

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

2004

Department of the Treasury
 Internal Revenue Service

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

For calendar year 2004, or tax year beginning **July 1**, 2004, and ending **June 30**, 20 **05**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization The Annenberg Foundation		A Employer identification number 23 : 6257083
	Number and street (or P O box number if mail is not delivered to street address) 150 N. Radnor Chester Road	Room/suite A-200	B Telephone number (see page 10 of the instructions) (610) 341-9066
	City or town, state, and ZIP code Radnor , PA 19087		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here . . . <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation . . . <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,603,501,021		J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
		E If private foundation status was terminated under section 507(b)(1)(A), check here . . . <input type="checkbox"/>	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . <input type="checkbox"/>	

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 page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received Schedule Sch B	14,761,005			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	2,149,276	2,149,276		
	4 Dividends and interest from securities	60,504,385	60,504,385		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	80,106,854			
	b Gross sales price for all assets on line 6a 2,704,859,334				
	7 Capital gain net income (from Part IV, Schedule 1 line 2)		80,106,854		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 4,448,590				
b Less: Cost of goods sold, 1,091,278					
c Gross profit or (loss) (schedule) Schedule 2	3,357,312		3,357,312		
11 Other income (attach schedule)		4,172,800			
12 Total. Add lines 1 through 11	160,878,832	146,933,315	3,357,312		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	430,116	95,306	0	329,443
	14 Other employee salaries and wages	1,373,979		497,468	907,087
	15 Pension plans, employee benefits	633,592	27,932	185,356	423,551
	16a Legal fees (attach schedule), Schedule 3	541,962	22,794	33,509	474,950
	b Accounting fees (attach schedule) Schedule 3	48,119			44,619
	c Other professional fees (schedule) Schedule 3	11,327,201	3,981,287	1,702,846	5,821,650
	17 Interest				
	18 Taxes (see page 14 of the instructions) Schedule 4	1,900,072	85,463	18	3,799
	19 Depreciation and depletion Schedule 5	404,388		14,300	
	20 Occupancy	989,463		154,392	836,041
	21 Travel, conferences, and meetings	395,551	4,007	28,312	331,498
	22 Printing and publications	158,363		38,233	75,118
	23 Other expenses (attach schedule), Schedule 6	1,040,038	851	702,878	371,662
	24 Total operating and administrative expenses. Add lines 13 through 23	19,242,844	4,217,640	3,357,312	9,619,418
	25 Contributions, gifts, grants paid	388,509,567			251,663,628
26 Total expenses and disbursements. Add lines 24 and 25	407,752,411	4,217,640	3,357,312	261,283,046	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	(246,873,579)				
b Net investment income (if negative, enter -0-)		142,715,675			
c Adjusted net income (if negative, enter -0-)			0		

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Form 990-PF (2004)

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IRS-OSS

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,400	1,400	1,400
	2 Savings and temporary cash investments	105,128,538	99,900,257	99,900,257
	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) Schedule 7	136,824,997	87,060,232	87,060,232
	7 Other notes and loans receivable▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use.	541,192	532,390	532,390
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations Schedule 8,9,10	447,192,004	419,627,360	419,627,360
	b Investments—corporate stock (schedule) Schedule 8,9,10	1,769,628,146	1,793,465,175	1,793,465,175
	c Investments—corporate bonds (schedule) Schedule 8,9,10	216,210,136	191,061,759	191,061,759
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment basis ▶ 2,353,597 Less accumulated depreciation ▶ 1,463,099	1,024,472	890,498	890,498
15 Other assets ▶ Schedule 11)	19,211,158	10,961,950	10,961,950	
16 Total assets (to be completed by all filers—see page 16 of the instructions. Also, see page 1, item I)	2,695,762,043	2,603,501,021	2,603,501,021	
Liabilities	17 Accounts payable and accrued expenses	1,063,658	1,396,601	
	18 Grants payable	290,874,764	427,873,314	
	19 Deferred revenue.			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (schedule)			
	22 Other liabilities (describe ▶ Schedule 12)	6,701,057	6,074,070	
23 Total liabilities (add lines 17 through 22).	298,639,479	435,343,985		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	2,397,121,564	2,168,156,036	
	25 Temporarily restricted			
	26 Permanently restricted	1,000	1,000	
	Organizations 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)	2,397,122,564	2,168,157,036		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,695,762,043	2,603,501,021		

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	2,397,122,564
2 Enter amount from Part I, line 27a.	2	(246,873,579)
3 Other increases not included in line 2 (itemize) ▶ See Schedule 13	3	17,908,051
4 Add lines 1, 2, and 3	4	2,168,157,036
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30.	6	2,168,157,036

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Schedule 1				
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 2,704,859,334		2,624,752,480	80,106,854	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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			80,106,854	
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	80,106,854
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3	
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8				

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the organization 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))
2003	216,781,580	2,397,448,281	9.04%
2002	194,449,406	2,213,944,033	8.78%
2001	345,196,604	2,678,312,981	12.89%
2000	136,142,746	2,917,733,137	4.67%
1999	129,798,330	2,929,765,082	4.43%
2 Total of line 1, column (d)			39.81%
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			7.96%
4 Enter the net value of noncharitable-use assets for 2004 from Part X, line 5			2,450,209,691
5 Multiply line 4 by line 3			195,085,696
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,427,157
7 Add lines 5 and 6			196,512,853
8 Enter qualifying distributions from Part XII, line 4			261,283,046

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 on page 18.

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 letter: (attach copy of ruling letter if necessary—see instructions)			
b	Domestic organizations 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	1,427,157	
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		
3	Add lines 1 and 2.	3	1,427,157	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,427,157	
6	Credits/Payments:			
a	2004 estimated tax payments and 2003 overpayment credited to 2004	6a	1,443,568	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld.	6d		
7	Total credits and payments. Add lines 6a through 6d.	7	1,443,568	
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	0	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,411	
11	Enter the amount of line 10 to be: Credited to 2005 estimated tax ▶ 16,411 Refunded ▶	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a		✓
1b		✓
<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 organization in connection with the activities.</i>		
1c		✓
d		
e		
2		✓
3		✓
4a		✓
4b		N/A
5		✓
6	✓	
7	✓	
8a		
8b	✓	
9		✓
10		✓
11	✓	
12	The books are in care of ▶ <u>Paul J. Manganiello</u> Telephone no. ▶ <u>610-341-9268</u> Located at ▶ <u>150 N. Radnor Chester Road Suite A-200, Radnor, PA</u> ZIP+4 ▶ <u>19087-5272</u>	
13	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 ▶ 13	

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.

- 1a During the year did the organization (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
c Did the organization 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 2004?
2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2004, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2004?
b Are there any years listed in 2a for which the organization is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
b If "Yes," did it have excess business holdings in 2004 as a result of (1) any purchase by the organization 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?
4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?
b Did the organization 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 2004?
5a During the year did the organization pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(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)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?
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 page 20 of the instructions)?
c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?
6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?
b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If you answered "Yes" to 6b, also file Form 8870.

Table with 3 columns: Question ID, Yes, No. Contains checkboxes and checkmarks for each question.

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 page 20 of the 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 Attached Schedule 14		428,729	85,779	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 21 of the 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
Leonard Aube 10877 Wilshire Blvd., Los Angeles, CA	Man Dir 35/wk	180,534	22,322	0
Scott Roberts 1301 Pennsylvania Ave, Washington, DC	Director 35/wk	146,640	28,455	0
Peter Neal 1301 Pennsylvania Ave, Washington, DC	Ass Dir 35/wk	99,002	22,824	0
David Valentine 150 Radnor Chester Road, Radnor, PA	Control 35/wk	98,985	20,185	0
Gillian Norris-Szanto 150 Radnor Chester Road, Radnor, PA	Sr Prg Off 35/wk	89,573	33,391	0

Total number of other employees paid over \$50,000. ▶ 6

3 Five highest-paid independent contractors for professional services—(see page 21 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Bessemer Trust Co. NA 100 Woodbridge Center Drive, Woodbridge, NJ 07095-0983	Investment Management	1,097,841
Fiduciary Trust Co. International 600 Fifth Avenue, New York, NY 10020	Investment Management	624,248
Eagle Capital Management, LLC 499 Park Ave, New York, NY 10022	Investment Management	475,544
Jennison Associates LLC Grand Central P.O. Box 533, New York, NY 10163	Investment Management	425,208
Dilworth Paxson LLP 1735 Market Street, Philadelphia, PA 19103	Legal	369,569

