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Form 990-PF

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012, and ending 12-31-2012

Name of foundation THE SUSAN THOMPSON BUFFETT FOUNDATION
A Employer identification number 47-6032365
B Telephone number (see instructions) (402) 943-1300
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), followed by summary rows 27-29.

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

Part II Balance Sheets		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing					
	2	Savings and temporary cash investments	143,707	747,248	747,248		
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)					
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges	958,825	4,706	4,706		
	10a	Investments—U S and state government obligations (attach schedule)	380,218,837	<input checked="" type="checkbox"/>	380,538,684	380,538,684	
	b	Investments—corporate stock (attach schedule)	1,901,335,010	<input checked="" type="checkbox"/>	1,998,217,457	1,998,217,457	
	c	Investments—corporate bonds (attach schedule)					
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	12	Investments—mortgage loans					
	13	Investments—other (attach schedule)					
	14	Land, buildings, and equipment basis ▶ _____ 3,145,042 Less accumulated depreciation (attach schedule) ▶ _____ 1,088,872	2,295,093	<input checked="" type="checkbox"/>	2,056,170	2,056,170	
15	Other assets (describe ▶ _____)	<input checked="" type="checkbox"/>	2,506,000	<input checked="" type="checkbox"/>	2,506,000	<input checked="" type="checkbox"/>	2,506,000
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,287,457,472		2,384,070,265		2,384,070,265	
Liabilities	17	Accounts payable and accrued expenses	35,779	66,776			
	18	Grants payable	367,741,888	222,737,375			
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable (attach schedule)					
	22	Other liabilities (describe ▶ _____)					
23	Total liabilities (add lines 17 through 22)	367,777,667		222,804,151			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted	1,919,679,805	2,161,266,114			
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds						
28	Paid-in or capital surplus, or land, bldg, and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)	1,919,679,805		2,161,266,114			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,287,457,472		2,384,070,265			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,919,679,805
2	Enter amount from Part I, line 27a	2	-67,150,493
3	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	3	308,736,802
4	Add lines 1, 2, and 3	4	2,161,266,114
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,161,266,114

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1 a	525,000 SHS BERKSHIRE CLASS B STOCK	D	2007-03-13	2012-12-31
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 43,568,626		30,589,965	12,978,661
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			12,978,661
b			
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	12,978,661
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	353,144,992	2,030,665,029	0.173906
2010	252,575,842	2,160,276,423	0.116918
2009	411,527,190	1,981,228,303	0.207713
2008	351,926,060	3,258,034,171	0.108018
2007	206,132,788	2,630,260,867	0.078370

2	Total of line 1, column (d).	2	0.684925
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.136985
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,892,875,455
5	Multiply line 4 by line 3.	5	259,295,544
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	138,338
7	Add lines 5 and 6.	7	259,433,882
8	Enter qualifying distributions from Part XII, line 4.	8	374,159,456

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	138,338
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2.	3	138,338
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	138,338
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	245,000
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	77
7	Total credits and payments Add lines 6a through 6d.	7	245,077
8	Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	106,739
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 106,739 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		No
c Did the foundation file Form 1120-POL for this year?		No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ <u>0</u> (2) On foundation managers <input type="checkbox"/> \$ <u>0</u>		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		No
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		No
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?	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NE _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of ALLEN GREENBERG Telephone no (402) 943-1300 Located at 3555 FARNAM STREET SUITE 222 OMAHA NE ZIP+4 68131			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/>	1b	No
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 20___, 20___, 20___, 20___		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20___, 20___, 20___, 20___		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	No

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here.

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
TURKIZ GOKGOL 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIR INT'L PROGRAMS 40 00	327,058	53,749	0
JUDITH DESARNO 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIR DOMESTIC PROGRAM 40 00	298,523	52,238	0
DAVID KLINE 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIR OF MONITORING AN 40 00	218,308	41,508	0
STEVE HEARTWELL 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DEP DIR DOMESTIC PRO 40 00	214,856	39,041	0
KAREN GLUCK 3555 FARNAM STREET STE 222 OMAHA, NE 68131	INTERNATIONAL PROGRA 40 00	168,511	36,545	0
Total number of other employees paid over \$50,000.				7

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 30 WADSWORTH STREET CAMBRIDGE, MA 02142	CONSULTING	1,307,468
PHILLBER RESEARCH ASSOCIATES 16 MAIN STREET ACCORD, NY 12404	CONSULTING	500,000
CONCENTRIC CORPORATION PO BOX 541092 OMAHA, NE 68154	CONSULTING	177,386
RAND CORPORATION PO BOX 2138 SANTA MONICA, CA 90407	CONSULTING	160,367
JAMES WAGONER 7110 RICHARD CASEY CT ALEXANDRIA, VA 22307	CONSULTING	127,249
Total number of others receiving over \$50,000 for professional services.		3

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 ALICE BUFFETT OUTSTANDING TEACHER AWARDS - 15 TEACHERS AWARDED \$10,000 (\$150,000 TOTAL)	77,057
2 SCHOLARSHIPS - AWARDED \$20,923,377 IN SCHOLARSHIPS	1,491,086
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount	
1		
2		
All other program-related investments See page 24 of the instructions		
3		
Total. Add lines 1 through 3.		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,919,658,490
b	Average of monthly cash balances.	1b	2,042,480
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,921,700,970
e	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	1,921,700,970
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	28,825,515
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,892,875,455
6	Minimum investment return. Enter 5% of line 5.	6	94,643,773

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

1	Minimum investment return from Part X, line 6.	1	94,643,773
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	138,338
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	138,338
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	94,505,435
4	Recoveries of amounts treated as qualifying distributions.	4	1,910,365
5	Add lines 3 and 4.	5	96,415,800
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	96,415,800

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	374,137,822
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	21,634
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	374,159,456
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	138,338
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	374,021,118

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				96,415,800
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	74,574,123			
b From 2008.	189,538,249			
c From 2009.	312,395,447			
d From 2010.	145,731,114			
e From 2011.	251,745,799			
f Total of lines 3a through e.	973,984,732			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>374,159,456</u>				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				96,415,800
e Remaining amount distributed out of corpus	277,743,656			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		0		0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,251,728,388			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	74,574,123			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	1,177,154,265			
10 Analysis of line 9				
a Excess from 2008.	189,538,249			
b Excess from 2009.	312,395,447			
c Excess from 2010.	145,731,114			
d Excess from 2011.	251,745,799			
e Excess from 2012.	277,743,656			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

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

Table with 5 columns: Tax year, (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

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

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

a The name, address, and telephone number of the person to whom applications should be addressed
b The form in which applications should be submitted and information and materials they should include
c Any submission deadlines
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Additional Data Table See Additional Data Table				
Total				3a 367,167,893

b Approved for future payment See Additional Data Table				
Total				3b 69,036,959

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... 1a(1) Cash... 1a(2) Other assets... 1b(1) Sales of assets... 1b(2) Purchases of assets... 1b(3) Rental of facilities... 1b(4) Reimbursement arrangements... 1b(5) Loans or loan guarantees... 1b(6) Performance of services... 1c Sharing of facilities... 1d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Includes entries for AMERICAN COLLEGE OF NURSE MIDWIVES and PLANNED PARENTHOOD ACTION FUND.

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

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

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

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's Signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, and Firm's EIN.

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

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, or 990-PF.

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
THE SUSAN THOMPSON BUFFETT FOUNDATION

Employer identification number
47-6032365

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

Name of organization
THE SUSAN THOMPSON BUFFETT FOUNDATION

Employer identification number
47-6032365

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WARREN E BUFFETT 1440 KIEWIT PLAZA OMAHA, NE 68131	\$ 151,686,151	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	SHERWOOD FOUNDATION 3555 FARNAM STREET OMAHA, NE 68131	\$ 384,241	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	J WILLIAM SCOTT 909 SOUTH 114TH STREET OMAHA, NE 68154	\$ 1,066,400	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
—	_____ _____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization
THE SUSAN THOMPSON BUFFETT FOUNDATION

Employer identification number
47-6032365

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1,837,729 SHARES OF BERKSHIRE HATHAWAY CL B	\$ 152,752,552	2012-07-06
3	8 SHS OF BERKSHIRE HATHAWAY CL A	\$ 1,066,100	2012-09-19
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization
THE SUSAN THOMPSON BUFFETT FOUNDATION

Employer identification number
47-6032365

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

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

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

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

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

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

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

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

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

TY 2012 Accounting Fees Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	26,220	13,110		13,110

TY 2012 Compensation Explanation

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Person Name	Explanation
MELISSA HOW	MELISSA HOW SERVES AS BOARD OF DIRECTORS' SECRETARY. HER DUTIES FOR THIS POSITION TAKE AN AVERAGE OF ONE HOUR PER WEEK. MS. HOW IS ALSO A FULL-TIME EMPLOYEE OF THE FOUNDATION. HER POSITION IS DIRECTOR OF GRANTS AND FINANCE. HER COMPENSATION AND EMPLOYEE BENEFIT PLAN CONTRIBUTIONS REFLECTED IN PART VIII ARE PAID FOR HER SERVICES AND RESPONSIBILITIES AS A FOUNDATION EMPLOYEE, RATHER THAN FOR HER SERVICES AS BOARD SECRETARY.

