1,181.45	
Unit Price: \$100.906; Coupon Rate 5.35			ally Mar/Sep 1:	5; Yield to Maturity	.920%; Moody A1	S&P AA; Issued 03/24/09		
PRUDENTIAL FINANCIAL INC	11/17/14	25,000.000	103.401	25,850.25			1,188.00	4.63
CUSIP 74432QBJ3			102.932	25,733.01	25,653.00	(80.01) ST	343.05	
Unit Price: \$102.612; Coupon Rate 4.75	0%; Matures 09/17/2	015; Int. Semi-Annu	ally Mar/Sep 1.	7; Yield to Maturity	1.051%; Moody BAA1	S&P A; Issued 09/15/09		
BP CAPITAL MARKETS PLC	11/25/14	25,000.000	102.209	25,552.25			781.00	3.06
CUSIP 05565QBN7			101.988	25,497.07	25,478.75	(18.32) ST	195.31	
Unit Price: \$101.915; Coupon Rate 3.12	5%; Matures 10/01/2	015; Int. Semi-Annu	ally Apr/Oct 01	; Yield to Maturity	.562%; Moody A2	S&P A; Issued 10/01/10		
AT&T INC	11/17/14	25,000.000	100.220	25,055.00				
CUSIP 00206RBL5			100.196	25,048.93	24,990.50	(58.43) ST		
	12/24/14	50,000.000	100.038	50,019.00				
			100.038	50,018.94	49,981.00	(37.94) ST		
	Total	75,000.000		75,074.00			600.00	0.80
				75,067.87	74,971.50	(96.37) ST	49.99	
Unit Price: \$99.962; Coupon Rate 0.800	%; Matures 12/01/20	15; Int. Semi-Annua	Ily Jun/Dec 01;	Yield to Maturity	842%; Moody A3 (-) S	&P A-; Issued 12/11/12		
VODAFONE GROUP PLC	12/15/14	40,000.000	100.104	40,041.60				
CUSIP 92857WBB5			100.101	40,040.25	39,990.80	(49.45) ST		
	12/24/14	40,000.000	100.090	40,036.00				
	2		100.090	40,035.82	39,990.80	(45.02) ST		
	Total	80,000.000		80,077.60			493.00	0.61
				80,076.07	79,981.60	(94.47) ST	56.19	
Unit Price: \$99.977; Coupon Rate 0.616	%; Matures 02/19/20	16; Interest Paid Qu	arterly May 20;	Yield to Maturity	536%; Floater; Moody B/	AA1 S&P A-; Issued 02/19/13		
RIO TINTO FIN USA PLC	12/15/14	40,000.000	100.584	40,233.60			550.00	1.36
CUSIP 76720AAL0			100.570	40,227.99	40,176.40	(51.59) ST	21.38	
Unit Price: \$100.441: Coupon Rate 1.37	5%; Matures 06/17/2	016; Int. Semi-Annu	ally Jun/Dec 17	; Yield to Maturity	1.070%; Moody A3	S&P A-; Issued 06/19/13		
MEDTRONIC INC	12/3/14	25,000.000	99.468	24,867.00				
CUSIP 585055BB1			99.468	24,867.00	24,878.00	11.00 ST		
	12/24/14	50,000.000	99.700	49,850.00				
			99.700	49,850.00	49,756.00	(94.00) ST		