Total number of others receiving over \$50,000 for professional services ▶ 9

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 Annenberg/CPB Program Washington, DC See Schedule 15	3,357,312
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 22 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	0
2	
All other program-related investments See page 22 of the instructions	
3 None	0
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 22 of the 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	2,375,181,174
b Average of monthly cash balances	1b	112,341,355
c Fair market value of all other assets (see page 22 of the instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,487,522,529
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	2,487,522,529
4 Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 23 of the instructions)	4	37,312,838
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,450,209,691
6 Minimum investment return. Enter 5% of line 5	6	122,510,485

Part XI Distributable Amount (see page 23 of the 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	122,510,485
2a Tax on investment income for 2004 from Part VI, line 5	2a	1,427,157
b Income tax for 2004. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	1,427,157
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	121,083,328
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	121,083,328
6 Deduction from distributable amount (see page 23 of the instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	121,083,328

Part XII Qualifying Distributions (see page 23 of the 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	261,283,046
b Program-related investments—total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	261,283,046
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 24 of the instructions)	5	1,427,157
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	259,855,889

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 page 24 of the instructions)

	(a) Corpus	(b) Years prior to 2003	(c) 2003	(d) 2004
1 Distributable amount for 2004 from Part XI, line 7				121,083,328
2 Undistributed income, if any, as of the end of 2003				
a Enter amount for 2003 only				
b Total for prior years: 20 <u>20</u> , 20 <u> </u> , 20 <u> </u>				
3 Excess distributions carryover, if any, to 2004:				
a From 1999				
b From 2000				
c From 2001	236,730,915			
d From 2002	85,511,852			
e From 2003	98,730,422			
f Total of lines 3a through e.	420,973,189			
4 Qualifying distributions for 2004 from Part XII, line 4: ▶ \$ 261,283,046				
a Applied to 2003, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 24 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 24 of the instructions)				
d Applied to 2004 distributable amount				121,083,328
e Remaining amount distributed out of corpus	140,199,718			
5 Excess distributions carryover applied to 2004 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	561,172,907			
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				
d Subtract line 6c from line 6b. Taxable amount—see page 25 of the instructions		0		
e Undistributed income for 2003. Subtract line 4a from line 2a. Taxable amount—see page 25 of the instructions			0	
f Undistributed income for 2004. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2005				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 25 of the instructions)				
8 Excess distributions carryover from 1999 not applied on line 5 or line 7 (see page 25 of the instructions)				
9 Excess distributions carryover to 2005. Subtract lines 7 and 8 from line 6a	561,172,907			
10 Analysis of line 9:				
a Excess from 2000				
b Excess from 2001	236,730,915			
c Excess from 2002	85,511,852			
d Excess from 2003	98,730,422			
e Excess from 2004	140,199,718			

Part XIV Private Operating Foundations (see page 25 of the 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 2004, enter the date of the ruling. ▶	N/A				
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)					
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year (a) 2004	Prior 3 years (b) 2003 (c) 2002 (d) 2001			(e) Total
		N/A	N/A	N/A	N/A	N/A
b	85% of line 2a	N/A	N/A	N/A	N/A	N/A
c	Qualifying distributions from Part XII, line 4 for each year listed	N/A	N/A			N/A
d	Amounts included in line 2c not used directly for active conduct of exempt activities					N/A
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	N/A	N/A	N/A	N/A	N/A
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter:					
	(1) Value of all assets					N/A
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					N/A
b	"Endowment" alternative test—enter 3/4 of minimum investment return shown in Part X, line 6 for each year listed	N/A	N/A	N/A	N/A	N/A
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)					N/A
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					N/A
	(3) Largest amount of support from an exempt organization					N/A
	(4) Gross investment income					N/A

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 page 26 of the 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).)

See Schedule 16

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

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see page 26 of the 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:

See Schedule 17

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

See Schedule 18

c Any submission deadlines:

None

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

Grants are generally not given to individuals and the Foundation does not solicit applications. Sch 18

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
<p>a <i>Paid during the year</i> See Schedule 19</p>				251,663,628
<p>Total ▶ 3a</p>				251,663,628
<p>b <i>Approved for future payment</i> See Schedule 20</p>				427,873,314
<p>Total ▶ 3b</p>				427,873,314

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2004

Name of organization

The Annenberg Foundation

Employer identification number

23:6257083

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (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 organizations 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 Form 990-EZ, that met the 33½% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some 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: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
The Annenberg Foundation

Employer identification number
23 6257083

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	The Estate of Walter H. Annenberg ----- 150 N. Radnor Chester Road A-200 ----- Radnor, PA 19087 -----	\$ 14,761,005 -----	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ ----- -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ ----- -----	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.)

The Annenberg Foundation
 23-6257083
 Fiscal Year Ended June 30, 2004

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

SCHEDULE 1

Description of Property *	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
3M COMPANY	3/15/04	7/15/04-6/17/05	9,580,890	10,270,278	(689,387)
5TH 3RD BANCORP COM	9/29/04-1/27/05	6/3/05-6/6/05	2,973,182	3,350,021	(376,838)
ABBOTT LABORATORIES	3/26/04	7/1/04	500,000	504,950	(4,950)
ACCENTURE LTD	9/9/03-10/3/03	10/20/04-10/21/04	11,828,053	12,116,287	(288,234)
ADOBE SYSTEMS INC	1/27/04-2/12/2004	7/8/04-6/17/05	7,814,503	5,689,368	2,125,135
AETNA INC	11/2/04-5/17/05	12/14/04-6/22/05	369,090	302,022	67,069
AGILENT TECHNOLOGIES (IPO)	Various	3/30/05-4/4/05	182,760	204,357	(21,597)
ALCOA INC	Various	5/13/05-5/16/05	1,509,286	1,791,219	(281,933)
ALLSTATE CORP	3/7/02	12/8/04-6/17/05	6,801,754	6,397,928	403,826
ALTRIA GROUP INC COM	10/28/04-5/9/05	11/16/04-6/22/05	2,167,973	1,912,928	255,046
ALUMINUM CORP OF CHINA	5/9/05	2/24/05-6/1/05	1,621,802	1,696,338	(74,536)
AMDOCS LIMITED	11/10/04	3/15/05	480,510	433,755	46,755
AMERADA HESS CORP	10/28/04	2/1/05-4/19/05	1,089,228	1,033,205	56,023
AMERICA MOVIL SERIES 144A 5.5%	5/19/04	9/23/04	1,870,322	1,885,370	(15,048)
AMERICA MOVIL SERIES L	5/19/04	10/5/04-10/6/04	7,418,997	6,328,053	1,090,944
AMERICAN EAGLE OUTFITTERS INC	10/28/04	4/5/05	232,250	155,420	76,831
AMERICAN EXPRESS CO	11/5/04	10/20/04-6/17/05	26,874,973	21,581,308	5,293,664
AMERICAN EXPRESS CREDIT 3.0%	5/14/03	12/13/04	1,617,627	1,646,882	(29,255)
AMERICAN GENERAL FINANCE 5.375%	8/22/02	9/13/04	3,994,390	3,742,856	251,534
AMERICAN INTERNATIONAL GROUP INC	1/8/02-3/12/02	10/20/04-4/28/05	24,349,944	28,451,270	(4,101,326)
AMERICREDIT AUTOMOBILE RECEIVABLES TRUST	7/13/04-10/28/04	7/1/04-6/6/05	375,545	384,365	(8,821)
AMERICREDIT CORP	10/28/04	11/2/04	392,277	393,208	(932)
AMERITECH CAPITAL FUNDING 6.25%	9/13/04	12/16/04	4,067,453	4,082,896	(15,443)
AMGEN INC	2/2/04	10/20/04-6/17/05	17,890,477	17,766,410	124,066
AMOCO CDA PETE CO	3/26/04	9/28/04	762,795	765,304	(2,509)
ANALOG DEVICES INC	1/14/04	10/20/04-6/17/05	24,656,385	27,361,780	(2,705,395)
ANHEUSER-BUSCH COMPANIES INC	10/15/03	7/21/04-1/27/05	20,677,963	20,516,928	161,035
APACHE CORPORATION	5/12/03-5/15/03	9/30/04-10/21/04	11,759,701	8,241,253	3,518,449
APOLLO GROUP INC	10/30/03	8/24/04-10/21/04	12,807,346	12,415,335	392,010
APPLIED MATERIALS INC	12/28/01-6/6/03	8/23/04-10/20/04	18,386,962	20,566,744	(2,179,782)
ARCH CAPITAL GROUP LTD 7.35%	4/29/04	8/11/04	2,536,853	2,442,381	94,472
ARCH COAL INC	10/28/04	11/22/04-11/24/04	795,247	715,552	79,695
ARCHER DANIELS MIDLAND CO	Various	10/20/04-5/17/05	15,429,095	12,897,411	2,531,684

