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**Form 990-PF**

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

**For calendar year 2009, or tax year beginning , 2009, and ending , 2009, and ending**

- **G** Check all that apply
  - [X] Initial return
  - [ ] Initial Return of a former public charity
  - [ ] Final return
- **A** Employer identification number
  - 26-0799587
- **B** Telephone number (see the instructions)
  - (650) 887-0277
- **C** If exemption application is pending, check here □
- **D** Foreign organizations, check here □
- **E** Foreign organizations meeting the 85% test, check here and attach computation □
- **F** If private foundation status was terminated under section 507(d)(1)(A), check here □

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

**I** Fair market value of all assets at end of year (From Part II, column (c), line 16)
- $107,263,394.

**J** Accounting method.
- [X] Cash
- [ ] Accrual
- [ ] Other (specify) □

**Part II. Analysis of Revenue and Expenses**

- **(a) Revenue and expenses per books**
- **(b) Net investment income**
- **(c) Adjusted net income**
- **(d) Disbursements for charitable purposes (cash basis only)**

<table>
<thead>
<tr>
<th>Line</th>
<th>Description</th>
<th>Revenue/Expense</th>
<th>Investment Income</th>
<th>Adjusted Income</th>
<th>Cash Disbursements</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Contributions, gifts, grants, etc., received (attach schedule)</td>
<td>22,435,000</td>
<td>2,164</td>
<td>2,164</td>
<td>N/A</td>
</tr>
<tr>
<td>2</td>
<td>Gross rents</td>
<td>4,558,977</td>
<td>4,558,977</td>
<td>4,558,977</td>
<td>4,558,977</td>
</tr>
<tr>
<td>3</td>
<td>Interest on savings and temporary cash investments</td>
<td>2,164</td>
<td>2,164</td>
<td>2,164</td>
<td>2,164</td>
</tr>
<tr>
<td>4</td>
<td>Dividends and interest from securities</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5a</td>
<td>Gross receipts</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6a</td>
<td>Net gain/(loss) from sale of assets not on line 10</td>
<td>10,329,478</td>
<td>10,329,478</td>
<td>10,329,478</td>
<td>10,329,478</td>
</tr>
<tr>
<td>7</td>
<td>Capital gain net income (from Part IV, line 2)</td>
<td>10,329,478</td>
<td>10,329,478</td>
<td>10,329,478</td>
<td>10,329,478</td>
</tr>
<tr>
<td>8</td>
<td>Net short-term capital gain</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Income modifications</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a</td>
<td>Gross sales less returns and allowances</td>
<td>15,176</td>
<td>15,176</td>
<td>15,176</td>
<td>15,176</td>
</tr>
<tr>
<td>10b</td>
<td>Less: Cost of goods sold</td>
<td>21,955</td>
<td>21,955</td>
<td>21,955</td>
<td>21,955</td>
</tr>
<tr>
<td>11</td>
<td>Other income (attach schedule)</td>
<td>136,849</td>
<td>136,849</td>
<td>136,849</td>
<td>136,849</td>
</tr>
<tr>
<td>12</td>
<td>Total. Add lines 1 through 11</td>
<td>25,996,141</td>
<td>4,561,141</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Compensation of officers, directors, trustees, etc</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Other employee salaries and wages</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Pension plans, employee benefits</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16a</td>
<td>Legal fees (attach schedule)</td>
<td>15,176</td>
<td></td>
<td>15,176</td>
<td></td>
</tr>
<tr>
<td>16b</td>
<td>Accounting fees (attach schedule)</td>
<td></td>
<td>21,955</td>
<td>21,955</td>
<td></td>
</tr>
<tr>
<td>16c</td>
<td>Other professional fees (attach schedule)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>17</td>
<td>Interest</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>18</td>
<td>Taxes (attach schedule) (see note)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Depreciation (attach schedule) and depletion</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Occupancy</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Travel, conferences, and meetings</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Printing and publications</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Other expenses (attach schedule)</td>
<td>5,130,171</td>
<td>5,130,171</td>
<td>5,130,171</td>
<td>5,130,171</td>
</tr>
<tr>
<td>24</td>
<td>Total operating and administrative expenses. Add lines 13 through 23</td>
<td>173,980</td>
<td></td>
<td>173,980</td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>Contributions, gifts, grants paid PART XV</td>
<td>4,956,191</td>
<td>4,956,191</td>
<td></td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Total expenses and disbursements. Add lines 24 and 25</td>
<td>5,130,171</td>
<td>5,130,171</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Part III. Summary**