Estimated

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value A	rig. Unit Cost og. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Annual Income Accrued Interest	Yield %
	Total	75,000.000		74,717.00			656.00	0.87
				74,717.00	74,634.00	(83.00) ST	226.04	
Unit Price: \$99.512; Coupon Rate 0.875%; I	Matures 02/27/20	017; Int. Semi-Annual	Ily Feb/Aug 27;	Yield to Maturity 1	.105%; Moody A2 (-)	S&P AA- (-); Issued 02/27/14		
ABBEY NATL TREASURY SERV	11/17/14	25,000.000	100.097	25,024.25				
CUSIP 002799AM6			100.092	25,023.07	24,970.00	(53.07) ST		
	12/24/14	50,000.000	99.867	49,933.50	40.040.00	6.50 ST		
	÷	75 000 000	99.867	49,933.50	49,940.00	6.50 51	1,031.00	1.37
	Total	75,000.000		74,957.75 74,956.57	74,910.00	(46.57) ST	309.37	1.57
U. & D	Matura 02/12/2	017. Int. Fami Annua	Ilu Mar/Cap 12		-	S&P A: Issued 03/13/14	505.57	
Unit Price: \$99.880; Coupon Rate 1.375%; I	viatures 03/13/20	Face Value	ily wansep 13,	There to waturity i	.430%, WOODY AZ	3&F A, 1550e0 03/13/14	Estimated	
		Percentage of Assets %		Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Annual Income Accrued Interest	Yield %
CORPORATE FIXED INCOME		470,000.000		\$472,343.20			\$7,305.00	1.55%
				\$472,024.12	\$471,484.75	\$(539.37) ST	\$2,382.78	
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)		31.6%			\$473,867.53			
Watchlist and CreditWatch Indicators: $(*) =$	developing/uncer	tain (+) = On Watch	list/CreditWate	ch Upgrade (-) = Or	n Watchlist/CreditWatc	h Downgrade		
GOVERNMENT SECURITIES								
TREASURY SECURITIES								
Security Description	Trade Date	Ω Face Value A	rig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
FINANCING CORP FED BE CPN FICO STRIP	12/3/14	1,000.000	\$99.870	\$998.70				
E INT PMT 9.65 2018			\$99.894	\$998.94	\$998.43	\$(0.51) ST		
CUSIP 31771JWR7	12/3/14	24,000.000	99.873	23,969.45	~~ ~~~ ~~			
			99.897	23,975.19	23,962.32	(12.87) ST		
	Total	25,000.000		24,968.15	24 000 75	(12 20) ST		_
	- 100/0045	1.4.0/00/00		24,974.13	24,960.75	(13.38) ST		
Unit Price: \$99.843; Zero Coupon; Matures O				04.040.00				7,544
FINANCING-FED BE CPN FICO STRP INT	12/15/14	25,000.000	99.784	24,946.00	24,940.00	(9.70) ST		-
PMT 10.35 2018 CUSIP 31771JWU0			99.799	24,949.70	24,940.00	(9.70) 31	_	

Unit Price: \$99.760; Zero Coupon; Matures 08/03/2015; Issued 10/23/89

AMENDED AND RESTATED

BYLAWS

OF

THE DRAPER RICHARDS KAPLAN FOUNDATION

TABLE OF CONTENTS

Article I.	PRINCIPAL	OFFICE	.1
Article II.	MEMBERSH	IIP	.1
Article III.	DESIGNATO)R	.1
	Section 1.	Naming of Designator	.1
	Section 2.	Actions of Designator	.1
	Section 3.	Incapacity	.1
	Section 4.	Authorization for Disclosure of Health Information	.2
	Section 5.	Determination of Incapacity by the Board	.2
Article IV.	BOARD OF	DIRECTORS	.2
	Section 1.	Powers	.2
	Section 2.	Number of Directors	.2
	Section 3.	Limitations on Interested Persons	.2
	Section 4.	Designation and Term of Office of Directors	.3
	Section 5.	Vacancies	
	Section 6.	Resignation and Removal	.3
	Section 7.	Annual Meetings	.3
	Section 8.	Special Meetings	.3
	Section 9.	Notice	.3
	Section 10.	Waiver of Notice	.3
	Section 11.	Quorum	.3
	Section 12.	Action Without a Meeting	.4
	Section 13.	Telephone and Electronic Meetings	
	Section 14.	Standard of Care.	
		A. General	.4
		B. Investments	.5
	Section 15.	Inspection	.6
	Section 16.	Director Compensation	.6
	Section 17.	Executive Compensation Review	.6
Article V.	COMMITTE	ES	.6
	Section 1.	Board Committees	.6
	Section 2.	Advisory Committees	.7
	Section 3.	Committee Supervision and Reliance	.7
	Section 4.	Audit Committee	
	Section 5.	Meetings	.8
		A. Of Board Committees	
		B. Of Advisory Committees	.8