The Annenberg Foundation
 23-6257083
 Fiscal Year Ended June 30, 2004

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

SCHEDULE 1

Description of Property *	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
ASIF GLOBAL FINANCING 3.85%	1/3/02	4/20/05	2,377,416	2,395,680	(18,264)
ASPEN INSURANCE HLDGS LTD 6.0%	1/4/02	9/23/04	2,931,204	2,891,619	39,585
ASSET BACKED FUNDING CERTIFICATES SER 2002-SB1	7/14/03	7/1/04-8/1/04	64,974	66,626	(1,652)
ASSET BACKED FUNDING CORP NIM TRUST	7/8/04-7/28/04	8/1/04-5/26/05	270,715	270,429	286
ASSURED GUARANTY LTD	Various	4/22/04-5/18/04	2,378,114	2,172,491	205,623
AT & T WIRELESS GROUP	10/20/04	10/27/04	589,500	583,457	6,043
ATI TECHNOLOGIES	Various	6/29/04-9/20/05	13,009,758	13,125,516	(115,757)
AVAYA INC	Various	7/27/04-2/4/05	17,941,893	21,822,592	(3,880,698)
AVON PRODS INC COM USD0.25	4/2/04	6/17/05	1,977,498	2,385,153	(407,655)
AVON PRODUCTS INC	4/2/04	10/20/04-4/28/05	18,774,820	16,943,556	1,831,264
AXIS CAPITAL HOLDINGS LTD	3/17/05	4/14/05-4/25/05	981,769	1,012,894	(31,125)
BAKER HUGHES INC	1/27/05	4/26/05-6/17/05	2,008,242	1,843,754	164,488
BALL CORPORATION	9/6/09	3/15/05-3/16/05	375,928	339,047	36,882
BANC AMERICA MORTGAGE SECURITIES INC	5/29/03	7/1/04-5/26/05	1,188,411	1,196,718	(8,595)
BANK AMERICA CORP	1/27/05	4/26/05-6/17/05	10,160,798	970,304	9,190,494
BANK NY CO INC	1/2/05	2/15/20	139,037	140,463	(1,426)
BANK OF HAWAII CORP	10/28/04	2/8/05-2/15/05	863,334	888,163	(24,829)
BANKAMERICA CORP DISC COML PAPER	10/17/03	6/29/05	99,824	99,824	-
BAXTER INTL INC COM	Various	4/26/05-6/17/05	8,873,283	8,499,598	373,685
BEAR STEARNS COML MTG SECS INC 6.8	4/27/05	6/24/05	725	744	(18)
BEAZER HOMES USA INC	Various	4/5/05-4/12/05	439,124	468,215	(29,092)
BECTON DICKINSON & CO	2/2/05	5/17/05	681,715	676,684	5,031
BED BATH & BEYOND	1/17/02-4/10/02	2/25/05	6,974,671	6,073,533	901,137
BEST BUY CO INC	Various	10/20/04-10/21/04	14,227,579	12,946,791	1,280,788
BIOMET INC	2/12/04	10/15/04-6/17/05	7,947,571	8,118,929	(171,358)
BJ SERVICES CO	5/9/05	4/13/05-6/2/05	1,044,600	952,873	91,727
BJS WHSL CLUB INC	11/30/04	4/12/05-4/19/05	516,041	555,165	(39,124)
BMW VEHICLE OWNER TRUST ASSET BKD NOTE	7/9/04	7/1/04	224,187	224,678	(490)
BOEING CAPITAL CORP SENIOR NOTE	10/7/03	8/17/04	266,475	265,120	1,355
BP CAPITAL	11/3/03	12/17/04	4,852,274	4,882,703	(30,429)
BRINKER INTERNATIONAL INC	2/2/05	3/15/05-3/21/05	424,130	448,227	(24,097)
BRINKS CO	Various	2/15/05-2/23/05	702,222	795,581	(93,358)
BURLINGTON INRTHRN SANTA FE CORP	10/28/04	11/30/04	450,045	410,495	39,551

The Annenberg Foundation
 23-6257083
 Fiscal Year Ended June 30, 2004

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

SCHEDULE 1

Description of Property *	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
BURLINGTON NORTHN SANTA FE 8.125%	12/4/03	7/22/04-4/19/05	4,633,416	4,531,118	102,298
BURLINGTON RESOURCES INC	Various	8/12/04-2/9/05	13,758,520	11,245,180	2,513,340
CAPITAL AUTO RECEIVABLES AST TR 2005-SN1CL A-1 1.	4/22/05	6/15/05	18,902	18,902	-
CATERPILLAR INC COM	5/9/05	6/21/05-6/23/05	854,487	739,992	114,495
CBRL GROUP INC COM STK	3/18/05	6/14/05	1,009,671	1,062,748	(53,077)
CELESTICA INC SUB VTG SHS	2/7/05	6/7/05-6/9/05	230,524	246,852	(16,327)
CENDANT MORT CORP/BISHOPS GATE RESI MTG	6/29/04-10/7/04	7/1/04-9/1/04	158,261	158,583	(322)
CENTEX CORP	10/28/04	12/14/04	1,059,617	868,798	190,819
CENTEX HOME EQUITY LN TR ASSET	6/29/04	7/1/04-6/27/05	295,487	298,755	(3,269)
CHASE COML MTG SECS CORP 2000-1 CTF CL A-1 7.656	4/27/05	6/24/05	3,636	3,767	(131)
CHASE COMMERCIAL MORTGAGE SECURITIES COR	4/20/05	5/18/05	37,694	39,131	(1,437)
CHEMTURA CORP SEC # 2014637 EFF 7/1/05	6/27/05	6/28/05	555,315	546,262	9,053
CHICOS FAS INC	Various	10/20/04-10/21/04	17,695,582	19,511,587	(1,816,005)
CHUBB CORP	11/2/04	3/22/05	458,887	426,564	32,323
CIGNA CORP	Various	3/3/05-4/18/05	1,136,295	763,859	372,436
CIRCUIT CITY STORES INC	Various	12/14/04-1/1/05	791,013	858,740	(67,727)
CISCO SYSTEMS INC	4/4/03	10/20/04-6/23/05	16,651,521	15,329,447	1,322,074
CIT GROUP HOLDING NOTE 7.375%	10/28/04	6/27/05	275,240	274,803	438
CIT GROUP INC	10/28/04	3/29/05-4/4/05	954,102	918,467	35,636
CITICORP MORTGAGE SECURITIES INC.	8/18/03	5/26/05	6,252	6,278	(25)
CITICORP MTG SECS INC REMIC	8/18/03	7/1/04-10/1/04	348,287	353,511	(5,224)
CITIGROUP INC	10/28/04	3/29/05-4/4/05	16,170,681	16,892,670	(721,989)
CITIGROUP MTG LN TR 2003-HE3 CL A 4.02125%	4/5/05	6/27/05	1,614	1,614	-
CLOROX CO	10/28/04	1/19/05-6/17/05	7,491,784	6,616,609	875,175
COCA COLA CO	1/14/04	8/18/04-6/17/05	13,267,482	15,604,506	(2,337,024)
COMMERCIAL CR CO	3/26/04	8/1/04	500,000	508,820	(8,820)
COMMONWEALTH EDISON 1ST MTG 3.7%	1/14/03	8/3/04	1,998,760	1,997,720	1,040
COMMUNITY HEALTH SYSTEMS	Various	4/28/05	217,418	209,815	7,603
COMPANHIA VALE DO RIO DICE SPONSORED	Various	11/1/04-5/18/05	2,412,557	2,044,465	368,092
COMPASS BANCSHARES INC	1/25/05	2/15/05	441,033	440,395	639
CONOCOPHILLIPS	1/14/04	7/21/04-6/17/05	18,749,733	15,038,597	3,711,136
CONS EDISON CO OF NY 4.7%	8/3/04	1/19/05	4,306,974	4,290,299	16,675
CONSECO INC	Various	1/19/05-5/23/05	1,940,745	1,741,607	199,137