- **Line 27** Subtract line 26 from line 12:
  - a Excess of revenue over expenses and disbursements
  - b Net investment income (if negative, enter -0)
  - c Adjusted net income (if negative, enter -0)
### Part II: Balance Sheets

<table>
<thead>
<tr>
<th>Description</th>
<th>Beginning of Year</th>
<th>End of Year</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Cash — non-interest-bearing</td>
<td>286,164.</td>
<td>3,517.</td>
</tr>
<tr>
<td>2 Savings and temporary cash investments</td>
<td>1,327,309.</td>
<td>13,251,051.</td>
</tr>
<tr>
<td>3 Accounts receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Pledges receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Grants receivable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Other notes and loans receivable (attach sch)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: allowance for doubtful accounts</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Inventories for sale or use</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Prepaid expenses and deferred charges</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Investments — U.S. and state government obligations (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10b Investments — corporate stock (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10c Investments — corporate bonds (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Investments — land, buildings, and equipment: basis.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: accumulated depreciation (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Investments — mortgage loans</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Investments — other (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>14 Land, buildings, and equipment: basis.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Less: accumulated depreciation (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>15 Other assets (describe SEE STATEMENT 4)</td>
<td>37,000,000.</td>
<td>47,229,499.</td>
</tr>
<tr>
<td>16 Total assets (to be completed by all filers— see instructions. Also see page 1, item i)</td>
<td>38,613,473.</td>
<td>60,484,067.</td>
</tr>
<tr>
<td>17 Accounts payable and accrued expenses</td>
<td>900.</td>
<td>5,524.</td>
</tr>
<tr>
<td>18 Grants payable</td>
<td>6,833,361.</td>
<td>13,483,113.</td>
</tr>
<tr>
<td>19 Deferred revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Loans from officers, directors, trustees, &amp; other disqualified persons</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 Mortgages and other notes payable (attach schedule)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Other liabilities (describe)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>23 Total liabilities (add lines 17 through 22)</td>
<td>6,834,261.</td>
<td>13,488,637.</td>
</tr>
</tbody>
</table>

### 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). | 31,779,212. |
2 Enter amount from Part I, line 27a.                                      | 21,865,970. |
3 Other increases not included in line 2 (itemize)                         | 3.          |
4 Add lines 1, 2, and 3                                                   | 53,645,182. |
5 Decreases not included in line 2 (itemize)                               | 6,649,752.  |
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 | 46,995,430. |
Form 990-PF (2009) THE HEISING-SIMONS FOUNDATION 26-0799587 Page 3

### 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 shares MLC Company)
- **(b)** How acquired
  - F = Purchase
  - D = Donation
- **(c)** Date acquired (month, day, year)
- **(d)** Date sold (month, day, year)

<table>
<thead>
<tr>
<th>1a</th>
<th>1.084.6815 MEDALLION CAPITAL INVESTMENTS LTD</th>
<th>F</th>
<th>10/31/08</th>
<th>12/31/09</th>
</tr>
</thead>
</table>

(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)  

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>10,329,478</td>
<td>5,770,501</td>
<td>4,558,977</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69  
(j) Adjusted basis as of 12/31/69  
(k) Excess of column (i) over column (j), if any  
(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (n))

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>4,558,977</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2 Capital gain net income or (net capital loss).

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):  
If gain, also enter in Part I, line 7  
If loss, enter -0- in Part I, line 7

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>4,558,977</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### 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.)

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

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

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

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

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2 Total of line 1, column (d)

<p>| | | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

8 Enter qualifying distributions from Part XII, line 4  
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

BAA  

Form 990-PF (2009)
Part VI  Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 — see the instructions)

<table>
<thead>
<tr>
<th>No.</th>
<th>Description</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).</td>
<td>91,223</td>
</tr>
<tr>
<td>3</td>
<td>Add lines 1 and 2</td>
<td>91,223</td>
</tr>
<tr>
<td>4</td>
<td>Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).</td>
<td>0</td>
</tr>
<tr>
<td>5</td>
<td>Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-</td>
<td>91,223</td>
</tr>
</tbody>
</table>

6 Credits/Payments:

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
<th>Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>6a</td>
<td>2009 estimated tax pmts and 2008 overpayment credited to 2009</td>
<td></td>
</tr>
<tr>
<td>6b</td>
<td>Exempt foreign organizations — tax withheld at source</td>
<td></td>
</tr>
<tr>
<td>6c</td>
<td>Tax paid with application for extension of time to file (Form 8868)</td>
<td></td>
</tr>
<tr>
<td>6d</td>
<td>Backup withholding erroneously withheld</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Total credits and payments Add lines 6a through 6d</td>
<td>0</td>
</tr>
<tr>
<td>8</td>
<td>Enter any penalty for underpayment of estimated tax Check here if Form 2200 is attached.</td>
<td>1</td>
</tr>
<tr>
<td>9</td>
<td>Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed</td>
<td>SEE STATEMENT 6</td>
</tr>
<tr>
<td>10</td>
<td>Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.</td>
<td>94,875</td>
</tr>
<tr>
<td>11</td>
<td>Enter the amount of line 10 to be: Credited to 2010 estimated tax. Refunded</td>
<td></td>
</tr>
</tbody>
</table>