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

TY 2012 Depreciation Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER EQUIPMENT	2012-07-01	169,436	91,800	SL	5 000000000000	30,184	0		
LEASEHOLD IMPROVEMENTS	2012-07-01	2,164,556	562,192	SL	15 000000000000	146,681	0		
SOFTWARE	2012-07-01	48,258	44,471	SL	3 000000000000	3,859	0		
OFFICE FURNITURE & EQUIPMENT	2012-07-01	762,792	390,409	SL	7 000000000000	79,833	0		

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

TY 2012 Expenditure Responsibility Statement

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
GYNUITY HEALTH PROJECTS	15 EAST 26TH STREET NEW YORK, NY 10010	2008-01-11	6,819,945	GRANT #723 REPRODUCTIVE HEALTH STUDY FOR WOMEN IN US AND CANADA ORIGINAL GRANT WAS FOR \$856,198 GRANT WAS AMENDED TO \$6,819,945 IN 2010	4,694,683	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GYNUITY HEALTH PROJECTS	15 EAST 26TH STREET NEW YORK, NY 80303	2008-05-07	6,306,871	GRANT #779 EXPANDING AND IMPROVING ACCESS TO REPRODUCTIVE HEALTH ORIGINAL GRANT WAS FOR \$16,611,700 GRANT WAS AMENDED TO \$6,306,871 IN 2009	4,802,359	NONE	03/31/11		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
VENTURE STRATEGIES INNOVATIONS	19200 VON KARMAN AVE IRVINE, CA 92612	2008-08-22	10,689,230	GRANT #826 REPRODUCTIVE HEALTH TECHNOLOGY ORIGINAL GRANT WAS FOR \$10,635,848 GRANT WAS AMENDED TO \$10,689,230 IN 2009	10,689,230	NONE	05/04/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
VENTURE STRATEGIES INNOVATIONS	19200 VON KARMAN AVE IRVINE, CA 92612	2009-09-01	1,544,747	GRANT #826 01 REPRODUCTIVE HEALTH TECHNOLOGY ORIGINAL GRANT WAS FOR \$1,542,698 GRANT WAS AMENDED TO \$1,544,747 IN 2010	1,544,747	NONE	03/05/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
AMERICAN COLLEGE OF NURSEMIDWIVES	8403 COLESVILLE ROAD SILVER SPRING, MD 20910	2009-06-01	2,010,011	GRANT #898 STRENGTHENING MIDWIFERY EDUCATION IN CAMBODIA AND GHANA ORIGINAL GRANT WAS FOR \$2,111,636 GRANT WAS AMENDED TO \$2,010,011 IN 2012	2,010,011	NONE	12/31/11		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GOOD WORKS GROUP	1430 FRONT STREET LOUISVILLE, CO 80027	2010-10-01	228,219	GRANT #1039 REDUCING UNINTENDED PREGNANCY	228,219	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
PLANNED PARENTHOOD WOMEN'S HEALTH CENTER	3302 67TH STREET LUBBOCK, TX 79413	2010-09-01	151,244	GRANT #1032 EXPANDING AND IMPROVING ACCESS TO REPRODUCTIVE HEALTH	0		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
WILLOWS FOUNDATION	6867 ELM STREET MCLEAN, VA 22101	2010-01-01	2,072,908	GRANT #549 02 REDUCING MATERNAL MORTALITY AND MORBIDITY IN GHANA ORIGINAL GRANT WAS FOR \$2,459,522 GRANT WAS AMENDED TO \$2,072,908 IN 2012	2,072,908	NONE	05/04/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
AMERICAN COLLEGE OF NURSEMIDWIVES	8403 COLESVILLE ROAD SILVER SPRING, MD 20910	2011-06-01	2,998,385	GRANT #898 01 STRENGTHENING MIDWIFERY EDUCATION IN GHANA	409,336	NONE	GRANT EXTENDED THROUGH 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
ESAR	CARRERA 18 NO 33 A-19 BOGOTA CO	2011-06-01	10,700,000	GRANT #820 02 IMPROVING REPRODUCTIVE HEALTH OF WOMEN IN LATIN AMERICA	7,194,806	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GOOD WORKS GROUP	1430 FRONT STREET LOUISVILLE, CO 80027	2011-11-01	1,162,953	GRANT #1039 01 COLORADO STATEWIDE OUTREACH EFFORTS	1,162,953	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GYNUITY HEALTH PROJECTS	15 EAST 26TH STREET NEW YORK, NY 10010	2011-07-01	806,654	GRANT #762 01 EXPLORING LOW SENSITIVITY PREGNANCY TESTS AND THEIR IMPACT	189,236	NONE	06/30/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GYNUITY HEALTH PROJECTS	15 EAST 26TH STREET NEW YORK, NY 10010	2011-03-01	6,458,553	GRANT #779 01 EXPANDING REPRODUCTIVE HEALTH ACCESS	2,994,374		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
PLANNED PARENTHOOD WOMEN'S HEALTH CENTER	3302 67TH STREET LUBBOCK, TX 79413	2011-06-01	45,000	GRANT #3635 EXPANSION OF HEALTH CARE SERVICES	45,000	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2011-05-01	2,322,760	GRANT #3633 FELLOWSHIP RESEARCH FUND	0		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2011-12-01	1,205,301	GRANT #3688 REPRODUCTIVE HEALTH TECHNOLOGY	0		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SUGAR PLUM FOUNDATION	PO BOX 711 PHEMOM PEN CB	2011-04-01	2,791,335	GRANT #3638 KAMPOT PROJECT FOR WOMEN'S HEALTH	1,162,805	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
VENTURE STRATEGIES INNOVATIONS	19200 VON KARMAN AVE IRVINE, CA 92612	2011-01-01	12,430,902	GRANT #1787 IMPROVING REPRODUCTIVE HEALTH ACCESS	0		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
WILLOWS FOUNDATION	6867 ELM STREET MCLEAN, VA 22101	2011-01-01	6,507,322	GRANT #278 06 SUPPORT OF REPRODUCTIVE HEALTH ACTIVITIES IN TURKEY ORIGINAL GRANT WAS FOR \$7,280,366 GRANT WAS AMENDED TO \$6,507,322 IN 2012	6,507,322	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
EQUIDAD DE GENERO	ABASOLO 201 DEL CARMEN COYOAC MX	2012-01-01	3,747,000	GRANT #361 03 SUPPORT OF REPRODUCTIVE HEALTH ACTIVITIES IN MEXICO	1,631,873	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
WILLOWS FOUNDATION	6867 ELM STREET MCLEAN, VA 22101	2012-01-06	1,992,636	GRANT #549 03 INTERNATIONAL EXPANSION AND IMPROVEMENT FAMILY PLAN &AB/SERVICE DELIVERY	922,503	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GOOD WORKS GROUP	1430 FRONT STREET LOUISVILLE, CO 80027	2012-02-01	401,150	GRANT #752 04 REDUCING UNINTENDED PREGNANCY	380,333	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2012-10-25	301,308	GRANT #3633 01 FELLOWSHIP RESEARCH FUND	0		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2011-12-01	1,205,301	GRANT #3688 REPRODUCTIVE HEALTH TECHNOLOGY	0		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
SOCIETY OF FAMILY PLANNING RESEARCH FUND	255 S 17TH STREET PHILADELPHIA, PA 19103	2012-03-01	1,877,141	GRANT #3705 FELLOWSHIP RESEARCH FUND	0		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
WILLOWS FOUNDATION	6867 ELM STREET MCLEAN, VA 22101	2012-05-15	884,519	GRANT #3709 REPRODUCTIVE HEALTH PROJECT	211,957	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
CEMICAMP-CENTRO DE PESQUISAS EM SAUDE MATERNO INFANTIL DE CAMPINAS	RUA VITAL BRASIL 200 CAMPINAS SP BR	2012-05-18	299,970	GRANT #3711 REPRODUCTIVE HEALTH PROJECT	0		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
GLOVER PARK GROUP	1025 F ST NW WASHINGTON, DC 20004	2012-08-22	1,535,859	GRANT #3728 REPRODUCTIVE HEALTH ADVOCACY	0		DUE IN 2013		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
PLANNED PARENTHOOD ACTION FUND	434 W 33RD ST NEW YORK, NY 10001	2012-11-07	12,150,000	GRANT #3746 REPRODUCTIVE HEALTH ADVOCACY	0		DUE IN 2014		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED
IOWA INITIATIVE TO REDUCE UNINTENDED PREGNANCY	300 E LOCUST ST DES MOINES, IA 50309	2012-01-01	311,480	GRANT #727 02 REDUCING UNINTENDED PREGNANCY	311,480	NONE	12/31/12		NO NEED FOR VERIFICATION HAS BEEN IDENTIFIED

TY 2012 Investments Corporate Stock Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ACCO BRANDS CORP	690	690
AETNA INC. NEW	18,576	18,576
ALLEGHANY CP	50,873	50,873
ALLSTATE CP	7,586	7,586
ALTRIA GROUP INC	78,048	78,048
AMAZON.COM INC	25,994	25,994
AMER EXPRESS INC	35,300	35,300
AMER FIN GRP HLD	11,859	11,859
AMER INTL GROUP I	4,166	4,166
AMERIPRISE FINANC	7,725	7,725
AOL INC.	1,355	1,355
ARCHER DANIELS MD	11,566	11,566
ARGONAUT GROUP IN	627	627
ASSOCIATED EST RL	1,550	1,550
BEAM INC. COMMON	24,588	24,588
BERKLEY W R CP	6,355	6,355
BERKSHIRE HATH HL	1,954,096,112	1,954,096,112
BERKSHIRE HATH HL	1,742,780	1,742,780
BERKSHIRE HATHAWA	34,099,724	34,099,724
BK OF AMERICA CP	5,512	5,512
BLACKROCK OPPTY	0	0
BOEING CO	15,058	15,058
BOMBARDIER INC CL	714	714
BP PLC	4,200	4,200
BRANDYWINE REALTY	1,638	1,638
C S X CP	6,066	6,066
CABELAS INC	3,889	3,889
CAE INC	2,036	2,036
CAMDEN PROPERTY	6,678	6,678
CAMPBELL SOUP CO	57,872	57,872

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CANADIAN NATL RAI	9,227	9,227
CANADIAN PAC RAIL	10,010	10,010
CARMAX INC	8,765	8,765
CBS CORP CL A	1,460	1,460
CBS CORP CL B	1,452	1,452
CHAMPION ENTERPRI	1	1
CHEVRON CORP	11,001	11,001
CHUBB CP THE	92,340	92,340
CIRCUIT CITY STRS	0	0
CITADEL BROADCAST	3,082	3,082
CITIGROUP INC	10,718	10,718
COCA COLA BOT CON	13,534	13,534
COCA COLA CO THE	178,368	178,368
COCA COLA ENTRPR	9,588	9,588
COCA COLA FEMSA S	44,475	44,475
COLONIAL PROPERTY	2,576	2,576
COMMONWEALTH REIT	397	397
COMPANIA CERV UNI	7,798	7,798
CONOCOPHILLIPS	7,198	7,198
CONS TOMOKA LAND	3,186	3,186
CONSECO INC NEW	950	950
COSTCO WHOLESALE	271,531	271,531
COTT CP	1,635	1,635
COUSINS PROP INC	849	849
COVANTA HLD CP	1,860	1,860
CURTISS WRIGHT CP	779	779
D.E. MASTER BLEND	1,152	1,152
DAILY JOURNAL CP	9,319	9,319
DEVELOPERS RLTY	1,752	1,752
DISCOVER FIN SVCS	43,083	43,083

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DOMINION RES NEW	10,426	10,426
DOVER CP	52,256	52,256
EDISON INTL	4,553	4,553
ENERGIZER HLDGS I	242	242
ENTERTAINMT PPTY	4,591	4,591
EXELON CORPORATIO	6,097	6,097
EXXON MOBIL CP	8,920	8,920
FEDERAL NATL MTG	312	312
FEDEX CORP	18,450	18,450
FIFTH AND PACIFIC (FORMERLY LIZ CLAIBORNE)	2,490	2,490
FIRST IND RLTY IN	1,380	1,380
FIRSTENERGY CP	2,731	2,731
FIVE STAR QUAL CA	5	5
FORTUNE BRANDS HO	12,040	12,040
FRANKLIN COVEY CO	1,188	1,188
FRIEDMAN INDS INC	1,009	1,009
FURNITURE BRNDS I	94	94
G A T X CP	17,252	17,252
GABELLI EQUITY TR	1,038	1,038
GABELLI GLOBAL	141	141
GABELLI H&W TR	77	77
GABELLI UTILITY T	113	113
GANNETT CO INC	3,728	3,728
GEN DYNAMICS CP	3,802,487	3,802,487
GEN ELECTRIC CO	25,920	25,920
GILDAN ACTIVEWEAR	14,280	14,280
GLIMCHER RAEITY T	1,076	1,076
H R BLOCK INC	7,678	7,678
HANESBRANDS INC.	437	437
HAVERTY FURN COS	3,200	3,200