Article VI.	OFFICERS.		8
	Section 1.	Officers	8
	Section 2.	Election	8
	Section 3.	Removal	8
	Section 4.	Resignation	8
	Section 5.	Vacancies	8
	Section 6.	President	9
	Section 7.	Secretary	9
	Section 8.	Treasurer	9
Article VII.	CERTAIN T	RANSACTIONS	9
	Section 1.	Loans	9
	Section 2.	Self-Dealing Transactions	9
	Section 3.	Approval	9
	Section 4.	Compliance with Private Foundation Rules	10
Article VIII.	INDEMNIFI	CATION AND INSURANCE	10
	Section 1.	Right of Indemnity	10
	Section 2.	Approval of Indemnity	
	Section 3.	Advancing Expenses	11
	Section 4.	Insurance	11
Article IX.	GRANTS A	DMINISTRATION	11
	Section 1.	Purpose of Grants	11
	Section 2.	Board of Directors Oversight	
	Section 3.	Refusal; Withdrawal	11
	Section 4.	Accounting	12
	Section 5.	Restrictions on Contributions	12
Article X.	MISCELLA	NEOUS	12
	Section 1.	Fiscal Year	12
	Section 2.	Contracts, Notes, and Checks	12
	Section 3.	Annual Reports to Directors	12
	Section 4.	Required Financial Audits	
	Section 5.	Electronic Transmissions	13
	Section 6.	Amendments	13
	Section 7.	Governing Law	13

AMENDED AND RESTATED BYLAWS OF THE DRAPER RICHARDS KAPLAN FOUNDATION

ARTICLE I PRINCIPAL OFFICE

The principal office of this corporation shall be located at such place as the Board of Directors may from time to time authorize within the State of California.

ARTICLE II MEMBERSHIP

This corporation shall have no voting members, but the Board of Directors may, by resolution, establish one or more classes of nonvoting members and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues.

ARTICLE III DESIGNATOR

Section 1. <u>Naming of Designator</u>. The initial Designator referred to in these Bylaws shall be William H. Draper III. The initial Designator shall serve for life or until he resigns or becomes incapacitated, as defined in Section 3 below. After the death, incapacity, or resignation of the initial Designator, Robin Richards Donohoe and Robert S. Kaplan shall jointly serve as successor Designators. After the death, incapacity, or resignation of one successor Designator, the remaining successor Designator shall serve alone as the Designator. After the death, incapacity, or resignation of the sole remaining successor Designator, all rights reserved to the Designator under these Bylaws shall be exercised by the Board of Directors.

Section 2. <u>Actions of Designator</u>. All actions of the Designator shall be evidenced by a writing signed by the Designator and delivered to an officer of this corporation, which shall be filed by the Secretary with the proceedings of the Board of Directors of this corporation. Whenever there is more than one Designator, they shall hold the rights and powers granted to the Designators under these Bylaws jointly and shall act by unanimous vote, evidenced by a writing signed by both of the Designators and delivered to an officer of this corporation, which shall be filed by the Secretary with the proceedings of the Board of Directors of this corporation. Any such writing may be signed in counterparts.

Section 3. <u>Incapacity</u>. A Designator's incapacity for purposes of these Bylaws shall be deemed to exist when it has been declared by a court of competent jurisdiction, or when a conservator for such Designator has been appointed, or upon execution of a certificate by a physician licensed to practice in the State of California or wherever such Designator may then reside, which states the doctor's opinion that such Designator is, by reason of advanced age, infirmity, mental or physical illness, or other disability, unable adequately to provide for his or her personal needs or to manage his or her financial affairs. The effective date of such incapacity shall be the date of the decree adjudicating the incapacity, the date of the decree appointing the conservator, or the date of the doctor's certificate, as the case may be.

Section 4. <u>Authorization for Disclosure of Health Information</u>. The Board of Directors may request in writing that a Designator provide to the Secretary of this corporation an Authorization for Use or Disclosure of Health Information (an "Authorization") in the form then required by applicable federal and state law, including if applicable the Health Information Portability and Accountability Act of 1996, authorizing such Designator's physician to examine the Designator and to disclose his or her physical or mental condition to this corporation in order to determine such Designator's incapacity or capacity for the purposes of these Bylaws.

Section 5. <u>Determination of Incapacity by the Board</u>. If a Designator fails to provide the Authorization within thirty days of receiving a written request from the Board of Directors, or if such Designator's physician refuses to honor such Authorization on the grounds that the Designator is not legally competent to execute an Authorization, the Board of Directors may make a determination of such Designator's incapacity or capacity for the purposes of these Bylaws based on its evaluation of the Designator's physical and mental condition. Any determination by the Board of a Designator's incapacity shall be made by a majority of directors then in office, not counting the Designator, if he/she is then serving as a director, and the effective date of such incapacity shall be the date of the Board's action.