Part VII-A  Statements Regarding Activities

| 1a   | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | No |
| 1b   | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? | No |
| 2    | Has the foundation engaged in any activities that have not previously been reported to the IRS? | Yes |
| 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? | Yes |
| 4a   | Did the foundation have unrelated business gross income of $1,000 or more during the year? | Yes |
| 4b   | If "Yes," has it filed a tax return on Form 990-T for this year? | N/A |
| 5    | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | Yes |
| 6    | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: | No |
| 7    | Did the foundation have at least $5,000 in assets at any time during the year? | Yes |
| 8a   | Enter the states to which the foundation reports or with which it is registered (see the instructions) | CA |
| 8b   | If the answer is "Yes" to line 8, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G7? | No |
| 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? | Yes |
| 10   | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. | Yes |
**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_  X  

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?  
   
   _12_  X  

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?  
   
   _13_ X  

14 Website address: N/A  

15 The books are in care of Mark W. Heising  
   Telephone no: 650-322-1247  
   Located at 2000 University Avenue, Suite 610, East Palo Alto, CA 94303  
   Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year.  
   _15_ N/A  

**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.

| a | During the year did the foundation (either directly or indirectly): |
|---|---|---|---|---|
| 1 | Engage in the sale or exchange, or leasing of property with a disqualified person? Yes | No |
| 2 | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes | No |
| 3 | Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes | No |
| 4 | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes | No |
| 5 | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes | No |
| 6 | Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant in or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes | No |
| b | If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Yes | 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 2009? Yes | 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? Yes | No |
   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 the instructions.) Yes | No |
   c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. Yes | No |

3a Did the foundation hold more than 2% direct or indirect interest in any business enterprise at any time during the year? Yes | No |

b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) Yes | No |

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?  
   
   _4a_ X  

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?  
   
   _4b_ X
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 [x] 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 [x] No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [x] 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 4946(o)(2)? (see instructions) [ ] Yes [x] 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 [x] 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)

Organizations relying on a current notice regarding disaster assistance check here [ ]

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

5b N/A

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

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

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

6b X

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

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

7b N/A

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).

<table>
<thead>
<tr>
<th>(a) Name and address</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation (If not paid, enter -0-)</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>MARK W HEISING</td>
<td>SECRETARY</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>2000 UNIVERSITY AVEN SUITE 610</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>EAST PALO ALTO, CA 94303</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ELIZABETH D SIMONS</td>
<td>PRESIDENT</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>2000 UNIVERSITY AVE, SUITE 610</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>EAST PALO ALTO, CA 94303</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $50,000</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans and deferred compensation</th>
<th>(e) Expense account, other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

Total number of other employees paid over $50,000 [ ]

BAA

Form 990-PF (2009)
<table>
<thead>
<tr>
<th>Part VIII</th>
<th>Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)</th>
</tr>
</thead>
<tbody>
<tr>
<td>3 Five highest-paid independent contractors for professional services — (see instructions). If none, enter &quot;NONE.&quot;</td>
<td></td>
</tr>
</tbody>
</table>

(a) Name and address of each person paid more than $50,000

<table>
<thead>
<tr>
<th>NONE</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<tr>
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<td></td>
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<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>(b) Type of service</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
<tr>
<td></td>
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<tr>
<td></td>
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<td></td>
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<tr>
<td></td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td></td>
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<td></td>
</tr>
<tr>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Total number of others receiving over $50,000 for professional services</th>
</tr>
</thead>
<tbody>
<tr>
<td>0</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Part IX-A</th>
<th>Summary of Direct Charitable Activities</th>
</tr>
</thead>
<tbody>
<tr>
<td>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.</td>
<td></td>
</tr>
<tr>
<td>Expenses</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>1 N/A</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
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|   |               |

| 4 |               |
|   |               |
|   |               |
|   |               |
|   |               |

<table>
<thead>
<tr>
<th>Part IX-B</th>
<th>Summary of Program-Related Investments (see instructions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.</td>
<td></td>
</tr>
<tr>
<td>Amount</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>1 N/A</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

| 2 |               |
|   |               |
|   |               |
|   |               |
|   |               |