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HIGHWOODS PRPTY I	3,266	3,266
HILLSHIRE BRANDS	568	568
HOMEFED CORP NEW	2,518	2,518
HORACE MANN EDUCA	3,930	3,930
HOSPITALITY PROP	2,296	2,296
INTERNET PATENTS	57	57
INTL BUSINESS MAC	78,152	78,152
INTL FLAVORS FRAG	20,094	20,094
INTL PAPER	2,717	2,717
ISTAR FINL INC	930	930
JOHNSON AND JOHNS	7,075	7,075
JP MORGAN CHASE C	7,649	7,649
KANSAS CITY SOUTH	8,203	8,203
KEMPER CORPORATIO	2,964	2,964
KOREA ELECTRIC PW	1,327	1,327
KRAFT FOODS GROUP	25,731	25,731
LEUCADIA NATL CP	87,120	87,120
LEVEL 3 COMM INC	2,292	2,292
LGL GROUP INC.	511	511
LIBERTY PROPERTIE	3,509	3,509
LOEWS CP	171,436	171,436
LORILLARD, INC	395,274	395,274
LYNCH INTERACTIVE	4,600	4,600
M G I C INVEST CP	241	241
M&T BANK CORP	100,680	100,680
MACK-CALI REALTY	2,558	2,558
MANPOWER INC	4,260	4,260
MCCLATCHY CO HLD	15	15
MCDONALDS CP	243,678	243,678
MCKESSON CORP	19,881	19,881

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MEDIA GENERAL CL	448	448
MERCURY GENERAL C	16,908	16,908
MICROSOFT CP	5,503	5,503
MOHAWK INDS INC	8,500	8,500
MONDELEZ INTERNAT	42,845	42,845
MOODY'S CORP	10,132	10,132
MORGAN GROUP HLD	80	80
MORGAN STANLEY	40,691	40,691
MUELLER IND INC	4,879	4,879
N Y TIMES CL A	4,157	4,157
NATIONAL RETAIL P	3,069	3,069
NEWS CORP	20,864	20,864
NEWS CORP CL A	18,010	18,010
NEXTERA ENERGY, I	14,130	14,130
NORFOLK SO CP	6,241	6,241
NUCOR CP	17,432	17,432
ORCHARD SUPPLY HA	63	63
ORCHARD SUPPLY HA	63	63
OVERSTOCK.COM INC	1,441	1,441
PALM HARBOR HOMES	0	0
PARKWAY PROP INC.	1,358	1,358
PENN REAL ESTATE	616	616
PEP BOYS MAN MOE	1,008	1,008
PEPSICO INC	142,871	142,871
PERNOD RICARD ORD	691	691
PFIZER INC	84,414	84,414
PHILIP MORRIS INT	207,336	207,336
PHILLIPS 66 COMMO	3,191	3,191
PINNACLE WEST CAP	5,192	5,192
PIPER JAFFRAY COS	92	92

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PMC COMMERCIAL SB	265	265
PRICESMART INC	1,876	1,876
PROCTER GAMBLE	54,475	54,475
PROGRESSIVE CP	37,679	37,679
PROLOGIS SBI	822	822
RAYTHEON CO (NEW)	5,872	5,872
REYNOLDS AMERICAN	2,683	2,683
ROCKY MT CHOCOLAT	1,145	1,145
SARA LEE CP	0	0
SEALED AIR CP NEW	3,320	3,320
SEARS CANADA INC	999	999
SEARS HLDGS CORP	0	0
SEARS HOLDINGS CO	8,840	8,840
SIMON PPTY GRP IN	16,728	16,728
SKYLINE CP	414	414
STANDARD PACIFIC	1,473	1,473
SUN TIMES MEDIA G	1,169	1,169
SUNTRUST BANKS	5,669	5,669
SYMS CORP	346	346
TANGER FACTORY OU	13,424	13,424
TEXTRON INC	4,938	4,938
THE HERSHEY COMPA	177,636	177,636
THE NEW D&B CORP	4,164	4,164
THE TRAVELERS CO	77,509	77,509
THOMSON REUTERS C	4,855	4,855
TIFFANY AND CO	71,460	71,460
TIM HORTONS INC.	6,629	6,629
TIME WARNER CABLE	11,724	11,724
TIME WARNER INC	23,603	23,603
TITANIUM METALS C	888	888

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TORCHMARK CP	282,881	282,881
TRAVELCENTERS OF	44	44
UNION PACIFIC	25,392	25,392
UNION PACIFIC	25,392	25,392
UNITED DOMIN RLTY	2,494	2,494
US AIRWAYS GROUP,	1,291	1,291
US BANCORP	12,302	12,302
VALHI INC	4,271	4,271
VIACOM INC CL A	2,177	2,177
VIACOM INC CL B N	2,110	2,110
VORNADO REALTY TR	16,268	16,268
WAL MART STORES	55,576	55,576
WALT DISNEY-DISNE	60,144	60,144
WASHINGTON POST CO	3,713	3,713
WASHINGTON FED	2,699	2,699
WELLS FARGO & CO	124,628	124,628
WENDYS INTL INC	2,036	2,036
WHITE MTN INS LTD	51,934	51,934
WILLIAMS COS	3,230	3,230
WPX ENERGY, INC.	521	521
YUM BRANDS INC	49,630	49,630
ZALE CP	928	928

**TY 2012 Investments Government
Obligations Schedule**

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

**US Government Securities - End of
Year Book Value:** 380,538,684

**US Government Securities - End of
Year Fair Market Value:** 380,538,684

**State & Local Government
Securities - End of Year Book
Value:** 0

**State & Local Government
Securities - End of Year Fair
Market Value:** 0

TY 2012 Land, Etc. Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
FIXED ASSETS	3,145,042	1,088,872	2,056,170	2,056,170

TY 2012 Legal Fees Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	54,088	0		54,088

TY 2012 Other Assets Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PROGRAM RELATED INVESTMENT	2,506,000	2,506,000	2,506,000

TY 2012 Other Expenses Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	41,810	0		41,810
DUES AND MEMBERSHIPS	31,185	0		31,185
BANK CHARGES	2,799	0		2,799
INSURANCE	18,352	0		18,352
TELEPHONE EXPENSE	34,782	0		34,782
POSTAGE	4,493	0		4,493
MINOR EQUIPMENT	14,327	0		14,327

TY 2012 Other Income Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
EXCISE TAX REFUND	850,285		850,285

TY 2012 Other Increases Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Description	Amount
UNREALIZED GAINS	308,736,802

TY 2012 Other Professional Fees Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
RAND CORPORATION	160,367	0		160,367
CONCENTRIC GROUP	177,386	0		177,386
QUADIS TECHNOLOGIES	1,300	0		1,300
CONFERENCE TECHNOLOGIES	4,066	0		4,066
JEAN ANN BALLINGER	3,925	0		3,925
JAMES WAGONER	127,250	0		127,250
IQBAL SHAH	77,734	0		77,734
HARVARD UNIVERSITY	100,000	0		100,000
PHILLBER RESEARCH ASSOCIATES	500,000	0		500,000
MASSACHUSETTS INSTITUTE OF TECHNOLOGY	1,307,468	0		1,307,468
PRIORITY DATA	4,185	0		4,185
THE MELLMAN GROUP	58,200	0		58,200
MICROEDGE	25,594	0		25,594
UNIVERSITY OF NEBRASKA	36,968	0		36,968
SUMMIT GROUP SOFTWARE	7,055	0		7,055
WHETTSTONE BUSINESS SOLUTIONS	44,100	0		44,100
ANDERSON PARTNERS INC	1,250	0		1,250
ACT	3,478	0		3,478
MISCELLANEOUS	1,995	0		1,995


TY 2012 Taxes Schedule

Name: THE SUSAN THOMPSON BUFFETT FOUNDATION

EIN: 47-6032365

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	129,088	0		129,088
EXCISE TAXES	245,000	0		0
BACKUP WITHHOLDING	77	0		0

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ALLEN GREENBERG  3555 FARNAM STREET STE 222 OMAHA, NE 68131	PRESIDENT 40 00	479,615	68,859	0
MELISSA HOW 3555 FARNAM STREET STE 222 OMAHA, NE 68131	BOARD SEC'Y / DIR GRANTS & 40 00	166,394	52,895	0
PETER A BUFFETT 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0
GEOFFREY COWAN 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0
CAROL LOOMIS 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0
PATTI MATSON 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0
SUSAN A BUFFETT 3555 FARNAM STREET STE 222 OMAHA, NE 68131	BOARD CHAIR 1 00	0	0	0
ALLISON COWAN 3555 FARNAM STREET STE 222 OMAHA, NE 68131	DIRECTOR 1 00	0	0	0

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ABORTION ACCESS PROJECT 47 THORNDIKE STREET CAMBRIDGE,MA 02141	NONE	509 (A)(1)	PROJECT SUPPORT	1,002,409
ADVOCATES FOR YOUTH 2000 M STREET NW WASHINGTON,DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	1,000,692
ADVOCATES FOR YOUTH 2000 M STREET NW WASHINGTON,DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	35,000
ALLIANCE FOR JUSTICE 11 DUPONT CIR WASHINGTON,DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	500,577
AMERICAN COLLEGE OF NURSE MIDWIVES 8403 COLESVILLE RD SILVER SPRING,MD 20910	NONE	501 (C)(6)	PROJECT SUPPORT	1,819,268
AMERICAN COLLEGE OF OBSTETRICS AND GYNECOLOGY 409 12TH STREET SW WASHINGTON,DC 20024	NONE	509 (A)(1)	PROJECT SUPPORT	340,169
ASSOCIATION OF REPRODUCTIVE HEALTH PROFESSIONALS 1901 L STREET NW WASHINGTON,DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	80,000
BOARD OF REGENTS OF THE UNIVERSITY OF TEXAS SYSTEM PO BOX 7726 AUSTIN,TX 787137726	NONE	509 (A)(1)	PROJECT SUPPORT	712,805
BOSTON MEDICAL CENTER 850 HARRISON AVE BOSTON,MA 02118	NONE	509 (A)(1)	PROJECT SUPPORT	46,008
BOULDER VALLEY WOMEN'S HEALTH CENTER 2855 VALMONT ROAD BOULDER,CO 80301	NONE	509 (A)(1)	PROJECT SUPPORT	303,581
BRIGHAM AND WOMEN'S HOSPITAL 75 FRANCIS STREET BOSTON,MA 02115	NONE	509 (A)(1)	PROJECT SUPPORT	348,985
CARE 151 ELLIS STREET ATLANTA,GA 30303	NONE	509 (A)(1)	PROJECT SUPPORT	2,927,948
CATHOLICS FOR CHOICE 1436 U STREET NW WASHINGTON,DC 20009	NONE	509 (A)(1)	PROJECT SUPPORT	750,469
CATHOLICS FOR CHOICE 1436 U STREET NW WASHINGTON,DC 20009	NONE	509 (A)(1)	PROJECT SUPPORT	401,309
CATHOLICS FOR THE RIGHT TO DECIDE-MEXICO LONDRES NUM 234 COL DEL CARMEN CO MX	NONE	N/A	PROJECT SUPPORT	1,978,072