ARTICLE IV BOARD OF DIRECTORS

Section 1. <u>Powers</u>. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. <u>Number of Directors</u>. The number of directors shall be not less than one nor more than three, with the exact authorized number of directors to be fixed from time to time by resolution of the Board of Directors.

Section 3. <u>Limitations on Interested Persons</u>. At all times, not more than 49% of the directors of this corporation may be interested persons. An interested person means either:

(a) any person currently being compensated by this corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director in his or her capacity as director; or

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-inlaw, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. Section 4. <u>Designation and Term of Office of Directors</u>. The directors of this corporation shall be designated by the Designator, subject to the power of the Board to fix the number of directors as provided in Section 2 above. The effective date of any such designation shall be as provided therein. Directors may be designated for any term prescribed in the written designation; if no such term is prescribed, a designated director shall serve until he or she resigns or is removed.

Section 5. <u>Vacancies</u>. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Designator for the unexpired portion of the term.

Section 6. <u>Resignation and Removal</u>. Resignations shall be effective upon receipt in writing by the Chair or Co-Chair (if any), the President, the Secretary, or the Board of Directors of this corporation, unless a later effective date is specified in the resignation. The Board of Directors, by the vote of a majority of the directors then in office, or the Designator, may remove without cause any director at any time provided that any such removal by the Board shall be effective only with the consent of the Designator.

Section 7. <u>Annual Meetings</u>. A meeting of the Board of Directors shall be held at least once a year. Annual meetings shall be called by the Chair or Co-Chair (if any), the President, or any two directors, and noticed in accordance with Section 9.

Section 8. <u>Special Meetings</u>. Special meetings of the Board of Directors may be called by the Chair or Co-Chair (if any), the President, or any two directors, and noticed in accordance with Section 9.

Section 9. <u>Notice</u>. Notice of the annual meeting and any special meetings of the Board of Directors shall state the date, place, and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally or by telephone, including a voice messaging system, or by other electronic transmission such as e-mail, in compliance with Article X, Section 5 of these Bylaws.

Section 10. <u>Waiver of Notice</u>. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors not present provides a waiver of notice, a consent to holding the meeting, or an approval of the minutes in writing. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 11. <u>Quorum</u>. A majority of the number of directors in office shall constitute a quorum, provided that in no event shall the required quorum be less than one-fifth of the authorized number of directors or two directors, whichever is larger. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of

Directors, except as otherwise provided in Article III, Section 5 (determining Designator incapacity); Article IV, Sections 6 (removing directors) and 12 (taking action without a meeting); Article V, Section 1 (appointing Board Committees); Article VII, Section 3 (approving self-dealing transactions); Article VIII, Section 2 (approving indemnification); and Article X, Section 6 (amending Bylaws), of these Bylaws or in the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. <u>Action Without a Meeting</u>. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent to such action in writing. Such written consents shall be filed with the minutes of the proceedings of the Board, and shall have the same force and effect as the unanimous vote of such directors.

Section 13. <u>Telephone and Electronic Meetings</u>. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article X, Section 5 of these Bylaws so long as all of the following apply:

(a) each director participating in the meeting can communicate with all of the other directors concurrently, and

(b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 14. <u>Standard of Care</u>.

A. <u>General</u>. A director shall perform the duties of a director, including duties as a member of any Board Committee on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) one or more officers or employees of this corporation whom the director believes to be reliable and competent as to the matters presented;

(ii) counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or

(iii) a committee upon which the director does not serve that is composed exclusively of any combination of directors or persons described in (i) or (ii) above, as to matters

within the committee's designated authority, provided that the director believes such committee merits confidence;

so long as in any such case, the director acts in good faith after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VII below, a person who performs the duties of a director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

B. <u>Investments</u>. Except with respect to assets held for use or used directly in carrying out this corporation's public or charitable activities, in investing, reinvesting, purchasing or acquiring, exchanging, selling, and managing this corporation's investments, the Board shall adhere to the standards set forth in the preceding paragraph, and shall: (a) consider the charitable purposes of this corporation; (b) avoid speculation, looking to the permanent disposition of the funds, considering the probable income as well as the probable safety of this corporation's capital; and (c) consider:

- (1) General economic conditions;
- (2) The possible effect of inflation or deflation;
- (3) The expected tax consequences, if any, of investment decisions or strategies;
- (4) The role that each investment or course of action plays within the overall portfolio;
- (5) The expected total return from income and appreciation of investments;
- (6) This corporation's other resources;
- (7) The needs of this corporation to make distributions and to preserve capital;
- (8) An asset's special relationship or special value, if any, to the charitable purposes of this corporation.

Board decisions about an individual investment shall be made not in isolation but rather in the context of this corporation's portfolio of investments as a whole and as a part of an overall investment strategy having risk and return objectives reasonably suited to this corporation.

Notwithstanding the above, no investment violates this section where it conforms to: (a) the intent of the donor as expressed in a gift instrument; or (b) provisions authorizing such

investment contained in an instrument or agreement pursuant to which the assets were contributed to this corporation.

Section 15. <u>Inspection</u>. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, and to inspect the physical properties of this corporation.

Section 16. <u>Director Compensation</u>. The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees.

Section 17. <u>Executive Compensation Review</u>. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

ARTICLE V COMMITTEES

Section 1. <u>Board Committees</u>. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of two or more directors, and only of directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) set the number of directors within a range specified in these Bylaws;
- (b) elect directors or remove directors without cause;
- (c) fill vacancies on the Board of Directors or on any Board Committee;
- (d) fix compensation of directors for serving on the Board or any Board

Committee;

- (e) amend or repeal these Bylaws or adopt new Bylaws;
- (f) adopt amendments to the Articles of Incorporation of this corporation;

(g) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

(h) create any other Board Committees or appoint the members of any Board Committees; or

(i) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. <u>Advisory Committees</u>. The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 3. <u>Committee Supervision and Reliance</u>. If a committee is composed and appointed as required by Section 1 above (concerning Board Committees), it may act with the authority of the Board to the extent and with the scope provided by the Board. Otherwise, the Board of Directors shall remain responsible for oversight and supervision of the committee as an Advisory Committee. If a committee meets the criteria of Article IV, Section 14.A.(iii), the individual directors may rely on it in discharging their fiduciary duties as provided in that Section.

Section 4. <u>Audit Committee</u>. For any tax year in which this corporation has gross revenues of \$2 million or more, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) members of the finance committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service.

The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to approval of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 5. <u>Meetings</u>.

A. <u>Of Board Committees</u>. Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. <u>Of Advisory Committees</u>. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI OFFICERS

Section 1. <u>Officers</u>. The officers of this corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors. Any number of offices may be held by the same person, except that the Secretary, the Chief Financial Officer, or the Treasurer, if any, may not serve concurrently as the President, or as the Chair (if any is appointed).

Section 2. <u>Election</u>. Except for the initial officers appointed by the incorporator, the officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. <u>Removal</u>. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors or by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. <u>Resignation</u>. Any officer may resign at any time by giving written notice to this corporation. Any resignation shall take effect on receipt of that notice by any other officer than the person resigning or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. <u>Vacancies</u>. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. <u>President</u>. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The President shall preside at all meetings of the Board of Directors, shall have the general powers and duties of management usually vested in the office of President of the corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. <u>Secretary</u>. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. <u>Chief Financial Officer</u>. The Chief Financial Officer, or CFO, shall be the chief financial officer of this corporation and shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII CERTAIN TRANSACTIONS

Section 1. Loans. Except as permitted by Section 5236 of the California Nonprofit Public Benefit Corporation Law, this corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 2. <u>Self-Dealing Transactions</u>. Except as provided in Section 3 below, the Board of Directors shall not approve, or permit the corporation to engage in, any self-dealing transaction. A self-dealing transaction is a transaction to which this corporation is a party and in which one or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

Section 3. <u>Approval</u>. This corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (a) this corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to this corporation at the time; and (c) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the

transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Where it is not reasonably practicable to obtain approval of the Board before entering into a self-dealing transaction, a Board Committee may approve such transaction in a manner consistent with the requirements above; provided that, at its next meeting, the full Board determines in good faith that the Board Committee's approval of the transaction was consistent with the requirements above and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.