<table>
<thead>
<tr>
<th>All other program-related investments See instructions.</th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Total. Add lines 1 through 3</th>
</tr>
</thead>
<tbody>
<tr>
<td>0.</td>
</tr>
</tbody>
</table>

BAA
**Part X: Minimum Investment Return**

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:</td>
<td></td>
</tr>
<tr>
<td>a Average monthly fair market value of securities</td>
<td>$78,841,665</td>
</tr>
<tr>
<td>b Average of monthly cash balances</td>
<td>$2,301,947</td>
</tr>
<tr>
<td>c Fair market value of all other assets (see instructions)</td>
<td></td>
</tr>
<tr>
<td>d Total (add lines 1a, b, and c).</td>
<td>$81,143,612</td>
</tr>
<tr>
<td>e Reduction claimed for blockage or other factors reported on lines 1a and 1c</td>
<td>$0</td>
</tr>
<tr>
<td>(attach detailed explanation)</td>
<td></td>
</tr>
<tr>
<td>2 Acquisition indebtedness applicable to line 1 assets</td>
<td>$0</td>
</tr>
<tr>
<td>3 Subtract line 2 from line 1d</td>
<td>$81,143,612</td>
</tr>
<tr>
<td>4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3</td>
<td>$1,217,154</td>
</tr>
<tr>
<td>(for greater amount, see instructions)</td>
<td></td>
</tr>
<tr>
<td>5 Net value of noncharitable-use assets. Subtract line 4 from line 3</td>
<td>$79,926,458</td>
</tr>
<tr>
<td>Enter here and on Part V, line 4</td>
<td></td>
</tr>
<tr>
<td>6 Minimum investment return. Enter 5% of line 5</td>
<td>$3,396,323</td>
</tr>
</tbody>
</table>

**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.)

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Minimum investment return from Part X, line 6</td>
<td>$3,396,323</td>
</tr>
<tr>
<td>2a Tax on investment income for 2009 from Part VI, line 5</td>
<td>$91,223</td>
</tr>
<tr>
<td>2b Income tax for 2009. (This does not include the tax from Part VI).</td>
<td></td>
</tr>
<tr>
<td>2c Add lines 2a and 2b</td>
<td>$91,223</td>
</tr>
<tr>
<td>3 Distributable amount before adjustments. Subtract line 2c from line 1</td>
<td>$3,905,100</td>
</tr>
<tr>
<td>4 Recoveries of amounts treated as qualifying distributions</td>
<td></td>
</tr>
<tr>
<td>5 Add lines 3 and 4</td>
<td></td>
</tr>
<tr>
<td>6 Deduction from distributable amount (see instructions)</td>
<td></td>
</tr>
<tr>
<td>7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1</td>
<td>$3,905,100</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.</td>
<td>$5,130,171</td>
</tr>
<tr>
<td>a Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26</td>
<td></td>
</tr>
<tr>
<td>b Program-related investments – total from Part IX-B</td>
<td></td>
</tr>
<tr>
<td>2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes</td>
<td></td>
</tr>
<tr>
<td>3 Amounts set aside for specific charitable projects that satisfy the:</td>
<td></td>
</tr>
<tr>
<td>a Suitability test (prior IRS approval required)</td>
<td></td>
</tr>
<tr>
<td>b Cash distribution test (attach the required schedule)</td>
<td></td>
</tr>
<tr>
<td>4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4</td>
<td>$5,130,171</td>
</tr>
<tr>
<td>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)</td>
<td>$5,130,171</td>
</tr>
<tr>
<td>6 Adjusted qualifying distributions. Subtract line 5 from line 4</td>
<td>$5,130,171</td>
</tr>
</tbody>
</table>

**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)

<table>
<thead>
<tr>
<th>(a)</th>
<th>(b)</th>
<th>(c)</th>
<th>(d)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Distributable amount for 2009 from Part XI, line 7</td>
<td></td>
<td></td>
<td>3,905,100</td>
</tr>
<tr>
<td>2 Undistributed income, if any, as of the end of 2009:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Enter amount for 2008 only</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>b Total for prior years: 20, 20, 20</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>3 Excess distributions carryover, if any, to 2009:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a From 2004</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b From 2005</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c From 2006</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d From 2007</td>
<td></td>
<td></td>
<td>228,113</td>
</tr>
<tr>
<td>e From 2008</td>
<td></td>
<td></td>
<td>2,031,281</td>
</tr>
<tr>
<td>f Total of lines 3a through e</td>
<td></td>
<td></td>
<td>2,259,394</td>
</tr>
<tr>
<td>4 Qualifying distributions for 2009 from Part XII, line 4: $5,130,171</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Applied to 2008, but not more than line 2a</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>b Applied to undistributed income of prior years (Election required – see instructions)</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>c Treated as distributions out of corpus (Election required – see instructions)</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>d Applied to 2009 distributable amount</td>
<td></td>
<td></td>
<td>3,905,100</td>
</tr>
<tr>
<td>e Remaining amount distributed out of corpus</td>
<td></td>
<td></td>
<td>1,225,071</td>
</tr>
<tr>
<td>5 Excess distributions carryover applied to 2009. (If an amount appears in column (d), the same amount must be shown in column (a))</td>
<td></td>
<td></td>
<td>0</td>
</tr>
</tbody>
</table>