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CEMICAMP-CENTRO DE PESQUISAS EM SAUDE MATERNO INFANTIL DE CAMPINAS RUA VITAL BRASIL 200-CIDADE UNIVERSITARIA BARAO GERALDO CAMPINAS BR	NONE	N/A	PROJECT SUPPORT	299,970
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005	NONE	509 (A)(1)	PROJECT SUPPORT	995,702
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL STREET NEW YORK, NY 10005	NONE	509 (A)(1)	PROJECT SUPPORT	1,509,955
CENTRAL COMMUNITY COLLEGE COLUMBUS FOUNDATION PO BOX 4903 GRAND ISLAND, NE 68802	NONE	509 (A)(1)	SCHOLARSHIPS	101,926
CENTRAL COMMUNITY COLLEGE COLUMBUS FOUNDATION PO BOX 4903 GRAND ISLAND, NE 68802	NONE	509 (A)(1)	SCHOLARSHIPS	53,102
CENTRAL IOWA FAMILY PLANNING 704 MAY STREET MARSHALLTOWN, IA 50158	NONE	509 (A)(1)	PROJECT SUPPORT	100,821
CHADRON STATE COLLEGE 1000 MAIN STREET CHADRON, NE 69337	NONE	509 (A)(1)	SCHOLARSHIPS	114,509
CHADRON STATE COLLEGE 1000 MAIN STREET CHADRON, NE 69337	NONE	509 (A)(1)	SCHOLARSHIPS	103,012
COLORADO ASSOCIATION FOR SCHOOL-BASED HEALTH CARE 1801 WILLIAMS STREET DENVER, CO 80218	NONE	509 (A)(1)	PROJECT SUPPORT	40,496
COLORADO DEPARTMENT OF PUBLIC HEALTH AND ENVIRONMENT 4300 CHERRY CREEK DR S DENVER, CO 802461530	NONE	509 (A)(1)	PROJECT SUPPORT	1,341,509
COLORADO DEPARTMENT OF PUBLIC HEALTH AND ENVIRONMENT 4300 CHERRY CREEK DR S DENVER, CO 802461530	NONE	509 (A)(1)	PROJECT SUPPORT	3,472,377
COLORADO YOUTH MATTER 1650 FRANKLIN ST DENVER, CO 80218	NONE	509 (A)(2)	PROJECT SUPPORT	50,000
COLORADO YOUTH MATTER 1650 FRANKLIN ST DENVER, CO 80218	NONE	509 (A)(2)	PROJECT SUPPORT	252,550
COMMUNICATIONS CONSORTIUM MEDIA CENTER 401 NINTH STREET NW WASHINGTON, DC 20004	NONE	509 (A)(1)	PROJECT SUPPORT	10,000
CONTRA COSTA REGIONAL HEALTH FOUNDATION 50 DOUGLAS DRIVE MARTINEZ, CA 94553	NONE	509 (A)(1)	PROJECT SUPPORT	75,354

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CONTRA COSTA REGIONAL HEALTH FOUNDATION 50 DOUGLAS DRIVE MARTINEZ, CA 94553	NONE	509 (A)(1)	PROJECT SUPPORT	75,704
DENVER HEALTH FOUNDATION 655 BROADWAY DENVER, CO 80203	NONE	509 (A)(1)	PROJECT SUPPORT	1,586,603
DENVER FOUNDATION 655 BROADWAY DENVER, CO 80203	NONE	509 (A)(1)	PROJECT SUPPORT	503,457
DENVER PUBLIC SCHOOLS FOUNDATION 1330 FOX STREET DENVER, CO 80204	NONE	509 (A)(1)	PROJECT SUPPORT	37,496
DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON, DC 20006	NONE	509 (A)(2)	PROJECT SUPPORT	15,883,751
DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON, DC 20006	NONE	509 (A)(2)	PROJECT SUPPORT	1,923,703
DKT INTERNATIONAL 1701 K STREET SUITE 900 WASHINGTON, DC 20006	NONE	509 (A)(2)	PROJECT SUPPORT	2,146,760
DUKE UNIVERSITY 2200 WEST MAIN ST DURHAM, NC 227054677	NONE	509 (A)(1)	PROJECT SUPPORT	125,388
EMORY UNIVERSITY 490 JESSE HILL JR DR SE ATLANTA, GA 30303	NONE	509 (A)(1)	PROJECT SUPPORT	339,938
EMORY UNIVERSITY 490 JESSE HILL JR DR SE ATLANTA, GA 30303	NONE	509 (A)(1)	PROJECT SUPPORT	323,134
EMORY UNIVERSITY 1639 PIERCE DR ATLANTA, GA 30322	NONE	509 (A)(1)	PROJECT SUPPORT	43,278
EMORY UNIVERSITY 1639 PIERCE DR ATLANTA, GA 30322	NONE	509 (A)(1)	PROJECT SUPPORT	43,000
ENGENDER HEALTH 440 NINTH AVE NEW YORK, NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	3,320,715
ENGENDER HEALTH 440 NINTH AVENUE NEW YORK, NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	5,130,390
EQUIDAD DE GENERO ABASOLO 201 COL DEL CARMEN CO MX	NONE	N/A	PROJECT SUPPORT	1,827,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ESAR CARRERA 18 NO 33 A-19 BOGOTA CO	NONE	N/A	PROJECT SUPPORT	6,927,698
FACULTY PRACTICE FOUNDATION 850 HARRISON AVE BOSTON,MA 02118	NONE	509 (A)(3) TYPE III	PROJECT SUPPORT	355,110
FAMILY MEDICINE RESIDENCY OF IDAHO 777 NORTH RAYMOND ST BOISE,ID 83704	NONE	509 (A)(1)	PROJECT SUPPORT	76,154
FAMILY PLANNING ASSOCIATION OF MAINE INC 43 GABRIEL DRIVE AUGUSTA MX	NONE	509 (A)(1)	PROJECT SUPPORT	215,734
FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD ARLINGTON,VA 22209	NONE	509 (A)(1)	PROJECT SUPPORT	298,844
FIGO CHARITABLE FOUNDATION FIGO HOUSE 3 WATERLOO COURT LONDON UK	NONE	509 (A)(1)	PROJECT SUPPORT	1,305,490
FLORIDA ASSOCIATION OF PLANNED PARENTHOOD AFFILIATES INC 736 CENTRAL AVE SARASOTA,FL 34236	NONE	509 (A)(1)	PROJECT SUPPORT	1,203,248
FOCUS POINTS FAMILY RESOURCE CENTER 2501 E 48TH AVE DENVER,CO 80216	NONE	509 (A)(1)	PROJECT SUPPORT	225,361
FOUNDATION FOR EXCELLENCE IN WOMEN'S HEALTH CARE 2915 VINE ST DALLAS,TX 75204	NONE	509 (A)(1)	PROJECT SUPPORT	249,495
FUND FOR PUBLIC HEALTH IN NEW YORK INC 22 CORTLAND STREET NEW YORK,NY 10007	NONE	509 (A)(1)	PROJECT SUPPORT	497,861
FUNDERS NETWORK ON POPULATION REPRODUCTIVE HEALTH AND RIGHTS PO BOX 750 ROCKVILLE,MD 20848	NONE	509 (A)(1)	PROJECT SUPPORT	60,000
GEORGE WASHINGTON UNIVERSITY 2121 I STREET NW WASHINGTON,DC 20052	NONE	509 (A)(1)	PROJECT SUPPORT	101,256
GEORGE WASHINGTON UNIVERSITY 2121 I STREET NW WASHINGTON,DC 20052	NONE	509 (A)(1)	PROJECT SUPPORT	81,559
GLIDE MEMORIAL CHURCH 330 ELLIS STREET SAN FRANCISCO,CA 94102	NONE	509 (A)(1)	PROJECT SUPPORT	250,000
GLOBAL JUSTICE CENTER 275 7TH AVE NEW YORK,NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	137,172

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GLOBAL JUSTICE CENTER 275 7TH AVE NEW YORK, NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	150,000
GLOBAL JUSTICE CENTER 275 7TH AVE NEW YORK, NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	150,000
GLOVER PARK GROUP 1025 F ST NW WASHINGTON, DC 20004	NONE	N/A	PROJECT SUPPORT	1,535,859
GOOD WORKS GROUP 1430 FRONT STREET LOUISVILLE, CO 80027	NONE	N/A	PROJECT SUPPORT	401,150
GOOD WORKS GROUP 1430 FRONT STREET LOUISVILLE, CO 80027	NONE	N/A	PROJECT SUPPORT	292,749
GOOD WORKS GROUP 1430 FRONT STREET LOUISVILLE, CO 80027	NONE	N/A	PROJECT SUPPORT	633,555
GRUPO DE INFORMACION EN REPRODUCCION APARTADO POSTAL 21-547 ADMON 21 COYOACAN MX	NONE	N/A	PROJECT SUPPORT	150,000
GRUPO DE INFORMACION EN REPRODUCCION APARTADO POSTAL 21-547 ADMON 21 COYOACAN MX	NONE	N/A	PROJECT SUPPORT	1,712,312
GUTTMACHER INSTITUTE 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	1,201,460
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	274,396
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	648,959
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	999,430
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	162,167
GUTTMACHER INSTITUTE INC 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	1,333,748
GYNUITY 15 EAST 26TH STREET NEW YORK, NY 10010	NONE	N/A	PROJECT SUPPORT	2,246,763