The Annenberg Foundation
 23-6257083
 Fiscal Year Ended June 30, 2004

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

SCHEDULE 1

Description of Property *	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
CONSOL ENERGY INC	10/28/04	11/5/04-11/9/04	647,320	605,124	42,195
CONSUMERS ENERGY ITC 4.25%	6/25/04	9/23/04	4,399,697	4,298,651	101,046
COOPER CAMERON CORP	5/9/05	9/23/04-6/2/05	2,044,478	1,947,568	96,911
CORE INVESTMENT GRADE BD TR I 2002	11/18/02	6/29/05	448,450	433,581	14,869
COSTCO WHOLESALE CORP	1/9/02-9/11/03	10/20/04-10/21/04	15,344,378	12,715,530	2,628,848
COUNTRYWIDE ASSET-BACKED CERTIFICATES	3/17/04	8/1/04-10/1/04	48,366	48,359	8
COUNTRYWIDE FINANCIAL CORP	3/17/04	9/28/04-11/2/04	17,343,279	15,769,226	1,574,053
COUNTRYWIDE HOME LOAN 4.0%	3/17/04	1/13/05	4,311,161	4,426,731	(115,570)
CREDIT SUISSE FB USA INC 4.625%	12/12/02	1/19/05	3,205,469	3,137,048	68,421
CREE INC	Various	1/19/05	473,744	666,794	(193,049)
CUMMINS INC	10/28/04-5/17/05	2/15/05-6/28/05	1,359,031	1,218,237	140,794
D R HORTON INC	11/16/04	2/15/05-4/11/05	1,104,130	946,221	157,909
DADE BEHRING HOLDINGS INC	Various	2/1/05	436,606	403,986	32,621
DAIMLERCHRYSLER NA HLDG 7.2%	9/19/03	9/23/04	3,839,416	3,778,488	60,928
DANSKE CORP DISC COM L PAPER 3/A3 SER A	Various	6/6/05	198,506	198,506	-
DEERE & CO	3/30/2004-5/24/05	10/19/04-6/21/05	9,433,193	10,427,208	(994,015)
DELL INC	9/14/04	10/15/04-6/17/05	3,172,508	3,074,715	97,793
DEVON ENERGY CORP	1/27/05	4/26/05-6/17/05	8,246,856	5,963,894	2,282,962
DIRECTV GROUP INC	10/28/04	11/2/04-1/11/05	422,075	450,901	(28,826)
DISNEY WALT CO	1/27/05	4/26/05-6/17/05	6,724,214	6,599,701	124,513
DOLBY LABORATORIES INC	5/16/05	3/1/05-3/3/05	61,295	48,600	12,695
DORAL FINL CORP	10/28/04	3/22/05-3/23/05	461,906	828,488	(366,582)
DOW CHEM CO COM	2/16/05-2/22/05	6/21/05-6/27/05	763,782	820,204	(56,421)
DTE ENERGY CENTER LLC 7.458%	5/17/04	11/18/04	2,298,154	2,160,000	138,154
DU PONT E I DE NEMOURS & CO COM STK	1/22/04	10/15/04-4/28/05	981,264	908,656	72,608
DUKE ENERGY CORP	10/28/04	5/17/05	754,046	647,258	106,788
DUN & BRADSTREET CORP DEL NEW COM	10/2/04-10/28/04	6/21/2005-6/23/05	533,866	507,941	25,925
DUPONT E I DE NEMOURS & CO	1/22/04	Various	2,534,602	2,418,772	115,831
EARTHLINK INC	10/28/04	3/22/05-4/1/05	75,203	97,425	(22,222)
EASTMAN CHEM CO	10/28/04	1/25/05	835,439	852,237	(16,798)
EATON CORP	10/28/04	1/11/05-2/1/05	1,058,642	956,368	102,274
EATON VANCE CORP	10/28/04-5/9/05	2/10/05-6/3/05	940,805	777,361	163,445
EATON VANCE CORP COM NON VTG	10/28/04-5/9/05	6/3/05-6/9/05	359,366	342,673	16,694

The Annenberg Foundation
 23-6257083
 Fiscal Year Ended June 30, 2004

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

SCHEDULE 1

Description of Property *	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
EBAY INC	2/1/05	4/26/05-6/17/05	2,223,043	2,703,363	(480,321)
EDWARDS A G & SONS INC	Various	5/24/05	865,886	880,342	(14,456)
EMBRAER AIRCRAFT CORP	Various	5/13/05-5/24/05	355,474	390,087	(34,613)
EMC CORP MASS	1/14/04	11/22/04-11/23/04	8,041,190	8,024,951	16,239
ENTERGY CORP	1/27/05	4/26/05-4/28/05	3,902,180	3,434,418	467,763
ENTERGY CORP NEW COM	1/27/05	6/17/05	1,155,988	1,006,268	149,721
EVEREST RE GROUP LTD	11/30/04	3/15/05-3/21/05	486,344	454,740	31,604
EXXON MOBIL CORP	1/24/04	10/15/04-6/17/05	20,054,442	15,510,997	4,543,445
FEDERAL FARM CREDIT BANK 8.45%	4/2/04	10/1/04-4/1/05	2,658,624	2,843,210	(184,586)
FEDERAL FARM CREDIT BANK 3.875%	4/2/04	9/28/04-10/28/04	16,547,055	16,636,888	(89,833)
FEDERAL HOME LN BANK 2.6%	Various	10/28/04	4,967,500	5,000,000	(32,500)
FEDERAL HOME LN MORTGAGE CORP MULITCLASS MTG	10/21/03-2/1/05	7/1/04-4/1/05	138,993	141,198	(2,205)
FEDERAL HOME LN MTG CORP DISC NOTES	Various	6/21/09	9,951,627	9,951,627	-
FEDERAL HOME LOAN BANK 2.875%	3/12/04	8/19/04-3/31/05	5,142,844	5,302,453	(159,609)
FEDERAL HOME LOAN BANK 3.375%	Various	1/19/05	15,587,952	15,672,211	(84,259)
FEDERAL HOME LOAN BANK BOND	2/2/05	2/1/05	100,000	100,104	(104)
FEDERAL HOME LOAN BANK SERIES 7704 2.0%	2/26/03	11/15/04	8,500,000	8,500,000	-
FEDERAL HOME LOAN BANK SERIES 8905 4.375%	9/5/02	2/15/05	10,000,000	10,000,000	-
FEDERAL HOME LOAN BANK SERIES M904 6.25%	Various	8/13/04	9,515,000	10,167,634	(652,634)
FEDERAL HOME LOAN MORTGAGE CORP NOTE	8/10/04	2/1/05	100,000	100,052	(52)
FEDERAL HOME LOAN MORTGAGE CORP SER 2552	7/22/04-8/10/04	9/1/04-5/16/05	120,890	121,456	(567)
FEDERAL NATL MTG ASSN GTD REMIC SER 2003-19 CL	7/22/04-3/3/05	2/1/05-5/25/05	70,401	71,193	(792)
FEDERAL NAT'L MTG ASSN POOL 255630 5.0%	3/10/05	3/29/05-3/31/05	27,444,714	27,646,877	(202,163)
FEDERAL NAT'L MTG ASSN POOL 627146 7.0%	Various	6/23/05-6/30/05	1,522,524	1,516,317	6,206
FEDERAL NAT'L MTG ASSN POOL 725690 6.0%	1/12/05	2/28/05-4/30/05	547,878	566,933	(19,055)
FEDERAL NAT'L MTG ASSN POOL 729950 6.0%	1/12/05	6/23/05-6/30/05	975,366	997,466	(22,100)
FEDERAL NAT'L MTG ASSN POOL 759326 5.5%	1/15/04	6/30/04-8/31/04	7,695,747	7,759,738	(63,992)
FEDERAL NAT'L MTG ASSN POOL 791167 6.5%	Various	3/31/05-4/30/05	43,503	45,350	(1,847)
FEDERAL NAT'L MTG ASSN POOL 797490 5.5%	Various	4/30/05	44,231	44,307	(76)
FEDERAL NAT'L MTG ASSN POOL 805301 6.5%	Various	3/31/05-4/30/05	233,065	242,975	(9,910)
FEDERAL NAT'L MTG ASSN SERIES 2005-T2	Various	5/28/05	869,929	869,929	-
FEDEX CORPORATION	2/12/04	10/15/04-6/17/05	7,171,075	5,598,643	1,572,431
FHLMC 06-15-2005	6/7/05	6/15/05	375,000	371,605	3,395