### Enter the net total of each column as indicated below:

| a | 3,484,465 |
| b | 0 |
| c | 0 |
| d | 0 |
| e | 0 |
| f | 0 |

<table>
<thead>
<tr>
<th>7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)</th>
<th>0</th>
</tr>
</thead>
<tbody>
<tr>
<td>8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)</td>
<td>0</td>
</tr>
<tr>
<td>9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a</td>
<td>3,484,465</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>10 Analysis of line 9:</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>a Excess from 2005</td>
<td></td>
</tr>
<tr>
<td>b Excess from 2006</td>
<td></td>
</tr>
<tr>
<td>c Excess from 2007</td>
<td>228,113</td>
</tr>
<tr>
<td>d Excess from 2008</td>
<td>2,031,281</td>
</tr>
<tr>
<td>e Excess from 2009</td>
<td>1,225,071</td>
</tr>
</tbody>
</table>

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Form 990-PF (2009) THE HEISING-SIMONS FOUNDATION 26-0799587 Page 9
### Part X 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 2009, enter the date of the ruling.

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.

   b 85% of line 2a

   c Qualifying distributions from Part XII, line 4 for each year listed

   d Amounts included in line 2c not used directly for active conduct of exempt activities

   e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.

3 Complete 3a, b, or c for the alternative test relied upon:

   a 'Assets' alternative test—enter:

   (1) Value of all assets

   (2) Value of assets qualifying under section 4942(j)(3) of

   b 'Endowment' alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

   c 'Support' alternative test—enter:

   (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

   (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

   (3) Largest amount of support from an exempt organization

   (4) Gross investment income

### Part XIX 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)).

   ELIZABETH D SIMONS

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

   NONE

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

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

   a The name, address, and telephone number 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:
<table>
<thead>
<tr>
<th>Recipient</th>
<th>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</th>
<th>Foundation status of recipient</th>
<th>Purpose of grant or contribution</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>a Paid during the year</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SEE STATEMENT 7</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Total</th>
<th></th>
<th></th>
<th>3a</th>
<th>4,956,191</th>
</tr>
</thead>
<tbody>
<tr>
<td>b Approved for future payment</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SEE STATEMENT 8</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Total</th>
<th></th>
<th></th>
<th>3b</th>
<th>8,371,183</th>
</tr>
</thead>
</table>

BAA
### Part XVI-A  Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

<table>
<thead>
<tr>
<th>Unrelated business income</th>
<th>Excluded by section 512, 513, or 514</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a) Business code</td>
<td>(b) Amount</td>
</tr>
<tr>
<td>------------------------</td>
<td>-----------</td>
</tr>
<tr>
<td>1 Program service revenue</td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
</tr>
<tr>
<td>f</td>
<td></td>
</tr>
<tr>
<td>g Fees and contracts from government agencies</td>
<td></td>
</tr>
<tr>
<td>2 Membership dues and assessments</td>
<td></td>
</tr>
<tr>
<td>3 Interest on savings and temporary cash investments</td>
<td>14</td>
</tr>
<tr>
<td>4 Dividends and interest from securities</td>
<td></td>
</tr>
<tr>
<td>5 Net rental income or (loss) from real estate:</td>
<td></td>
</tr>
<tr>
<td>a Debt-financed property</td>
<td></td>
</tr>
<tr>
<td>b Not debt-financed property</td>
<td></td>
</tr>
<tr>
<td>6 Net rental income or (loss) from personal property</td>
<td></td>
</tr>
<tr>
<td>7 Other investment income</td>
<td></td>
</tr>
<tr>
<td>8 Gain or (loss) from sales of assets other than inventory</td>
<td></td>
</tr>
<tr>
<td>9 Net income or (loss) from special events</td>
<td></td>
</tr>
<tr>
<td>10 Gross profit or (loss) from sales of inventory</td>
<td></td>
</tr>
<tr>
<td>11 Other revenue:</td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
</tr>
<tr>
<td>12 Subtotal. Add columns (b), (d), and (e)</td>
<td>2,164.</td>
</tr>
<tr>
<td>13 Total. Add line 12, columns (b), (d), and (e)</td>
<td>13</td>
</tr>
</tbody>
</table>