Section 4. <u>Compliance with Private Foundation Rules</u>. Any provision of these Bylaws or the Articles of Incorporation of this corporation to the contrary notwithstanding, so long as this corporation is deemed to be a "private foundation" as defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), this corporation:

(a) shall distribute its income for each taxable year (and principal, if necessary) at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Code;

(b) shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of Section 4941 of the Code;

(c) shall not retain any excess business holdings as defined in subsection (c) of Section 4943 of the Code;

(d) shall not make any investments in such a manner as to subject this corporation to tax under Section 4944 of the Code; and

(e) shall not make any taxable expenditure as defined in subsection (d) of Section 4945 of the Code.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1. <u>Right of Indemnity</u>. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents, in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5238(a), including reasonable attorneys' fees.

Section 2. <u>Approval of Indemnity</u>. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in

accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 3. <u>Advancing Expenses</u>. The Board of Directors may authorize the advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition, if the Board finds that:

and

(a) the requested advances are reasonable in amount under the circumstances;

(b) before any advance is made, the agent will submit a written undertaking satisfactory to the Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this Article.

The Board shall determine whether the undertaking must be secured, and whether interest shall accrue on the obligation created thereby.

Section 4. <u>Insurance</u>. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the agent under law.

ARTICLE IX GRANTS ADMINISTRATION

Section 1. <u>Purpose of Grants</u>. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Articles of Incorporation.

Section 2. <u>Board of Directors Oversight</u>. The Board of Directors shall exercise itself, or delegate, subject to its supervision, control over grants, contributions, and other financial assistance provided by this corporation. The Board shall approve a process for reviewing and approving or declining all requests for funds made to this corporation, which shall require such requests to specify the use to which the funds will be put, and include a mechanism for regular Board review of all grants made. The Board shall similarly approve a process for authorizing payment of duly approved grants to the approved grantee.

Section 3. <u>Refusal</u>; <u>Withdrawal</u>. The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Articles of Incorporation, subject to any rights of third parties under any contract relating to such grant.

Section 4. <u>Accounting</u>. The Board of Directors shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. <u>Restrictions on Contributions</u>. Unless otherwise determined by resolution of the Board of Directors in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, subject only to any charitable trust restrictions that apply to such contributions, and all contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of Directors of this corporation has approved in advance the charitable activity for which the contribution was made.

ARTICLE X MISCELLANEOUS

Section 1. <u>Fiscal Year</u>. The fiscal year of this corporation shall end each year on December 31.

Section 2. <u>Contracts, Notes, and Checks</u>. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or the person or persons on whom such power may be conferred by the Board from time to time, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by the person or persons on whom such power may be conferred by the Board from time to time.

Section 3. <u>Annual Reports to Directors</u>. The chief executive officer shall furnish an annual written report to all directors of this corporation containing the following information about this corporation's previous fiscal year:

(a) the assets and liabilities, including the trust funds of this corporation, as of the end of the fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) the revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) the expenses or disbursements of this corporation, for both general and restricted purposes, for the fiscal year; and

(e) any transaction during the previous fiscal year involving more than \$50,000 between this corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of this corporation or its parent or subsidiaries, if any, or

any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of this corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to this corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without an audit from the books and records of this corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Article X, Section 5 of these Bylaws.

Section 4. <u>Required Financial Audits</u>. This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Whether or not they are required by law, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. <u>Electronic Transmissions</u>. Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

Section 6. <u>Amendments</u>. Proposed amendments to these Bylaws shall be submitted in writing to the directors at least one week in advance of any Board meeting at which they will be considered for adoption. The vote of a majority of the number of directors in office or the unanimous written consent of the directors shall be required to adopt a bylaw amendment; provided, however, that no amendment to these Bylaws shall take effect without the written consent of the Designator.

Section 7. <u>Governing Law</u>. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

CERTIFICATE OF SECRETARY

I, Christy Remey Chin, certify that I am presently the duly elected and acting Secretary of The Draper Richards Kaplan Foundation, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of 13 pages, are the Bylaws of this corporation as adopted by unanimous written consent of the Board of Directors, on October 9, 2014.