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
GYNUITY 15 EAST 26TH STREET NEW YORK, NY 10010	NONE	N/A	PROJECT SUPPORT	3,425,176
HIGH PLAINS COMMUNITY HEALTH CENTER 201 KENDALL DRIVE LAMAR, CO 81052	NONE	509 (A)(1)	PROJECT SUPPORT	15,000
HILLCREST FAMILY SERVICES 2005 ASBURY ROAD DUBUQUE, IA 52001	NONE	509 (A)(1)	PROJECT SUPPORT	62,060
INSTITUTO DE LEDERAZGO SIMONE DE BEAUVOIR TABASCO NO 68 DEPOT 3 COLROMA DEL CUAHHEMOC MX	NONE	N/A	PROJECT SUPPORT	91,000
INTERNATIONAL PLANNED PARENTHOOD FEDERATION WESTERN HEMISPHERE REGION 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	3,687,528
INTERNATIONAL PLANNED PARENTHOOD FEDERATION- WORLDWIDE 1129 20TH ST NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	176,279
INTERNATIONAL PLANNED PARENTHOOD-WHR 125 MAIDEN LANE 7TH FLOOR NEW YORK, NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	50,029
INTERNATIONAL PLANNED PARENTHOOD-WORLDWIDE 4 NEWHAMS ROW LONDON UK	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	1,282,838
INTERNATIONAL PLANNED PARENTHOOD-WORLDWIDE 4 NEWHAMS ROW LONDON UK	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	1,286,567
INTERNATIONAL PLANNED PARENTHOOD-WORLDWIDE 4 NEWHAMS ROW LONDON UK	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	2,454,648
INTERNATIONAL RESCUE COMMITTEE 122 EAST 42ND ST NEW YORK, NY 10168	NONE	509 (A)(1)	PROJECT SUPPORT	4,281,930
IOWA INITIATIVE TO REDUCE UNINTENDED PREGNANCY 300 E LOCUST DES MOINES, IA 50309	NONE	N/A	PROJECT SUPPORT	311,480
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	3,015,657
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	3,557,565
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	3,288,036

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	792,907
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	1,144,961
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	649,150
IPAS 300 MARKET STREET CHAPEL HILL, NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	13,026,415
JOHNS HOPKINS UNIVERSITY 733 N BROADWAY BALTIMORE, MD 21205	NONE	509 (A)(1)	PROJECT SUPPORT	334,176
MAGEE-WOMENS RESEARCH INSTITUTE AND FOUNDATION 3339 WARD ST PITTSBURGH, PA 15213	NONE	509 (A)(1)	PROJECT SUPPORT	251,317
MEDIA MATTERS FOR AMERICA 455 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	NONE	509 (A)(1)	PROJECT SUPPORT	799,934
MEDICAL COLLEGE OF WISCONSIN 9200 W WISCONSIN AVE MILWAUKEE, WI 53226	NONE	509 (A)(1)	PROJECT SUPPORT	252,000
MEDICAL EMERGENCY RELIEF INTERNATIONAL 207 OLD STREET 12TH FLOOR LONDON UK	NONE	N/A	PROJECT SUPPORT	5,497,101
MEDICAL STUDENTS FOR CHOICE PO BOX 40188 PHILADELPHIA, PA 19106	NONE	509 (A)(1)	PROJECT SUPPORT	351,383
MEMORIAL HOSPITLA OF RHODE ISLAND 111 BREWSTER STREET PAWTUCKET, RI 02860	NONE	509 (A)(1)	PROJECT SUPPORT	68,242
METROPOLITAN COMMUNITY COLLEGE PO BOX 3777 OMAHA, NE 68130	NONE	509 (A)(1)	SCHOLARSHIPS	121,911
METROPOLITAN COMMUNITY COLLEGE PO BOX 3777 OMAHA, NE 68130	NONE	509 (A)(1)	SCHOLARSHIPS	72,841
MID PLAINS COMMUNITY COLLEGE 601 STATE FARM RD NORTH PLATTE, NE 69101	NONE	509 (A)(1)	SCHOLARSHIPS	15,311
MID PLAINS COMMUNITY COLLEGE 601 STATE FARM RD NORTH PLATTE, NE 69101	NONE	509 (A)(1)	SCHOLARSHIPS	18,067

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Name and address (home or business)				
a <i>Paid during the year</i>				
MONTEFIORE MEDICAL CENTER 126 FIFTH AVE NEW YORK, NY 10011	NONE	509 (A)(1)	PROJECT SUPPORT	836,547
MONTEFIORE MEDICAL CENTER 1300 MORRIS PARK AVE BRONX, NY 10461	NONE	509 (A)(1)	PROJECT SUPPORT	50,000
MONTEFIORE MEDICAL CENTER 1300 MORRIS PARK AVE BRONX, NY 10461	NONE	509 (A)(1)	PROJECT SUPPORT	50,000
MSI-US 1300 19TH STREET NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	3,468,306
MSI-US 1300 19TH STREET NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	5,843,516
MSI-US 1300 19TH STREET NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	4,766,803
MSI-US 1300 19TH STREET NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	1,098,170
MSI-US 1300 19TH STREET NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	1,236,065
MSI-US 1300 19TH STREET NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	11,542,304
NAF HOTLINE FUND 1660 L ST NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	2,079,687
NAF HOTLINE FUND 1660 L ST NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	1,899,778
NAF HOTLINE FUND 1660 L STREET NW WASHINGTON, DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	20,774,355
NARAL PRO-CHOICE SOUTH DAKOTA FOUNDATION 401 E 8TH STREET SIOUX FALLS, SD 57013	NONE	509 (A)(1)	PROJECT SUPPORT	30,000
NATIONAL ABORTION FEDERATION 1660 L STREET NW WASHINGTON, DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	252,083
NATIONAL BUREAU OF ECONOMIC RESEARCH 1050 MASSACHUSETTS AVE CAMBRIDGE, MA 02138	NONE	509 (A)(1)	PROJECT SUPPORT	90,000

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NATIONAL COMMITTEE FOR MATERNAL AND NEONATAL HEALTH 36-C STREET 14 OFF KHAYABAN-E-SHAMS EER KARACHI PK	NONE	N/A	PROJECT SUPPORT	208,856
NATIONAL FAMILY PLANNING AND REPRODUCTIVE HEALTH ASSOCIATION 1627 K STREET NW WASHINGTON,DC 20006	NONE	509 (A)(2)	PROJECT SUPPORT	498,079
NATIONAL HEALTH LAW PROGRAM 2639 S LA CIENGA BLVD LOS ANGELES,CA 90034	NONE	509 (A)(1)	PROJECT SUPPORT	1,247,839
NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH 470 PARK AVE SOUTH NEWYORK,NY 10016	NONE	509 (A)(1)	PROJECT SUPPORT	998,823
NATIONAL LATINA INSTITUTE FOR REPRODUCTIVE HEALTH 50 BROAD STREET NEWYORK,NY 10004	NONE	509 (A)(1)	PROJECT SUPPORT	500,521
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON,MA 02117	NONE	509 (A)(1)	PROJECT SUPPORT	755,076
NATIONAL NETWORK OF ABORTION FUNDS PO BOX 170280 BOSTON,MA 02117	NONE	509 (A)(1)	PROJECT SUPPORT	751,341
NATIONAL PARTNERSHIP FOR WOMEN AND FAMILIES 1875 CONNECTICUT AVE NW WASHINGTON,DC 20009	NONE	509 (A)(2)	PROJECT SUPPORT	590,436
NATIONAL PARTNERSHIP FOR WOMEN AND FAMILIES 1875 CONNECTICUT AVE NW WASHINGTON,DC 20009	NONE	509 (A)(2)	PROJECT SUPPORT	250,343
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIR WASHINGTON,DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	2,202,156
NATIONAL WOMEN'S LAW CENTER 11 DUPONT CIR WASHINGTON,DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	1,505,491
NATIVIDAD MEDICAL FOUNDATION 1441 CONSTITUTION BLVD SALINAS,CA 93912	NONE	509 (A)(1)	PROJECT SUPPORT	20,508
NATIVIDAD MEDICAL FOUNDATION 1441 CONSTITUTION BLVD SALINAS,CA 93912	NONE	509 (A)(1)	PROJECT SUPPORT	28,600
NEBRASKA COLLEGE OF TECHNICAL AGRICULTURE POB 880411 LINCOLN,NE 68588	NONE	509 (A)(1)	SCHOLARSHIPS	16,927
NEBRASKA COLLEGE OF TECHNICAL AGRICULTURE POB 880411 LINCOLN,NE 68588	NONE	509 (A)(1)	SCHOLARSHIPS	18,762

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NEW VENTURE FUND 1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	199,781
NEW YORK UNIVERSITY 550 FIRST AVENUE NEW YORK,NY 10016	NONE	509 (A)(1)	PROJECT SUPPORT	2,385
NEW YORK UNIVERSITY 550 FIRST AVENUE NEW YORK,NY 10016	NONE	509 (A)(1)	PROJECT SUPPORT	2,091
NORTH IOWA COMMUNITY ACTION OGRANIZATION 218 5TH ST SW MASON CITY,IA 50401	NONE	509 (A)(1)	PROJECT SUPPORT	47,100
NORTHEAST COMMUNITY COLLEGE PO BOX 469 NORFOLK,NE 68702	NONE	509 (A)(1)	SCHOLARSHIPS	2,901
NORTHEAST COMMUNITY COLLEGE PO BOX 469 NORFOLK,NE 68702	NONE	509 (A)(1)	SCHOLARSHIPS	120,271
NORTHEAST COMMUNITY COLLEGE PO BOX 469 NORFOLK,NE 68702	NONE	509 (A)(1)	SCHOLARSHIPS	91,476
NORTHEAST IOWA COMMUNITY ACTION 305 MONTGOMERY DECORAH,IA 52101	NONE	509 (A)(1)	PROJECT SUPPORT	30,000
NORTHWESTERN UNIVERSITY 680 N LAKE SHORE DRIVE CHICAGO,IL 60611	NONE	509 (A)(1)	PROJECT SUPPORT	230,999
NORTHWESTERN UNIVERSITY 680 LAKE SHORE DRIVE CHICAGO,IL 60611	NONE	509 (A)(1)	PROJECT SUPPORT	48,032
NUCLEAR THREAT INITIATIVE 1747 PENNSYLVANIA AVENUE NW WASHINGTON,DC 20006	NONE	509 (A)(1)	PROJECT SUPPORT	6,981,740
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON ROAD PORTLAND,OR 972399979	NONE	509 (A)(1)	PROJECT SUPPORT	277,961
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON ROAD PORTLAND,OR 97239	NONE	509 (A)(1)	PROJECT SUPPORT	75,012
OREGON HEALTH AND SCIENCE UNIVERSITY FOUNDATION 3181 SW SAM JACKSON ROAD PORTLAND,OR 97239	NONE	509 (A)(1)	PROJECT SUPPORT	74,958
PERU STATE COLLEGE PO BOX 10 PERU,NE 68421	NONE	509 (A)(1)	SCHOLARSHIPS	58,350