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

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

**Line No.**

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)

**N/A**
**Part XVII: Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

   a. Transfers from the reporting foundation to a noncharitable exempt organization of:
      
      (1) Cash ...........................................  
      1a (1) X  
      (2) Other assets.  
      1a (2) X  
   
   b. Other transactions:
      
      (1) Sales of assets to a noncharitable exempt organization  
      1b (1) X  
      (2) Purchases of assets from a noncharitable exempt organization  
      1b (2) X  
      (3) Rental of facilities, equipment, or other assets  
      1b (3) X  
      (4) Reimbursement arrangements  
      1b (4) X  
      (5) Loans or loan guarantees  
      1b (5) X  
      (6) Performance of services or membership or fundraising solicitations  
      1b (6) X  
   
   c. Sharing of facilities, equipment, mailing lists, other assets, or paid employees  
      1c X  

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

<table>
<thead>
<tr>
<th>(a) Line no.</th>
<th>(b) Amount involved</th>
<th>(c) Name of noncharitable exempt organization</th>
<th>(d) Description of transfers, transactions, and sharing arrangements</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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?  
   x Yes  

2b. If “Yes,” complete the following schedule.

<table>
<thead>
<tr>
<th>(a) Name of organization</th>
<th>(b) Type of organization</th>
<th>(c) Description of relationship</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

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 preparation (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee  
Date 11/12/10  
Title SECRETARY

Paid Preparer's Use Only

Preparer’s signature: BRENT M. BAXTER  
Date 11/10/2010  
Check if self-employed: N/A  
Preparer’s Identifying number (See Signature at the Inset) EIN N/A  
Address: 3470 MT. DIABLO BLVD. #A110  
LAFAYETTE, CA 94549  
Phone no: (925) 299-1040

Form 990-PF (2009)
The document is a Schedule B (Form 990, 990-EZ, or 990-PF) for contributors for the year 2009. The organization is "THE HEISING-SIMONS FOUNDATION," and its employer identification number is 26-0799587.

### Schedule of Contributors 2009

<table>
<thead>
<tr>
<th>Name of the organization</th>
<th>Employer identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td>THE HEISING-SIMONS FOUNDATION</td>
<td>26-0799587</td>
</tr>
</tbody>
</table>

#### Organization type (check one):

- **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 —**

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

**Special Rules —**

- For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(x) 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, aggregate 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 aggregate 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 their Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF.

**BAA** For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.
### Contributors

<table>
<thead>
<tr>
<th>(a) Number</th>
<th>(b) Name, address, and ZIP + 4</th>
<th>(c) Aggregate contributions</th>
<th>(d) Type of contribution</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>THE ELIZABETH SIMONS DE TR I</td>
<td>$11,500,000</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td>500 STANTON CHRISTIANA ROAD</td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td>NEWARK, DE 19713</td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td>2</td>
<td>JAMES H. SIMONS</td>
<td>$2,000,000</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td>1060 FIFTH AVENUE</td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td>NEW YORK, NY 10128</td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td>3</td>
<td>THE ELIZABETH SIMONS DE TRUST III</td>
<td>$8,535,000</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td>500 STANTON CHRISTIANA RD</td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td>NEWARK, DE 19713</td>
<td></td>
<td>Noncash</td>
</tr>
<tr>
<td>4</td>
<td>MARILYN AND JAMES SIMONS</td>
<td>$400,000</td>
<td>Person X</td>
</tr>
<tr>
<td></td>
<td>1060 FIFTH AVENUE</td>
<td></td>
<td>Payroll</td>
</tr>
<tr>
<td></td>
<td>NEW YORK, NY 10128</td>
<td></td>
<td>Noncash</td>
</tr>
</tbody>
</table>

(Complete Part II if there is a noncash contribution.)
**Noncash Property (see instructions.)**

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Description of noncash property given</th>
<th>(c) FMV (or estimate) (see instructions)</th>
<th>(d) Date received</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>
**Part III:** Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10)
organizations aggregating more than $1,000 for the year. (Complete cols (a) through (e) and the following line entry.)