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FHLMC 06-21-2005	6/7/05	6/21/05	349,597	349,597	-
FHLMC 1.5%	Various	10/28/04	4,951,563	5,000,000	(48,438)
FHLMC 2.06%	Various	12/30/04	2,957,700	3,000,000	(42,300)
FHLMC 2.07%	Various	12/30/04	2,961,000	3,000,000	(39,000)
FHLMC 2.21%	Various	3/28/05	2,938,500	3,000,000	(61,500)
FHLMC 2.26%	Various	3/28/05	2,946,000	3,000,000	(54,000)
FHLMC 2.32%	Various	12/30/04	2,969,070	2,999,987	(30,917)
FHLMC 2.4%	Various	12/30/04	4,915,000	5,000,000	(85,000)
FHLMC 2.54%	Various	3/28/05	2,936,190	3,000,000	(63,810)
FHLMC 2.57%	Various	12/30/04	4,934,500	5,000,000	(65,500)
FHLMC 5.5%	8/27/04	9/30/04-1/12/05	7,537,984	7,558,892	(20,907)
FHLMC 6.0%	12/3/04	12/8/04-2/4/05	57,495,045	57,525,347	(30,301)
FHLMC DISC NT 06-07-2005	6/7/05	6/7/05	300,000	299,370	631
FHLMC DISC NT 06-30-2005	6/7/05	6/30/05	399,571	399,571	-
FHLMC MULTICLASS SER 2505 CL H 5.5	3/25/04	6/24/05	3,700	3,757	(57)
FHLMC MULTICLASS SER 2552 CL LK 4	8/10/04	6/6/05-6/24/05	9,991	10,009	(18)
FHLMC POOL #789087 ADJ RT 03-01-2032	3/3/05	6/24/05	5,730	5,789	(59)
FHLMC POOL #789483 ADJ RT 06-01-2032	Various	6/24/05	1,630	1,666	(36)
FHLMC POOL #789582 ADJ RT	Various	6/24/05	262	270	(8)
FHLMC POOL 789087 ARMS 3/1/2032	11/14/02	5/16/05	86	87	(1)
FHLMC POOL 789483 ARM 06/01/2032	11/14/05	6/24/05	137,729	143,066	(5,337)
FHLMC POOL 789582 ARMS 07/01/2032	12/9/02	6/24/05	182,763	192,558	(9,795)
FIDEICOMISO PETACALCO 10.16%	4/24/03	12/23/04	810,063	810,573	(510)
FIFTH THIRD BANCORP	9/29/04-1/27/05	4/26/05-4/28/05	2,115,572	2,445,006	(329,434)
FIRST AMERICAN CORP	10/28/04	2/23/05-3/17/05	977,312	814,988	162,323
FIRST FED MICH ZERO COUPON DTD	7/9/04	2/1/05	90,000	93,254	(3,254)
FIRST FEDERAL	Various	1/15/05	4,538	-	4,538
FIRST UNION CORP NOTES	12/12/02	2/1/05	250,000	273,200	(23,200)
FLORIDA WINDSTROM UNDERWRITING ASSN BOND	1/27/05	8/1/04	250,000	267,893	(17,893)
FNMA	Various	9/30/04-3/14/05	62,646,865	62,646,865	-
FNMA 2.07%	3/23/04	10/14/04	4,933,500	5,000,000	(66,500)
FNMA 2.25%	2/17/04	10/14/04	4,977,500	5,006,915	(29,415)
FNMA 2.45%	3/8/04	12/30/04	4,924,500	5,000,000	(75,500)

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FNMA 5.0%	1/8/04	3/10/05	27,709,477	28,287,579	(578,102)
FNMA 5.5%	12/24/03-1/8/04	4/8/05	36,929,860	36,733,945	195,914
FNMA 6.0%	1/12/05	2/8/05	6,267,102	6,250,152	16,950
FNMA 6.5%	3/4/02	9/24/04-3/10/05	32,200,971	32,195,995	4,976
FNMA POOL #555177 ARMS	2/2/04-1/27/05	3/1/05-5/25/05	5,774	5,832	(58)
FNMA POOL #681530	8/21/03-12/2/04	1/1/05-5/25/05	2,043	2,181	(138)
FNMA POOL #696479	8/21/03-7/9/04	7/1/04-5/25/05	19,840	20,029	(189)
FNMA POOL #805301 6.5% DUE 01-01-2035	3/11/05	6/30/05	1,778,662	1,791,982	(13,320)
FORD MOTOR COMPANY	10/28/04	2/1/05	391,952	387,626	4,326
FORD MOTOR CREDIT CO 5.7%	12/2/04	2/9/05-5/2/05	2,312,050	2,391,491	(79,440)
FORD MOTOR CREDIT CO 7.375%	12/19/03	10/20/04	3,241,309	3,252,548	(11,239)
FORD MOTOR CREDIT COMPANY NOTE 6.875%	4/15/05	8/17/04	421,140	420,768	372
FOREST LABORATORIES INC	6/23/03-7/7/03	8/28/33	12,105,993	14,862,140	(2,756,147)
FOUNDATION COAL HOLDINGS INC	12/8/04	12/9/04	179,068	178,200	868
FRANCE TELECOM 8 5%	Various	10/20/04-2/4/05	4,949,920	4,668,227	281,693
FREESCALE SEMICONDUCTOR	Various	12/8/04-12/21/04	1,131,277	1,165,755	(34,478)
GAP INC	3/15/04	4/26/05-4/28/05	4,469,164	4,371,818	97,346
GAP INC COM	7/14/04	6/17/05	1,250,695	1,329,365	(78,669)
GE CAP COML MTG CORP 2000-1 MTG	4/15/05	6/24/05	483	495	(12)
GE CAPITAL COMMERCIAL MORTGAGE CORP SER 1 DTI	7/16/04	5/18/05	612	627	(15)
GEN ELEC CO COM	1/27/05	6/17/05	6,542,353	3,930,801	2,611,552
GENERAL ELECTRIC CAP CORP 2.85%	Various	10/28/04	4,012,160	4,048,879	(36,719)
GENERAL ELECTRIC CAP CORP 5.0%	Various	10/26/04	2,210,942	2,099,155	111,788
GENERAL ELECTRIC CO	2/1/91-3/30/98	10/15/04-4/26/05	72,320,176	33,600,826	38,719,351
GENERAL MOTORS ACCEPT CORP 6.311%	Various	5/19/05	606,401	653,585	(47,183)
GENERAL MOTORS ACCEPT CORP 6.75%	Various	11/23/04-2/9/05	4,638,031	4,651,722	(13,691)
GENERAL MOTORS ACCEPT CORP 7.25%	12/19/03	10/20/04	3,006,121	3,099,412	(93,291)
GENTEX CORP	Various	10/20/04-10/21/04	12,044,561	14,272,482	(2,227,921)
GILEAD SCIENCES INC	3/30/04	9/15/04-6/17/05	26,762,663	21,184,466	5,578,197
GLAXO SMITHKLINE	Various	3/4/05-3/23/05	391,026	362,495	28,531
GLENCORE FUNDING LLC 6.0%	3/31/04	3/14/05	433,038	441,818	(8,780)
GNMA 2003-036 REMIC TR CL A 2.93300008774	10/28/03	6/24/05	214	212	2
GOLDEN WEST FINANCIAL CORP DELAWARE	1/25/05	3/8/05	422,404	439,082	(16,678)

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GOLDMAN SACHS GROUP INC	2/2/04	10/15/04-6/17/05	9,992,666	9,460,807	531,860
GOLDMAN SACHS GROUP INC 6.6%	2/2/04	1/21/05	4,600,268	4,371,334	228,935
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION SE	10/28/03	9/1/04-4/1/05	120,881	122,128	(1,247)
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION SE	10/28/03	7/1/04-5/16/05	10,464	10,346	118
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION SE I	9/4/03	8/1/04	24,115	24,364	(249)
GRAFTECH INTERNATIONAL LTD	Various	3/15/05-4/29/05	532,892	1,090,089	(557,197)
GRAINGER W W INC COM	1/11/05	6/22/05	397,156	440,903	(43,746)
GREAT LAKES CHEMICAL CORP	Various	3/9/05-3/22/05	2,549,763	1,957,049	592,715
GREENPOINT MANUFACTURES HOUSING PASS SER 19	9/4/02	7/1/05-6/24/05	132,346	136,819	(4,473)
GTE SOUTHWEST INC 6.0%	2/23/04	3/28/05	2,031,680	2,060,522	(28,842)
GTECH HOLDINGS CORP	10/28/04	11/30/04-2/15/05	810,469	800,026	10,442
GUIDANT CORP	Various	10/20/04-10/21/04	8,403,655	8,254,689	148,967
HALLIBURTON CO 5.5%	10/24/03	7/23/04-5/10/05	340,018	340,487	(469)
HALLIBURTON CO 8.75%	10/24/03	8/8/10	3,323,447	3,080,995	242,452
HARSCO CORP COM	2/7/05	6/21/05	468,886	474,734	(5,848)
HARTFORD FINL SVCS GRP 4.7%	8/26/02	1/19/05	2,321,706	2,271,178	50,528
HARTFORD FINL SVCS GRP INC	10/15/04	10/22/04	2,845,024	2,900,208	(55,184)
HCA INC COM	5/9/05	6/29/05	513,690	489,596	24,093
HERSHEY CO FORMERLY HERSHEY FOODS CORP TO C	1/27/05	6/17/05	2,035,248	1,530,072	505,176
HEWITT ASSOCIATED INC	5/9/05	3/9/05-6/28/05	731,936	746,798	(14,862)
HIBERNIA CORP CLASS A	10/28/04	4/5/05	56,153	49,691	6,461
HONEYWELL INTL INC	4/17/03	7/21/04-6/17/05	21,330,745	13,460,846	7,869,898
HOUSEHOLD FINANCE CORP 4.75%	9/16/04	1/13/05	2,995,837	3,029,908	(34,071)
HOUSEHOLD FINANCE CORP NOTE 8%	4/20/05	5/1/05	250,000	251,145	(1,145)
HOVNANIAN ENTERPRISES INC CL A	4/5/05	6/22/05	204,868	165,952	38,916
HSBC CAPITAL FUNDING 9.547%	5/29/03	9/16/04	3,591,916	3,782,315	(190,399)
HUNTSMAN CORP	Various	3/8/05-5/18/05	626,627	609,351	17,276
IAC/INTERACTIVE CORP	Various	10/20/04-10/21/04	8,079,993	13,146,876	(5,066,883)
ILLINOIS TOOL WORKS INC	2/26/03	10/15/04-6/17/05	25,950,627	21,849,388	4,101,239
IMPAC SECURED ASSETS SERIES 2003-5 5.5%	6/16/03	7/1/04-4/7/05	6,588,999	6,840,846	(251,847)
INDYMAC BANCORP INC	10/28/04	11/23/04-12/9/04	708,248	714,548	(6,300)
INTEL CORP	3/7/02	7/9/04-6/17/05	17,281,993	21,676,459	(4,394,465)
INTER AMERICAN DEVEL BK 3.875%	3/26/04	9/27/04	1,750,000	1,773,275	(23,275)