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PERU STATE COLLEGE PO BOX 10 PERU, NE 68421	NONE	509 (A)(1)	SCHOLARSHIPS	95,675
PHYSICIANS FOR REPRODUCTIVE CHOICE AND HEALTH 55 WEST 39TH STREET NEW YORK, NY 10018	NONE	509 (A)(1)	PROJECT SUPPORT	606,760
PHYSICIANS FOR REPRODUCTIVE CHOICE AND HEALTH 55 WEST 39TH STREET NEW YORK, NY 10018	NONE	509 (A)(1)	PROJECT SUPPORT	1,683,010
PLANNED PARENTHOOD ACTION FUND 434 W 33RD STREET NEW YORK, NY 10001	NONE	N/A	PROJECT SUPPORT	6,150,000
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	14,272,263
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	14,297,857
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	1,626,800
PLANNED PARENTHOOD FEDERATION OF AMERICA 434 W 33RD STREET NEW YORK, NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	126,164
PLANNED PARENTHOOD MINNESOTA NORTH DAKOTA SOUTH DAKOTA 671 VANDALIA STREET ST PAUL, MN 55114	NONE	509 (A)(1)	PROJECT SUPPORT	301,706
PLANNED PARENTHOOD MINNESOTA NORTH DAKOTA SOUTH DAKOTA 671 VANDALIA STREET ST PAUL, MN 55114	NONE	509 (A)(1)	PROJECT SUPPORT	347,829
PLANNED PARENTHOOD MINNESOTA NORTH DAKOTA SOUTH DAKOTA 671 VANDALIA STREET ST PAUL, MN 55114	NONE	509 (A)(1)	PROJECT SUPPORT	25,000
PLANNED PARENTHOOD OF GREATER CENTRAL AND CENTRAL NORTHERN NEW JERSEY 196 SPEEDWELL AVE MORRISTOWN, NJ 07960	NONE	509 (A)(1)	PROJECT SUPPORT	50,000
PLANNED PARENTHOOD OF MONTANA 2525 4TH AVE NORTH BILLINGS, MT 59101	NONE	509 (A)(1)	PROJECT SUPPORT	201,191
PLANNED PARENTHOOD OF NORTH TEXAS 7424 GREENVILLE AVE DALLAS, TX 75231	NONE	509 (A)(2)	PROJECT SUPPORT	377,556
PLANNED PARENTHOOD OF SOUTHEASTERN VIRGINIA 515 NEWTOWN ROAD VIRGINIA BEACH, VA 23455	NONE	509 (A)(1)	PROJECT SUPPORT	25,554

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PLANNED PARENTHOOD OF SOUTHWESTERN OREGON 3579 FRANKLIN BLVD EUGENE,OR 97403	NONE	509 (A)(1)	PROJECT SUPPORT	374,507
PLANNED PARENTHOOD OF THE HEARTLAND 1171 7TH STREET DES MOINES,IA 50314	NONE	509 (A)(1)	PROJECT SUPPORT	143,827
PLANNED PARENTHOOD OF THE HEARTLAND 1171 7TH STREET DES MOINES,IA 50314	NONE	509 (A)(1)	PROJECT SUPPORT	938,448
PLANNED PARENTHOOD OF THE HEARTLAND 1171 7TH STREET DES MOINES,IA 50314	NONE	509 (A)(1)	PROJECT SUPPORT	25,000
POPULATION COUNCIL ONE DAG HAMERSKOLD PLAZA NEW YORK,NY 10017	NONE	509 (A)(1)	PROJECT SUPPORT	1,847,649
POPULATION COUNCIL ONE DAG HAMERSKOLD PLAZA NEW YORK,NY 10017	NONE	509 (A)(1)	PROJECT SUPPORT	1,093,913
POPULATION COUNCIL ONE DAG HAMERSKOLD PLAZA NEW YORK,NY 10017	NONE	509 (A)(1)	PROJECT SUPPORT	527,449
POPULATION COUNCIL ONE DAG HAMMARSKJOLD PLAZA NEW YORK,NY 10017	NONE	509 (A)(1)	PROJECT SUPPORT	36,918
PSI 1120 19TH ST NW WASHINGTON,DC 20036	NONE	509 (A)(2)	PROJECT SUPPORT	39,892,246
PSI 1120 19TH ST NW WASHINGTON,DC 20036	NONE	509 (A)(2)	PROJECT SUPPORT	11,978,394
REGENTS OF THE UNIVERSITY OF CALIFORNIA DAVIS 1850 RESEARCH PARK DRIVE DAVIS,CA 95618	NONE	509 (A)(1)	PROJECT SUPPORT	50,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA IRVINE 5171 CALIFORNIA AVE IRVINE,CA 92697	NONE	509 (A)(1)	PROJECT SUPPORT	84,714
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO,CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	78,951
REGENTS OF THE UNIVERSITY OF CALIFORNIA DAVIS 1850 RESEARCH PARK DRIVE DAVIS,CA 95618	NONE	509 (A)(1)	PROJECT SUPPORT	31,690
REGENTS OF THE UNIVERSITY OF CALIFORNIA DAVIS 1850 RESEARCH PARK DRIVE DAVIS,CA 95618	NONE	509 (A)(1)	PROJECT SUPPORT	350,906

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REGENTS OF THE UNIVERSITY OF CALIFORNIA IRVINE 101 THE CITY DRIVE SOUTH ORANGE, CA 92868	NONE	509 (A)(1)	PROJECT SUPPORT	46,583
REGENTS OF THE UNIVERSITY OF CALIFORNIA LOS ANGELES 11000 KINROSS AVENUE LOS ANGELES, CA 90095	NONE	509 (A)(1)	PROJECT SUPPORT	320,078
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN DIEGO 9500 GILMAN DRIVE LA JOLLA, CA 92093	NONE	509 (A)(1)	PROJECT SUPPORT	182,000
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO, CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	1,602,146
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO, CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	2,718,135
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO, CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	2,350,263
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 1001 POTRERO AVE SAN FRANCISCO, CA 94110	NONE	509 (A)(1)	PROJECT SUPPORT	39,432
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 333 CALIFORNIA ST SAN FRANCISCO, CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	469,198
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	180,528
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA ST SAN FRANCISCO, CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	301,882
REGENTS OF THE UNIVERSITY OF COLORADO 12361 E 17TH AVE BOX B-198-1 AURORA, CO 80045	NONE	509 (A)(1)	PROJECT SUPPORT	192,482
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE STREET ANN ARBOR, MI 48109	NONE	509 (A)(1)	PROJECT SUPPORT	322,187
REGENTS OF THE UNIVERSITY OF MICHIGAN 1500 E MEDICAL CENTER DRIVE ANN ARBOR, MI 48106	NONE	509 (A)(1)	PROJECT SUPPORT	340,227
REGENTS OF THE UNIVERSITY OF MICHIGAN 3003 S STATE STREET ANN ARBOR, MI 48109	NONE	509 (A)(1)	PROJECT SUPPORT	434,888
REGENTS OF THE UNIVERSITY OF NEBRASKA- MEDICAL CENTER 600 S 42 ST OMAHA, NE 68198	NONE	509 (A)(1)	SCHOLARSHIPS	131,200

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REGENTS OF THE UNIVERSITY OF NEBRASKA- MEDICAL CENTER 600 S 42 ST OMAHA, NE 68198	NONE	509 (A)(1)	SCHOLARSHIPS	157,250
REGENTS OF THE UNIVERSITY OF NEBRASKA-LINCOLN POB 880411 LINCOLN, NE 68588	NONE	509 (A)(1)	SCHOLARSHIPS	3,719,392
REGENTS OF THE UNIVERSITY OF NEBRASKA-LINCOLN POB 880411 LINCOLN, NE 68588	NONE	509 (A)(1)	SCHOLARSHIPS	3,840,942
REGENTS OF THE UNIVERSITY OF NEBRASKA-OMAHA EPPLEY ADMINISTRATION BLDG OMAHA, NE 68182	NONE	509 (A)(1)	SCHOLARSHIPS	1,049,801
REGENTS OF THE UNIVERSITY OF NEBRASKA-OMAHA EPPLEY ADMINISTRATION BLDG OMAHA, NE 68182	NONE	509 (A)(1)	SCHOLARSHIPS	1,207,613
REGENTS OF THE UNIVERSITY OF NEBRASKA-OMAHA EPPLEY ADMINISTRATION BLDG OMAHA, NE 68182	NONE	509 (A)(1)	SCHOLARSHIPS	2,899,750
REGENTS OF THE UNIVERSITY OF NEBRASKA-OMAHA EPPLEY ADMINISTRATION BLDG OMAHA, NE 68182	NONE	509 (A)(1)	SCHOLARSHIPS	2,953,180
RELIGIOUS COALITION FOR REPRODUCTIVE CHOICE EDUCATIONAL FUND 1413 K STREET NW WASHINGTON, DC 20005	NONE	509 (A)(1)	PROJECT SUPPORT	251,602
REPRODUCTIVE HEALTH MATTERS 444 HIGHGATE STUDIOS 53-79 HIGHGATE ROAD LONDON UK	NONE	N/A	PROJECT SUPPORT	334,380
RESEARCH FOUNDATION OF THE STATE UNIVERSITY OF NEW YORK 750 E ADAMS ST SYRACUSE, NY 13210	NONE	509 (A)(1)	PROJECT SUPPORT	333,693
RH REALITY CHECK 1906 KERMIT ROAD SILVER SPRING, MD 20910	NONE	509 (A)(1)	PROJECT SUPPORT	702,920
SALEM BAPTIST CHURCH 3131 LAKE ST OMAHA, NE 68111	NONE	509 (A)(1)	PROJECT SUPPORT	5,000
SAVE THE CHILDREN 54 WILTON ROAD WESTPORT, CT 06880	NONE	509 (A)(1)	PROJECT SUPPORT	4,323,364
SISTERSONG INC 1237 RALPH DAVID ABERNATHY BLVD SW ATLANTA, GA 30310	NONE	509 (A)(1)	PROJECT SUPPORT	75,000
SISTERSONG INC 1237 RALPH DAVID ABERNATHY BLVD SW ATLANTA, GA 30310	NONE	509 (A)(1)	PROJECT SUPPORT	75,000