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

<table>
<thead>
<tr>
<th>(a) No. from Part I</th>
<th>(b) Purpose of gift</th>
<th>(c) Use of gift</th>
<th>(d) Description of how gift is held</th>
<th>(e) Transfer of gift</th>
<th>Transferee's name, address, and ZIP + 4</th>
<th>Relationship of transferor to transferee</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### STATEMENT 6
**FORM 990-PF, PART VI, LINE 9**
**TAX DUE**

<table>
<thead>
<tr>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>$ 91,224.</td>
</tr>
<tr>
<td>2,737.</td>
</tr>
<tr>
<td>914.</td>
</tr>
<tr>
<td><strong>TOTAL $ 94,875.</strong></td>
</tr>
</tbody>
</table>

### STATEMENT 7
**FORM 990-PF, PART XV, LINE 3A**
**RECIPIENT PAID DURING THE YEAR**

<table>
<thead>
<tr>
<th>NAME AND ADDRESS</th>
<th>DONEE RELATIONSHIP</th>
<th>FOUNDATION STATUS</th>
<th>PURPOSE OF GRANT</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>ENVIRONMENTAL DEFENSE</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>123 MISSION STREET, 28TH FLOOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94105</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NONE</td>
<td>PUBLIC</td>
<td>FISHERIES MANAGEMENT</td>
<td>$ 1,093,750.</td>
<td></td>
</tr>
<tr>
<td>UC BERKELEY FOUNDATION</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2150 SHATTUCK AVENUE, SUITE 300</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>BERKELEY, CA 94704</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NONE</td>
<td>PUBLIC</td>
<td>EDUCATION</td>
<td>20,000.</td>
<td></td>
</tr>
<tr>
<td>BIPARTISAN POLICY CENTER</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1225 EYE STREET, NW, SUITE 1000</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>WASHINGTON, DC 20005</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>NONE</td>
<td>PUBLIC</td>
<td>POLICY</td>
<td>625,000.</td>
<td></td>
</tr>
<tr>
<td>CA COUNCIL ON SCIENCE &amp; TECHNOLOGY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5005 LA MART DRIVE, SUITE 105</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>RIVERSIDE, CA 92507</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>NONE</td>
<td>PUBLIC</td>
<td>EDUCATION</td>
<td>250,000.</td>
<td></td>
</tr>
<tr>
<td>THE DAILY CALIFORNIAN</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>600 ESHELEMAN HALL - UC BERKELEY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>BERKELEY, CA 94720</td>
<td></td>
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<tr>
<td>NONE</td>
<td>PUBLIC</td>
<td>EDUCATION</td>
<td>12,950.</td>
<td></td>
</tr>
<tr>
<td>LEVEL PLAYING FIELD INSTITUTE</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>543 HOWARD STREET, 5TH FLOOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SAN FRANCISCO, CA 94501</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>NONE</td>
<td>PUBLIC</td>
<td>EDUCATION</td>
<td>333,334.</td>
<td></td>
</tr>
<tr>
<td>STANFORD UNIVERSITY SCHOOL OF EDUCATION</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>485 LASUEN MALL</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>STANFORD, CA 94305</td>
<td></td>
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<tr>
<td>NONE</td>
<td>PUBLIC</td>
<td>EDUCATION</td>
<td>79,000.</td>
<td></td>
</tr>
<tr>
<td>BROWN UNIVERSITY</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>110 ELM STREET</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>PROVIDENCE, RI 02912</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NONE</td>
<td>PUBLIC</td>
<td>OTHER</td>
<td>850,000.</td>
<td></td>
</tr>
</tbody>
</table>
### Statement 1
**Form 990-PF, Part I, Line 16A**
**Legal Fees**

<table>
<thead>
<tr>
<th>(A) Expenses</th>
<th>(B) Net Investment Income</th>
<th>(C) Adjusted Net Income</th>
<th>(D) Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>LEGAL</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>$15,176.</td>
<td></td>
<td>$15,176.</td>
<td>$15,176.</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>$15,176.</td>
<td>$0.</td>
<td></td>
<td>$15,176.</td>
</tr>
</tbody>
</table>

### Statement 2
**Form 990-PF, Part I, Line 16B**
**Accounting Fees**

<table>
<thead>
<tr>
<th>(A) Expenses</th>
<th>(B) Net Investment Income</th>
<th>(C) Adjusted Net Income</th>
<th>(D) Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ACCOUNTING AND AUDITING</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>$21,955.</td>
<td></td>
<td>$21,955.</td>
<td>$21,955.</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>$21,955.</td>
<td>$0.</td>
<td></td>
<td>$21,955.</td>
</tr>
</tbody>
</table>