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INTERNATIONAL BUSINESS MACHINES CORP	2/1/02-10/28/04	7/9/04-6/17/05	25,573,252	31,770,133	(6,196,881)
INTERNATIONAL GAME TECHNOLOG	Various	12/22/04	5,784,679	5,843,282	(58,602)
INTERNATIONAL LEASE FIN CORP	7/14/03	6/20/05	199,293	199,293	-
INTERNATIONAL PAPER CO	Various	7/9/04-3/2/05	13,458,842	13,776,001	(317,159)
INTERPUBLIC GROUP COMPANIES INC	Various	2/18/05-4/5/05	1,467,951	1,400,669	67,282
INTL BK RECON & DEVELOP 3.5%	3/26/04	10/22/04	750,000	750,000	-
INTUIT SOFTWARE	Various	4/26/05-5/12/05	4,829,922	5,181,044	(351,123)
IPC HOLDINGS LTD	11/2/03	11/2/04-5/23/05	691,929	717,006	(25,077)
ISHARES RUSSELL 100 VALUE INDEX FUND	5/11/05	5/17/05	3,683,457	3,711,411	(27,953)
ITT EDUCATIONAL SERVICES INC	Various	12/17/04-5/4/05	1,759,881	1,410,860	349,021
JANUS CAP GROUP INC COM	12/29/04	6/24/05-6/27/05	902,575	906,231	(3,656)
JEFFERSON PILOT CORP	10/28/04	11/23/04-1/11/05	1,026,807	963,098	63,708
JOHNSON & JOHNSON	3/28/05	7/21/04-6/17/05	35,948,038	35,773,841	174,197
JP MORGAN COMMERCIAL MORTGAGE FINANCE SER 9	12/2/03	5/17/05	19,739	19,887	(148)
JPMORGAN CHASE & CO	4/20/05	10/20/04-4/5/05	21,820,473	23,328,606	(1,508,133)
JUNIPER NETWORKS INC	6/8/04	10/20/04-10/21/04	11,513,439	10,267,329	1,246,110
KB HOME	10/28/04	1/19/05-6/21/05	656,774	517,801	138,973
KEYSPAN CORP 7.625%	12/27/01	2/1/05-4/18/05	3,836,699	3,502,634	334,065
KIMBERLY-CLARK CORP	10/28/04	7/15/04-11/18/04	747,758	772,951	(25,193)
KNIGHT RIDDER INC	10/28/04	11/16/04	956,375	933,416	22,958
KOHLS CORP	1/8/02-3/26/02	7/21/04	6,531,582	9,831,913	(3,300,330)
KROGER CO	10/28/04	12/14/04	524,940	475,470	49,470
LAFARGE N AMER INC	2/17/05	6/21/05	868,659	838,050	30,609
LAS VEGAS SANDS CORP	12/14/04	12/15/04	86,952	55,100	31,852
LB-UBS COMMERCIAL MORTGAGE TRUST COML MTG 2C	12/2/03	5/18/05-6/17/05	8,458	9,032	(575)
LB-UBS COMMERCIAL MORTGAGE TRUST COML MTG SI	12/2/03	7/1/04-4/1/05	14,457	15,495	(1,037)
LEXMARK INTERNATIONAL INC	3/30/04	12/17/04-6/21/05	8,942,944	10,877,640	(1,934,696)
LIBERTY MEDIA CORP NOTE 3.5%	7/9/03	8/17/04	249,433	250,632	(1,200)
LILLY ELI & CO	11/17/03	9/22/04-5/12/05	8,796,152	10,606,228	(1,810,076)
LIMITED BRANDS INC	10/28/04	12/7/04-1/5/05	1,048,018	1,075,776	(27,758)
LINCOLN NATL CORP 5.25%	5/29/02	12/16/04	4,340,219	4,163,113	177,107
LINCOLN NATL CORP 6.2%	4/8/03	2/7/05	3,997,452	3,908,749	88,703
LINENS N THINGS INC	10/28/04	11/16/04-12/28/04	988,282	926,544	61,738

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LIZ CLAIBORNE INC	11/2/05	2/1/05-2/3/05	603,630	601,042	2,588
LOCKHEED MARTIN CORP	10/28/04-5/17/05	11/10/04-6/24/05	3,689,209	3,525,103	164,106
LOEWS CORPORATION	3/17/05	2/1/05-5/23/05	1,396,840	1,320,505	76,335
LOUISIANA PACIFIC CORP	10/28/04	11/2/04-11/23/04	854,124	854,461	(337)
LYONDELL CHEMICAL CORP	Various	11/5/04-5/18/05	1,722,029	1,548,210	173,819
MAGMA COPPER CO NEW SR SUB NOTE	11/12/04	5/16/05	200,000	222,604	(22,604)
MANHATTAN ASSOCS INC COM	12/29/04	6/14/05-6/16/05	246,436	265,322	(18,886)
MANPOWER INC	7/25/03-7/29/03	10/20/04-12/28/04	11,919,865	11,940,568	(20,704)
MASCO CORP	10/28/04	11/16/04	557,467	520,269	37,198
MASTR ALTERNATIVE LOANS TRUST 6.5%	3/20/03	7/1/04-5/1/05	2,533,824	2,607,493	(73,669)
MASTR ALTERNATIVE LOANS TRUST MTG SER 03-6 CL 3	11/12/04-2/14/05	12/1/04-5/25/05	49,458	50,602	(1,144)
MASTR ALTERNATIVE LOANS TRUST MTG SER 3 DTD	7/26/04-2/14/05	3/1/05-5/25/05	18,694	19,177	(483)
MBNA CORP	10/28/04	4/27/05	868,674	1,102,660	(233,987)
MC DONALDS CORP COM	1/14/04	10/15/04-6/17/05	2,020,822	1,812,414	208,408
MCAFFEE INC	10/28/04	11/1/04-11/17/04	2,232,044	1,935,211	296,833
MCDONALDS CORP	1/14/04	4/12/05-4/28/05	6,855,973	5,866,494	989,478
MCGRAW HILL COMPANIES INC COM	11/2/04	6/14/05	785,808	767,278	18,530
ME ST TAXABLE-BD ANTIC NTS3.5	10/6/04	6/23/05	2,500,000	2,502,177	(2,177)
MEAD CORP	Various	1/13/05	2,313,833	2,224,190	89,643
MEADWESTVACO CORP COM	1/18/05	6/15/05	687,350	735,362	(48,012)
MEDCO HEALTH SOLUTIONS INC	10/28/04	12/10/04-4/27/05	2,569,696	1,809,594	760,103
MEDTRONIC INC	1/27/05	7/21/04-6/17/05	26,093,462	24,018,873	2,074,589
MEDTRONICS INC	3/7/02	4/26/05-4/28/05	8,157,558	7,100,237	1,057,321
MELLON FINANCIAL CORP	2/12/04	4/6/05-6/17/05	5,411,720	6,276,938	(865,218)
MEMC ELECTR MATLS INC COM	6/2/05-6/15/05	6/24/05-6/30/05	656,441	577,390	79,051
MERCK & CO INC	Various	1/7/05-4/26/05	779,565	701,554	78,011
MERCURY INTERACTIVE	Various	10/20/04-10/21/04	14,568,118	15,714,388	(1,146,271)
MERRILL LYNCH & COMPANY INC	7/26/04	1/3/05-3-22/05	1,998,624	1,819,533	179,092
MERRILL LYNCH MORTGAGE INVESTORS INC SER 95-C:	7/26/04	4/1/05-6/27/05	78,193	82,224	(4,032)
MICRON TECHNOLOGY INC	2/15/05	4/15/05	126,140	159,980	(33,840)
MICROSOFT CORP	3/11/02	7/21/04-6/17/05	10,915,293	13,587,450	(2,672,158)
MINNESOTA MNG & MFG 4.15%	3/15/04	9/28/04	2,027,400	2,041,656	(14,256)
MONSANTO	1/27/05	4/26/05-6/17/05	7,518,061	4,491,859	3,026,202