DATED: November 21, 2014

Christy Remey Chin, Secretary

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND CONSENT OF THE DESIGNATOR OF THE DRAPER RICHARDS KAPLAN FOUNDATION

The undersigned, constituting all of the directors of The Draper Richards Kaplan Foundation, a California nonprofit public benefit corporation, in accordance with the authority provided in Section 19 of Article V of the Bylaws of this corporation and Section 5211(b) of the California Nonprofit Public Benefit Corporation Law, hereby adopt the following resolutions:

Confirmation of Current Directors

WHEREAS Section 10 of Article V of the Bylaws of this corporation provides that all directors shall be designated by the Designator and shall hold office until their respective successors are designated and have qualified, or until their death, resignation or removal; and

WHEREAS the signature of William H. Draper III, below, signifies his written consent and confirmation as Designator of this corporation to the designation of the following directors, who shall continue to serve until their respective successors are designated and have qualified, or until their death, resignation or removal;

NOW THEREFORE IT IS RESOLVED that the Designator hereby confirms that the current directors of this corporation are the following:

William H. Draper III Robin Richards Donohoe Robert S. Kaplan

Confirmation of Current Officers

WHEREAS Section 27 of Article VI of the Bylaws of this corporation provides that all officers shall be chosen and appointed by the Board of Directors, to serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under a contract of employment;

NOW THEREFORE IT IS RESOLVED that the directors hereby confirm that the current officers of this corporation are as follows:

President & CEOJim BildnerSecretaryChristy Remey ChinChief Financial OfficerChristy Remey Chin

Amendment and Restatement of Bylaws

WHEREAS the Board deems it advisable and in the best interests of this corporation to amend and restate the Bylaws to reflect changes in applicable law, as well as to identify successor Designators; and

WHEREAS the Board has reviewed the attached Amended and Restated Bylaws; and

WHEREAS the signature of William H. Draper III, below, signifies his consent both as a director and as the Designator of this corporation (whose consent is required pursuant to Section 45 of Article IX of the Bylaws) to the attached Amended and Restated Bylaws;

NOW, THEREFORE, IT IS RESOLVED that the attached Amended and Restated Bylaws are hereby adopted, and the Secretary of this corporation is directed to certify the Amended and Restated Bylaws as the current bylaws of this corporation and to file such Bylaws in this corporation's minute book;

FURTHER RESOLVED that the officers shall notify this corporation's tax preparer and provide a copy of such Amended and Restated Bylaws to him or her, to facilitate proper reporting to the Internal Revenue Service and Franchise Tax Board if and as necessary.

Committees

WHEREAS the Bylaws provide for the establishment of committees;

NOW, THEREFORE, IT IS RESOLVED that this corporation adopts or ratifies the establishment of the following committees and appoints the following persons to serve on those committees:

The Audit Committee shall have the duties and responsibilities as set forth in the Bylaws and shall consist of Directors Bill Draper and Robin Richards Donohoe.

The Investment Committee shall have the duties described in the Amended and Restated Investment Policy being adopted as part of this Unanimous Written Consent and shall have as its members Directors Robin Richards Donohoe and Rob Kaplan. The President and the Treasurer shall attend meetings of the Investment Committee as non-voting members.

Policies

IT IS RESOLVED that the following policies, substantially in the form attached to this Unanimous Written Consent are hereby approved and adopted as the policies of this corporation:

- Conflicts of Interest Policy
- Whistleblower Policy
- Document Retention Policy

• Amended and Restated Investment Policy

Grant Agreements

IT IS RESOLVED that the President and Treasurer of this corporation shall have the authority to work with legal counsel to revise and develop appropriate grant agreement forms for this corporation.

Omnibus Resolution

FURTHER RESOLVED that the officers of this corporation are each hereby empowered and directed to take any and all other actions as they may deem necessary or appropriate to implement fully each and all of the resolutions adopted herein, and that any actions already taken by this corporation's officers and agents, including without limitation the actions of counsel, in connection with the subject matter of this Unanimous Written Consent are hereby approved and ratified in all respects.

DATED:

William H. Draper III, Director and Designator

DATED: 10/9/14

phohoo. Robin Richards Donohoe, Director

DATED: _____

Robert S. Kaplan, Director