### Statement 3
**Form 990-PF, Part I, Line 23**
**Other Expenses**

<table>
<thead>
<tr>
<th>(A) Expenses</th>
<th>(B) Net Investment Income</th>
<th>(C) Adjusted Net Income</th>
<th>(D) Charitable Purposes</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>MISCELLANEOUS</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>$1,071.</td>
<td></td>
<td>$1,071.</td>
<td>$1,071.</td>
</tr>
<tr>
<td><strong>CONSULTING FEES</strong></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>135,778.</td>
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<td>135,778.</td>
<td>135,778.</td>
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<td><strong>TOTAL</strong></td>
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<td>$136,849.</td>
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### Statement 4
**Form 990-PF, Part II, Line 15**
**Other Assets**

<table>
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<tr>
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<th>Book Value</th>
<th>Fair Market Value</th>
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<tr>
<td><strong>INVESTMENTS</strong></td>
<td>$47,229,499</td>
<td>$93,408,826</td>
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<td><strong>TOTAL</strong></td>
<td>$47,229,499</td>
<td>$93,408,826</td>
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</tbody>
</table>

### Statement 5
**Form 990-PF, Part III, Line 5**
**Other Decreases**

<p>| <strong>CHANGE IN GRANTS PAYABLE</strong> | $6,549,752. |
| <strong>TOTAL</strong>                   | $6,549,752. |</p>
<table>
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<tr>
<th>Name and Address</th>
<th>Donee Relationship</th>
<th>Foundation Status</th>
<th>Purpose of Grant</th>
<th>Amount</th>
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<td>CLEAN AIR TASK FORCE</td>
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<td>BOSTON, MA 02108</td>
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<td>MOUNTAIN VIEW, CA 94402</td>
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<td>INTERNEWS NETWORK</td>
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<td>ARCATA, CA 95518</td>
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<tr>
<td>SANTA CLARA COUNTY PARTNERSHIP FOR SCHOOLS</td>
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<td>1922 THE ALAMEDA</td>
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<td>SAN JOSE, CA 95126</td>
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<td>MENLO SCHOOL</td>
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<td>50 VALPARAISO AVENUE</td>
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<td>ATHERTON, CA 94027</td>
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<td>UC REGENTS</td>
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<td>PALO ALTO UNIFIED SCHOOL DISTRICT</td>
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<td>PALO ALTO, CA 94303</td>
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<td>EAST PALO ALTO KIDS FOUNDATION</td>
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<tr>
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<td>SAN FRANCISCO, CA 94102</td>
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<td>THE SCHOOL FUND</td>
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### STATEMENT 7 (CONTINUED)

**FORM 990-PF, PART XV, LINE 3A**

**RECIPIENT PAID DURING THE YEAR**

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Donor Relationship</th>
<th>Foundation Status</th>
<th>Purpose of Grant</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>READING PARTNERS 106 LINDEN, SUITE 202</td>
<td>NONE</td>
<td>PUBLIC</td>
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<tr>
<td>OAKLAND, CA 94607</td>
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<tr>
<td>BATON ROUGE YOUTH COALITION</td>
<td>NONE</td>
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<td>4559 ORCHID STREET BATON ROUGE, LA 70808</td>
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<td><strong>TOTAL $ 4,956,191.</strong></td>
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### STATEMENT 8

**FORM 990-PF, PART XV, LINE 3B**

**RECIPIENT APPROVED FOR FUTURE PAYMENT**

<table>
<thead>
<tr>
<th>Name and Address</th>
<th>Donor Relationship</th>
<th>Foundation Status</th>
<th>Purpose of Grant</th>
<th>Amount</th>
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<tbody>
<tr>
<td>ENVIRONMENTAL DEFENSE 123 MISSION STREET, 28TH FLOOR SAN FRANCISCO, CA 94105</td>
<td>NONE</td>
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<td>ENVIRONMENTAL</td>
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<tr>
<td>STANFORD UNIVERSITY SCHOOL OF EDUCATION 485 LASUEN MALL STANFORD, CA 94305</td>
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<tr>
<td>BIPARTISAN POLICY CENTER 1225 EYE STREET, NW, SUITE 1000 WASHINGTON, DC 20005</td>
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<td>POLICY</td>
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<td>THE DAILY CALIFORNIAN 600 ESHELMEAN HALL - UC BERKELEY BERKELEY, CA 94720</td>
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<td>EDUCATION</td>
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<tr>
<td>BROWN UNIVERSITY 110 ELM STREET PROVIDENCE, RI 02912</td>
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</tr>
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<td>MENLO SCHOOL 50 VALPARAISO AVENUE ATHERTON, CA 94027</td>
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<td>PALO ALTO UNIFIED SCHOOL DISTRICT 4120 MIDDLEFIELD ROAD PALO ALTO, CA 94303</td>
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<td>FOUNDATION STATUS</td>
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<tr>
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<td>106 LINDEN, SUITE 202</td>
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