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MOODYS CORP	11/2/04	1/11/05-2/1/05	1,005,900	944,748	61,152
MORGAN J P COML MTG FIN CORP SER 1998-C6CL A2	4/20/05	6/24/05	36,817	37,092	(275)
MORGAN STANLEY	1/27/05	9/27/04-6/21/05	14,281,555	15,660,737	(1,379,181)
MORGAN STANLEY F/R NOTE DTD	9/17/04	3/15/05	200,306	200,000	306
MOTOROLA INC	5/7/04	4/27/04-6/17/05	7,769,706	7,928,200	(158,494)
NALCO HLDG CO	Various	1/6/05-1/14/05	1,496,163	1,205,800	290,363
NATIONAL CITY CORP	10/28/04	1/25/05-1/26/05	632,959	656,294	(23,336)
NATIONAL FINANCIAL PARTNERS	10/28/04	11/15/04-1/27/05	1,364,867	1,102,776	262,091
NATIONAL OILWELL VARCO INC	Various	11/1/04-4/18/05	845,436	822,373	23,063
NATIONWIDE MUTUAL INS 6.6%	3/31/04	10/25/04	3,208,720	3,262,675	(53,955)
NAVISTAR INTL CORP	Various	12/3/04-4/1/05	620,625	590,635	29,990
NEEHAH PAPER INC	10/28/04	12/1/04-12/10/04	12,118	13,130	(1,012)
NET LEASE FDG 2005 LP CL A-1 144A 12%	Various	6/27/05	3,025	3,025	-
NETWORK APPLIANCE INC DEL	5/23/05	6/17/05	758,900	763,164	(4,264)
NEWFIELD EXPL CO	10/28/04	11/10/04-11/16/04	821,593	882,691	(61,098)
NEWS AMERICA INC 6.55%	4/8/03	10/14/04	3,029,094	2,757,318	271,776
NEXEN INC 5.875%	3/7/05	3/29/05	4,375,119	4,606,711	(231,593)
NIKE INC	12/6/04	4/26/05-6/17/05	6,349,647	6,872,733	(523,086)
NORFOLK SOUTHERN CORP NOTE	8/9/04-9/17/04	9/21/04-9/22/04	232,456	227,158	5,298
NORTHROP GRUMMAN CORPORATION	10/28/04	11/3/04	790,681	738,723	51,958
NORTHROP	3/11/03-7/8/03	1/15/05	43,197	-	43,197
NORWEST FINL INC 6.75%	3/15/04	10/28/04	3,589,005	3,609,384	(20,379)
NRG ENERGY INC COM NEW	6/7/05	6/28/05	506,307	481,440	24,867
NUCOR CORP	10/28/04	3/22/05	250,674	157,705	92,969
NVR INC	10/28/04	1/19/05-2/14/05	1,176,346	839,044	337,303
OCCIDENTAL PETROLEUM COPR	10/28/04	1/19/05	441,241	437,475	3,766
OFFICEMAX INC	10/28/04	11/11/04-12/22/04	1,228,932	1,173,196	55,735
OLIN CORP	10/28/04-5/9/05	12/2/04-6/7/05	1,244,731	1,102,447	142,284
ORACLE CORP COM	3/22/05	6/14/05	449,700	454,259	(4,558)
PACCAR INC	10/28/04	3/15/05-6/22/05	347,780	305,252	42,528
PACCAR INC COM	10/28/04	3/15/05-6/21/05	460,605	437,970	22,635
PACIFIC GAS & ELECTRIC 6.05%	Various	9/29/04	4,793,179	4,610,310	182,869
PACIFICARE HEALTH SYSTEMS INC	Various	3/15/05-3/18/05	469,631	472,734	(3,103)

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PAR PHARMACEUTICAL COS INC	2/28/05	3/17/05-6/17/05	1,228,030	1,362,513	(134,483)
PARKER HANNIFIN CORP	11/2/04	1/25/05-1/26/05	408,259	474,233	(65,974)
PARTNERRE LTD	11/2/04	2/8/05-2/9/05	447,260	422,777	24,483
PATINA OIL & GAS CORP	Various	5/18/05	27,538	27,070	467
PENELEC CAPITAL TRUST PREFERRED	10/9/03	9/1/04	375,000	381,525	(6,525)
PEPSI BOTTLING GROUP INC	10/28/04	1/4/05-1/6/05	334,451	349,150	(14,699)
PEPSICO INC	1/27/05	10/20/04-6/22/05	20,897,051	20,381,963	515,087
PETSMART INC	10/17/03-10/20/03	10/20/04-10/21/04	12,367,823	10,589,878	1,777,946
PFIZER INC	1/3/02	7/21/04-6/17/05	28,523,565	39,084,054	(10,560,489)
PFIZER INC 3.625%	3/26/04	11/1/04	500,000	500,000	-
PFIZER INC 5.625%	3/17/04	3/28/05	3,045,030	3,100,522	(55,492)
PG&E CORP	1/27/05	4/26/05-6/17/05	6,802,144	6,166,057	636,087
PHH CORP	10/28/04	2/22/05	19,289	17,196	2,093
PINNACLE WEST CAPITAL CORP	10/28/04	2/8/05	893,981	903,960	(9,979)
PNC FINANCIAL SERVICES GROUP INC	10/28/04	11/10/04-4/5/05	1,167,557	1,172,964	(5,406)
POLARIS INDS INC	10/28/04	5/24/05	742,556	794,968	(52,411)
POLO RALPH LAUREN CORP	10/28/04	1/3/05-2/11/05	1,133,266	1,020,193	113,072
POTASH CORP SASKATCHEWAN INC	10/28/04	1/4/05-1/6/05	958,577	778,948	179,629
PRINCIPAL FINANCIAL GROUP	Various	2/8/05-5/17/05	2,425,176	2,189,463	235,713
PRIVATE EXPORT FUNDING 4.55%	5/2/05	5/20/05	5,017,800	4,994,550	23,250
PROGRESSIVE CORP OHIO	10/28/04	11/23/04-6/21/05	1,690,857	1,627,137	63,721
PRUDENTIAL FINANCIAL INC	1/27/05	4/26/05-4/28/05	6,995,477	5,850,338	1,145,139
PRUDENTIAL FINL INC COM	3/4/04	6/17/05	2,329,470	1,785,239	544,231
PRUDENTIAL MORTGAGE CAPITAL FUNDING LLC	10/9/04-1/27/05	7/1/04-6/27/05	6,195	6,484	(290)
PVTPL AST BACKED FDG CORP NIM 2004-OPT4 LTD CL F	7/8/04-2/25/05	6/27/05	11,441	11,417	24
QUALCOMM INC	10/28/04-11/5/04	1/11/05-6/17/05	2,921,665	3,178,874	(257,209)
RADIO ONE INC CL D W/I	10/28/04	11/22/04	59,972	64,871	(4,898)
RESI FN LTD PRTRNSHP/RESI REALESTATE SYNTHTC 1	Various	6/15/05	494	494	-
RESIDENTIAL ASSET MORTGAGE PRODUCTS INC	4/22/04	7/1/04-5/25/05	197,760	206,426	(8,666)
RESIDENTIAL ASSET SECURITIES CORP MTG	1/27/04	7/1/04-5/25/05	66,772	70,945	(4,173)
RESIDENTIAL FUNDING MORTGAGE SEC	7/25/04-2/1/05	8/1/04-11/1/04	102,505	102,497	8
RESOLUTION FUNDING	Various	1/15/05	3,500	-	4,006
ROWAN COMPANIES INC	10/28/04	11/1/04-4/28/05	1,363,445	1,286,301	77,144