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SOCIETY OF FAMILY PLANNING 255 S 17TH STREET PHILADELPHIA, PA 19103	NONE	509 (A)(1)	PROJECT SUPPORT	6,900
SOCIETY OF FAMILY PLANNING RESEARCH FUND 255 SOUTH 17TH STREET PHILADELPHIA, PA 19103	NONE	509 (A)(1)	PROJECT SUPPORT	301,308
SOCIETY OF FAMILY PLANNING RESEARCH FUND 255 S 17TH STREET PHILADELPHIA, PA 19103	NONE	509 (A)(1)	PROJECT SUPPORT	1,877,141
SONOMA COUNTY ACADEMIC FOUNDATION FOR EXCELLENCE IN MEDICINE 3569 ROUND BARN CIRCLE SANTA ROSA, CA 95403	NONE	509 (A)(1)	PROJECT SUPPORT	74,595
SOUTHEAST COMMUNITY COLLEGE 8800 O STREET LINCOLN, NE 68520	NONE	509 (A)(1)	SCHOLARSHIPS	163,146
SOUTHEAST COMMUNITY COLLEGE 8800 O STREET LINCOLN, NE 68520	NONE	509 (A)(1)	SCHOLARSHIPS	109,798
SOUTHWEST OPEN SCHOOL PO BOX DD CORTEZ, CO 81321	NONE	509 (A)(1)	PROJECT SUPPORT	15,600
STANFORD UNIVERSITY 300 PASTEUR DR STANFORD, CA 94305	NONE	509 (A)(1)	PROJECT SUPPORT	364,828
SUGAR PALM FOUNDATION PO BOX 711 PHNOM PHEN CB	NONE	N/A	PROJECT SUPPORT	1,573,810
TEAMMATES 6801 O STREET LINCOLN, NE 68510	NONE	509 (A)(1)	PROJECT SUPPORT	10,000
THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED PREGNANCY 1776 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	550,202
THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED PREGNANCY 1776 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	250,284
THE NATIONAL CAMPAIGN TO PREVENT TEEN AND UNPLANNED PREGNANCY 1776 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	5,000,523
THE ONE CAMPAIGN 1400 EYE STREET NW WASHINGTON, DC 20005	NONE	509 (A)(2)	PROJECT SUPPORT	1,006,791
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO, CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	360,193

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TRUSTEES OF COLUMBIA UNIVERSITY 622 W 168TH STREET NEW YORK,NY 10032	NONE	509 (A)(1)	PROJECT SUPPORT	417,080
TRUSTEES OF COLUMBIA UNIVERSITY 630 EAST 168TH STREET NEW YORK,NY 10032	NONE	509 (A)(1)	PROJECT SUPPORT	250,505
TRUSTEES OF THE UNIVERSITY OF ILLINOIS 820 S WOOD ST CHICAGO,IL 60612	NONE	509 (A)(1)	PROJECT SUPPORT	50,000
TRUSTEES OF THE UNIVERSITY OF PENNSYLVANIA 3400 SPRUCE ST PHILADELPHIA,PA 19104	NONE	509 (A)(1)	PROJECT SUPPORT	366,851
UNITY HEALTHCARE 1609 CEDAR STREET MUSCATINE,IA 52761	NONE	509 (A)(1)	PROJECT SUPPORT	25,464
UNIVERSITY CLINICAL EDUCATION AND RESEARCH ASSOCIATES 1319 PUNAHOU STREET HONOLULU,HI 96826	NONE	509 (A)(2)	PROJECT SUPPORT	212,806
UNIVERSITY OF CHICAGO 5841 S MARYLAND AVE CHICAGO,IL 60637	NONE	509 (A)(1)	PROJECT SUPPORT	337,008
UNIVERSITY OF COLORADO 12631 EAST 17TH AVE AURORA,CO 80045	NONE	509 (A)(1)	PROJECT SUPPORT	50,000
UNIVERSITY OF COLORADO 12631 EAST 17TH AVE AURORA,CO 80045	NONE	509 (A)(1)	PROJECT SUPPORT	37,735
UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION 620 W LEXINGTON STREET BALTIMORE,MD 21201	NONE	509 (A)(1)	PROJECT SUPPORT	167,117
UNIVERSITY OF MASSACHUSETTS 119 BELMONT ST WORCESTER,MA 016052982	NONE	509 (A)(1)	PROJECT SUPPORT	50,000
UNIVERSITY OF NEBRASKA FOUNDATION 3835 HOLDREGE STREET LINCOLN,NE 68583	NONE	509 (A)(1)	SCHOLARSHIPS	2,540,464
UNIVERSITY OF NEW MEXICO MSC 09 5220 1 UNIVERSITY OF NEW MEXICO ALBUQUERQUE,NM 87131	NONE	509 (A)(1)	PROJECT SUPPORT	331,632
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE CHAPEL HILL,NC 27599	NONE	509 (A)(1)	PROJECT SUPPORT	240,810
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE CHAPEL HILL,NC 27599	NONE	509 (A)(1)	PROJECT SUPPORT	223,201

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UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE CHAPEL HILL, NC 27599	NONE	509 (A)(1)	PROJECT SUPPORT	337,763
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL 104 AIRPORT DRIVE CHAPEL HILL, NC 27599	NONE	509 (A)(1)	PROJECT SUPPORT	344,555
UNIVERSITY OF NORTHERN IOWA 213 E BARTLETT HALL CEDAR FALLS, IA 50614	NONE	509 (A)(1)	PROJECT SUPPORT	324,948
UNIVERSITY OF SOUTHERN CALIFORNIA 2020 ZONAL AVE LOS ANGELES, CA 90033	NONE	509 (A)(2)	PROJECT SUPPORT	353,410
UNIVERSITY OF SOUTHERN CALIFORNIA 1200 NORTH STATE STREET LOS ANGELES, CA 90033	NONE	509 (A)(2)	PROJECT SUPPORT	48,240
UNIVERSITY OF SOUTHERN CALIFORNIA 1200 N STATE STREET LOS ANGELES, CA 90033	NONE	509 (A)(2)	PROJECT SUPPORT	28,035
UNIVERSITY OF SOUTHERN CALIFORNIA 1540 ALCAZAR STREET LOS ANGELES, CA 90033	NONE	509 (A)(2)	PROJECT SUPPORT	269,933
UNIVERSITY OF SOUTHERN CALIFORNIA 1540 ALCAZAR STREET LOS ANGELES, CA 90033	NONE	509 (A)(2)	PROJECT SUPPORT	74,900
UNIVERSITY OF UTAH 75 SOUTH 2000 EAST SALT LAKE CITY, UT 84112	NONE	509 (A)(1)	PROJECT SUPPORT	20,000
UNIVERSITY OF UTAH 75 SOUTH 2000 EAST SALT LAKE CITY, UT 84112	NONE	509 (A)(1)	PROJECT SUPPORT	315,701
UNIVERSITY OF UTAH 75 SOUH 2000 EAST SALT LAKE CITY, UT 84112	NONE	509 (A)(1)	PROJECT SUPPORT	69,999
UNIVERSITY OF WASHINGTON 325 NINTH AVE SEATTLE, WA 98104	NONE	509 (A)(1)	PROJECT SUPPORT	68,802
VALLEY MEDICAL CENTER FOUNDATION 2400 MOORPARK AVE SAN JOSE, CA 95128	NONE	509 (A)(1)	PROJECT SUPPORT	100,477
VALLEY-WIDE HEALTH SYSTEMS INC 128 MARKET STREET ALAMOSA, CO 81101	NONE	509 (A)(1)	PROJECT SUPPORT	662,630
VENTURE STRATEGIES INNOVATIONS 19200 VON KARMAN AVE IRVINE, CA 92612	NONE	PRIVATE OPERATING FO	PROJECT SUPPORT	5,312,248

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Name and address (home or business)				
a <i>Paid during the year</i>				
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 N HAMILTON ST RICHMOND,VA 23221	NONE	509 (A)(1)	PROJECT SUPPORT	196,947
WASHINGTON HOSPITAL CENTER 110 IRVING STREET WASHINGTON,DC 20010	NONE	509 (A)(1)	PROJECT SUPPORT	67,000
WASHINGTON UNIVERSITY 4533 CLAYTON AVE ST LOUIS,MO 63110	NONE	509 (A)(1)	PROJECT SUPPORT	250,999
WASHINGTON UNIVERSITY 660 S EUCLID AVE ST LOUIS,MO 63110	NONE	509 (A)(1)	PROJECT SUPPORT	2,217,953
WAYNE STATE COLLEGE FOUNDATION 1111 MAIN STREET WAYNE,NE 68787	NONE	509 (A)(1)	SCHOLARSHIPS	479,606
WAYNE STATE COLLEGE FOUNDATION 1111 MAIN STREET WAYNE,NE 68787	NONE	509 (A)(1)	SCHOLARSHIPS	488,197
WESTERN NEBRASKA COMMUNITY COLLEGE FOUNDATION 1601 EAST 27TH STREET OMAHA,NE 68131	NONE	509 (A)(1)	SCHOLARSHIPS	37,959
WILLOWS FOUNDATION 6867 ELM STREET MCLEAN,VA 22101	NONE	PRIVATE OPERATING FO	PROJECT SUPPORT	2,811,679
WILLOWS FOUNDATION 6867 ELM STREET MCLEAN,VA 22101	NONE	PRIVATE OPERATING FO	PROJECT SUPPORT	742,075
WILLOWS FOUNDATION 6867 ELM STREET MCLEAN,VA 22101	NONE	PRIVATE OPERATING FO	PROJECT SUPPORT	261,058
WOMANCARE GLOBAL 300 MARKET STREET CHAPEL HILL,NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	995,370
WOMANCARE GLOBAL INTERNATIONAL 160 CHESTERFIELD DRIVE CARDIFF BY THE SEA,CA 92007	NONE	N/A	PROJECT SUPPORT	275,415
WOMEN'S HEALTH AND FAMILY PLANNING ASSOCIATION OF TEXAS 1301 OMAR STREET HOUSTON,TX 77008	NONE	509 (A)(2)	PROJECT SUPPORT	35,000
WOMEN'S HEALTH PROJECT 227 N DUBUQUE ST IOWA CITY,IA 52240	NONE	509 (A)(1)	PROJECT SUPPORT	111,172
WOMEN'S LAW PROJECT 125 S 9TH STREET PHILADELPHIA,PA 19107	NONE	509 (A)(1)	PROJECT SUPPORT	100,510

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WORLD HEALTH ORGANIZATION 20 AVENUE APPIA GENEVA SZ	NONE	N/A	PROJECT SUPPORT	324,875
WORLD HEALTH ORGANIZATION 20 AVENUE APPIA GENEVA SZ	NONE	N/A	PROJECT SUPPORT	322,050
WORLD HEALTH ORGANIZATION 20 AVENUE APPIA GENEVA SZ	NONE	N/A	PROJECT SUPPORT	67,800
WORLD HEALTH PARTNERS 2140 SHATTUCK AVENUE BERKELEY, CA 94704	NONE	509 (A)(1)	PROJECT SUPPORT	2,215,643
YESHIVA UNIVERSITY ALBERT EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVE BRONX, NY 10461	NONE	509 (A)(1)	PROJECT SUPPORT	324,699
MICHELLE AVILLA 1311 N 24TH STREET OMAHA, NE 68102	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
JAMIE BROWN 5519 MAYBERRY ST OMAHA, NE 68106	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
JUDY BROWN 3109 PEDERSEN DRIVE OMAHA, NE 68144	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
EMILY DOLPHENS 310 N 51ST STREET OMAHA, NE 68132	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
CINDY FARRELL 2021 SAINT MARYS AVENUE OMAHA, NE 68102	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
JOE GREGORY 3215 CUMING STREET OMAHA, NE 68131	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
LAURIE JANECEK 5050 S 51ST STREET OMAHA, NE 68117	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
LEE KALLSTROM 4410 N 36TH STREET OMAHA, NE 68111	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
CONNIE KELLEN 124 N 20TH STREET OMAHA, NE 68102	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
KERRI KRATINA 14850 LAUREL AVENUE OMAHA, NE 68116	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000

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a <i>Paid during the year</i>				
ERIC LUNDBERG 10828 OLD MAPLE ROAD OMAHA, NE 68164	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
ABBEY MCNAIR 12200 BURKE BLVD OMAHA, NE 68154	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
RUTH POWELL 15860 TAYLOR STREET OMAHA, NE 68116	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
ANTHONY SCHIK 1616 S 120TH STREET OMAHA, NE 68144	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
MARK SEABERG 8204 CROWN POINT AVE OMAHA, NE 68134	NONE	N/A	ALICE BUFFETT OUTSTANDING TEACHER AWARDS	10,000
Total			3a	367,167,893

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b <i>Approved for future payment</i>				
AMERICAN CIVIL LIBERTIES UNION FOUNDATION125 BROAD STREET NEW YORK,NY 10004	NONE	509 (A)(1)	PROJECT SUPPORT	1,500,000
BOULDER VALLEY WOMEN'S HEALTH CENTER2855 VALMONT ROAD BOULDER,CO 80301	NONE	509 (A)(1)	PROJECT SUPPORT	113
DUKE UNIVERSITY2200 WEST MAIN ST DURHAM,NC 227054677	NONE	509 (A)(1)	PROJECT SUPPORT	132,448
DUKE UNIVERSITYPOBOX 3084 DURHAM,NC 27710	NONE	509 (A)(1)	PROJECT SUPPORT	39,278
ENGENDER HEALTH440 NINTH AVE NEW YORK,NY 10001	NONE	509 (A)(1)	PROJECT SUPPORT	1,790,861
FACULTY PRACTICE FOUNDATION 850 HARRISON AVE BOSTON,MA 02118	NONE	509 (A)(3) TYPE III	PROJECT SUPPORT	1,547
FAMILY MEDICINE RESIDENCY OF IDAHO777 NORTH RAYMOND ST BOISE,ID 83704	NONE	509 (A)(1)	PROJECT SUPPORT	75,564
FAMILY PLANNING ASSOCIATION OF MAINE INC43 GABRIEL DRIVE AUGUSTA MX	NONE	509 (A)(1)	PROJECT SUPPORT	462,117
FEMINIST MAJORITY FOUNDATION 1600 WILSON BLVD ARLINGTON,VA 22209	NONE	509 (A)(1)	PROJECT SUPPORT	1,156
FOUNDATION FOR EXCELLENCE IN WOMEN'S HEALTH CARE2915 VINE ST DALLAS,TX 75204	NONE	509 (A)(1)	PROJECT SUPPORT	505
FOUNDATION OF THE UNIVERSITY OF MEDICINE AND DENTISTRY IN NEW JERSEY1 ROBERT WOOD JOHNSON PLACE NEW BRUNSWICK,NJ 08943	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	81,250
FUND FOR PUBLIC HEALTH IN NEW YORK INC22 CORTLAND STREET NEW YORK,NY 10007	NONE	509 (A)(1)	PROJECT SUPPORT	2,139
GOOD WORKS GROUP1430 FRONT STREET LOUISVILLE,CO 80027	NONE	N/A	PROJECT SUPPORT	103,455
GRUPO DE INFORMACION EN REPRODUCCIONAPARTADO POSTAL 21-547 ADMON 21 COYOACAN MX	NONE	N/A	PROJECT SUPPORT	300,000
GUTTMACHER INSTITUTE125 MAIDEN LANE 7TH FLOOR NEW YORK,NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	2,398,540
GUTTMACHER INSTITUTE INC125 MAIDEN LANE 7TH FLOOR NEW YORK,NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	2,400,000
GUTTMACHER INSTITUTE INC125 MAIDEN LANE 7TH FLOOR NEW YORK,NY 10038	NONE	509 (A)(1)	PROJECT SUPPORT	2,000,000
INTERNATIONAL PLANNED PARENTHOOD FEDERATION-WORLDWIDE1129 20TH ST NW WASHINGTON,DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	275,376
INTERNATIONAL PLANNED PARENTHOOD-WORLDWIDE4 NEWHAMS ROW LONDON UK	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	1,500,000
IPAS300 MARKET STREET CHAPEL HILL,NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	2,403,565
IPAS300 MARKET STREET CHAPEL HILL,NC 27516	NONE	509 (A)(1)	PROJECT SUPPORT	3,550,850
JOHNS HOPKINS UNIVERSITY733 N BROADWAY BALTIMORE,MD 21205	NONE	509 (A)(1)	PROJECT SUPPORT	1,282
MEDIA MATTERS FOR AMERICA455 MASSACHUSETTS AVE NW WASHINGTON,DC 20001	NONE	509 (A)(1)	PROJECT SUPPORT	66
MOUNT SINAI MEDICAL CENTER 1176 5TH AVE NEW YORK,NY 10029	NONE	509 (A)(1)	PROJECT SUPPORT	50,000
MSI-US1300 19TH STREET NW WASHINGTON,DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	3,431,271
MSI-US1300 19TH STREET NW WASHINGTON,DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	29,798,360
NAF HOTLINE FUND1660 L ST NW WASHINGTON,DC 20036	NONE	509 (A)(3) TYPE I	PROJECT SUPPORT	222
NATIONAL INSTITUTE FOR REPRODUCTIVE HEALTH470 PARK AVE SOUTH NEW YORK,NY 10016	NONE	509 (A)(1)	PROJECT SUPPORT	1,517
NATIONAL LATINA INSTITUTE FOR REPRODUCTIVE HEALTH50 BROAD STREET NEW YORK,NY 10004	NONE	509 (A)(1)	PROJECT SUPPORT	499,479
NEW VENTURE FUND1201 CONNECTICUT AVE NW STE 300 WASHINGTON,DC 20036	NONE	509 (A)(1)	PROJECT SUPPORT	400,219

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PLANNED PARENTHOOD ACTION FUND434 W 33RD STREET NEW YORK,NY 10001	NONE	N/A	PROJECT SUPPORT	6,000,000
PLANNED PARENTHOOD OF SOUTHWESTERN OREGON3579 FRANKLIN BLVD EUGENE,OR 97403	NONE	509 (A)(1)	PROJECT SUPPORT	493
POPULATION COUNCILONE DAG HAMERSKOLD PLAZA NEW YORK,NY 10017	NONE	509 (A)(1)	PROJECT SUPPORT	1,852,210
POPULATION COUNCILONE DAG HAMERSKOLD PLAZA NEW YORK,NY 10017	NONE	509 (A)(1)	PROJECT SUPPORT	1,244,015
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO3333 CALIFORNIA STREET SAN FRANCISCO,CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	732
REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO3333 CALIFORNIA ST SAN FRANCISCO,CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	179,472
REGENTS OF THE UNIVERSITY OF COLORADO12631 E 17TH AVE AURORA,CO 80045	NONE	509 (A)(1)	PROJECT SUPPORT	425,219
REGENTS OF THE UNIVERSITY OF MICHIGAN3003 S STATE STREET ANN ARBOR,MI 48109	NONE	509 (A)(1)	PROJECT SUPPORT	1,097,771
THE BOARD OF TRUSTEES OF THE UNIVERSITY OF ILLINOIS809 S MARSHFIELD AVE CHICAGO,IL 60612	NONE	509 (A)(1)	PROJECT SUPPORT	180,333
THE REGENTS OF THE UNIVERSITY OF CALIFORNIA SAN FRANCISCO 3333 CALIFORNIA STREET SAN FRANCISCO,CA 94143	NONE	509 (A)(1)	PROJECT SUPPORT	1,539
TRUSTEES OF COLUMBIA UNIVERSITY622 W 168TH STREET NEW YORK,NY 10032	NONE	509 (A)(1)	PROJECT SUPPORT	599
TRUSTEES OF COLUMBIA UNIVERSITY622 W 168TH STREET NEW YORK,NY 10032	NONE	509 (A)(1)	PROJECT SUPPORT	41,116
UNIVERSITY OF MARYLAND BALTIMORE FOUNDATION620 W LEXINGTON STREET BALTIMORE,MD 21201	NONE	509 (A)(1)	PROJECT SUPPORT	499
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL104 AIRPORT DRIVE CHAPEL HILL,NC 27599	NONE	509 (A)(1)	PROJECT SUPPORT	124,971
UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL104 AIRPORT DRIVE CHAPEL HILL,NC 27599	NONE	509 (A)(1)	PROJECT SUPPORT	585,686
UNIVERSITY OF SOUTHERN CALIFORNIA2020 ZONAL AVE LOS ANGELES,CA 90033	NONE	509 (A)(2)	PROJECT SUPPORT	229
UNIVERSITY OF WASHINGTON4333 BROOKLYN AVE NE SEATTLE,WA 98195	NONE	509 (A)(1)	PROJECT SUPPORT	67,009
WASHINGTON HOSPITAL CENTER 106 IRVIND STREET NW WASHINGTON,DC 20010	NONE	509 (A)(1)	PROJECT SUPPORT	397,654
WASHINGTON UNIVERSITY4533 CLAYTON AVE ST LOUIS,MO 63110	NONE	509 (A)(1)	PROJECT SUPPORT	470
WILLOWS FOUNDATION6867 ELM STREET MCLEAN,VA 22101	NONE	PRIVATE OPERATING FO	PROJECT SUPPORT	862,849
WILLOWS FOUNDATION6867 ELM STREET MCLEAN,VA 22101	NONE	PRIVATE OPERATING FO	PROJECT SUPPORT	623,461
WOMANCARE GLOBAL INTERNATIONAL160 CHESTERFIELD DRIVE CARDIFF BY THE SEA,CA 92007	NONE	N/A	PROJECT SUPPORT	793,678
WOMEN DELIVER INC584 BROADWAY NEW YORK,NY 10012	NONE	509 (A)(1)	PROJECT SUPPORT	100,000
WORLD HEALTH ORGANIZATION20 AVENUE APPIA GENEVA SZ	NONE	509 (A)(1)	PROJECT SUPPORT	322,050
WORLD HEALTH ORGANIZATION20 AVENUE APPIA GENEVA SZ	NONE	509 (A)(1)	PROJECT SUPPORT	932,307
YESHIVA UNIVERSITY ALBERT EINSTEIN COLLEGE OF MEDICINE 1300 MORRIS PARK AVE BRONX,NY 10461	NONE	509 (A)(1)	PROJECT SUPPORT	1,417
Total				69,036,959