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RYLAND GROUP INC	4/19/05	5/24/05	1,066,544	967,260	99,284
SBC COMMUNICATIONS INC	1/9/02-11/21/02	1/27/05	1,847,100	1,999,099	(151,999)
SCHLUMBERGER LTD	10/28/04-5/9/05	11/5/04-6/2/05	1,565,098	1,581,811	(16,713)
SCOTT PAPER CO	12/6/02	7/15/04	969,000	1,067,353	(98,354)
SLM STUD LN TR 2004-2 STUDEN LN BKD NT CL A-2 FLT	4/28/05	6/24/05	15,443,619	15,449,135	(5,516)
SLM STUDENT LN TR 2005-2 CL A-1 FLT RT 04-25-2010 F	4/26/05	6/23/05	7,806,104	7,807,843	(1,739)
SLM STUDENT LOAN TRUST VAR%	4/26/05	7/25/04-4/25/05	4,227,446	4,228,159	(714)
SMITHFIELD FOODS INC COM	12/14/04	6/14/05	889,143	958,782	(69,639)
SOUTHERN PERU COPPER CORP	10/28/04	3/10/05-6/20/05	718,972	578,725	140,247
SPDR TRUST UNIT SER 1	5/11/05	5/17/05	7,400,994	7,413,057	(12,063)
SPINTAB-SWEDMORTGAGE AB DISC COML PAPER 3/A3	Various	6/3/05	298,713	298,713	-
SPRINT CAPITAL COPR 6.9%	4/1/04	10/20/04	1,821,799	1,782,243	39,556
SPRINT CORPORATION	11/5/04	4/26/05-4/28/05	5,240,858	4,497,974	742,884
SPRINT NEXTEL CORP	11/5/04	6/20/05	715,132	600,303	114,829
SPX COPR	10/28/04	4/12/05	629,974	563,410	66,564
STANCORP FINANCIAL GROUP	10/28/04	5/24/05	567,635	500,134	67,501
STEEL DYNAMICS INC COM	3/15/05	6/28/05	31,542	48,510	(16,968)
STRUCTURED ASSET SECURITIES CORPORATION	2/1/05	2/1/05-6/27/05	24,722	24,776	(54)
SUNGARD DATA SYSTEMS INC	Various	3/22/05-3/28/05	1,490,210	1,159,669	330,541
SUPERVALU INC	10/28/04	2/1/05	337,145	304,495	32,650
SYMANTEC CORP	12/16/04	4/26/05-4/28/05	2,392,464	3,298,073	(905,608)
SYMANTEC CORP COM	12/16/04	6/14/05	803,027	977,044	(174,017)
SYMBOL TECHNOLOGIES INC	12/21/04-1/11/05	11/2/04-6/27/05	1,213,545	1,182,511	31,034
SYSCO CORP	1/2/02-7/31/02	7/21/04-9/29/05	18,270,465	15,823,278	2,447,186
TAIWAN SEMICONDUCTOR MTG CO	8/26/03-8/28/03	6/29/04-10/20/04	7,010,533	8,896,754	(1,886,221)
TARGET CORP 5.875%	3/4/02	1/13/05	1,959,227	1,783,896	175,331
TATE & LYLE INTL FIN PLC 5.0%	11/16/04	1/13/05	4,750,224	4,747,008	3,216
TCI COMMUNICATIONS INC 8.75%	7/9/03	5/11/05	1,823,702	1,836,265	(12,563)
TECH DATA CORP	12/14/04	3/22/05-3/23/05	382,375	450,056	(67,681)
TELECOM ITALIA CAPITAL 6.0%	9/28/04	9/28/04-10/20/04	8,905,698	9,021,325	(115,627)
TELECOM ITALIA CAPITAL 6.375%	9/28/04	5/10/05	2,993,982	3,140,784	(146,802)
TELEPHONE & DATA SYSTEMS INC	10/28/04	2/15/05	616,731	585,375	31,357
TEMPLE INLAND INC	10/28/04	11/1/04	600,457	621,986	(21,529)

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TENASKA VIRGINIA PARTNERS 6.119%	4/29/04	8/5/04-8/11/04	4,446,334	4,335,000	111,334
TENET HEALTHCARE CORP	Various	5/12/05	239,088	225,399	13,689
TESORO CORP	10/28/04	2/23/05-3/3/05	712,596	607,620	104,976
TEXACO CAP INC 6.0%	2/24/04	9/30/04	4,108,981	4,108,980	0
THE HERSHEY COMPANY	1/27/05	4/26/05-4/28/05	7,072,656	5,150,371	1,922,285
THE ST PAUL TRAVLERS COS INC	10/28/04	11/1/04	1,566,917	1,447,147	119,770
TIBCO SOFTWARE INC	10/28/04	11/1/04-12/15/04	1,039,210	837,745	201,465
TIERS WYETH V/R NOTE	7/9/04	9/7/04	388,000	400,000	(12,000)
TIFFANY & CO	Various	10/20/04-10/21/04	13,156,069	17,936,012	(4,779,943)
TIMBERLAND CO CL A	Various	4/12/05	293,425	257,599	35,826
TIME WARNER INC 7.7%	7/11/03	12/19/18	3,206,577	3,055,176	151,401
TOLL BROS INC COM	5/9/05	2/1/05-6/27/05	1,406,085	1,034,101	371,984
TOYS R US INC HOLDING CO	10/28/04	2/10/05-3/17/05	1,906,469	1,332,640	573,828
TRANSOCEAN SEDCO FOREX INC NOTE	1/6/05	10/1/04	296,168	311,913	(15,745)
TXU CORP	10/28/05	2/8/05-6/22/05	707,539	519,376	188,162
TYCO INTL LTD	2/23/05	4/26/05-6/14/05	3,211,598	3,465,325	(253,727)
TYCO INTL LTD NEW COM	2/23/05	6/17/05	1,334,904	1,476,812	(141,907)
U S TREASURY NOTES SER W DTD 12/31/2004 3%	11/4/04	1/13/05	498,281	498,516	(234)
U S TREASURY NOTES SER G DTD 11/15/02 3%	Various	11/8/04-5/11/05	1,900,367	1,929,071	(28,704)
U S TREASURY NOTES SER N DTD 7/31/03 1.5%	1/6/05	11/2/04	248,789	248,691	98
U S TREASURY NOTES SER W DTD 12/31/2004 3%	10/7/04-1/6/05	2/24/05-5/3/05	1,486,953	1,495,547	(8,594)
U.S TREAS 5.875 NT DUE 11-15-2005	1/28/04	6/10/05-6/13/05	2,021,719	2,034,925	(13,206)
UNILEVER CAPITAL CORP 6.875%	2/25/04	3/28/05	2,037,800	2,059,693	(21,893)
UNION CARBIDE DEBENTURES 6.79%	Various	6/1/05	2,916,000	3,033,361	(117,361)
UNITED DEFENSE INDS INC	11/16/04	3/8/05-5/17/05	1,435,907	875,355	560,552
UNITED PARCEL SERVICE CL B	1/9/02	10/21/04-2/12/05	32,866,758	29,514,407	3,352,350
UNITED STATES TREAS NTS DTD 00079 3.625%DUE 01-1	4/18/05	6/21/05	3,128,636	3,142,412	(13,776)
UNITED STATES TREAS NTS DTD 00084 4% DUE02-15-20	5/11/05	6/1/05	2,940,075	2,864,455	75,620
UNITED STATES TREAS NTS DTD 08/31/2003 2% DUE 08	4/28/05	6/9/05	5,043,953	5,045,134	(1,182)
UNITED STATES TREAS NTS NT 2.5%	7/9/04-10/7/04	6/27/05-6/29/05	789,816	794,267	(4,451)
UNITED TECHNOLOGIES CORP	3/5/02	8/11/04-4/28/05	7,640,824	7,573,106	67,718
UNITEDHEALTH GROUP INC	10/15/04	10/20/04-6/17/05	12,570,815	10,356,412	2,214,404
US BANCORP	1/27/05	4/26/05-6/17/05	6,861,602	7,006,776	(145,174)

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US TREAS BDS 5.375 DUE 02-15-2031 BEO	6/9/05	6/24/05	9,271,313	9,190,503	80,809
US TREAS BDS 7 1/4 15/8/2022 USD1000 7.25 DUE 08-15	5/10/05	6/6/05-6/17/05	12,904,075	12,465,170	438,905
US TREASURY NOTE DTD 9/30/2004 2.5%	7/9/04-10/7/04	11/12/04-12/3/04	943,743	946,289	(2,546)
US TREASURY NOTES DTD 6/30/2004 2.75%	11/25/02-7/9/04	8/31/04-11/4/04	5,028,809	5,020,876	7,715
USA TREASURY BOND 1.75%	4/27/04	12/31/04	10,000,000	10,000,000	-
USA TREASURY BOND 1.875%	Various	9/30/04	45,600,000	45,600,000	-
USA TREASURY BOND 2.125%	Various	8/31/04	12,620,000	12,704,129	(84,129)
USA TREASURY BOND 2.375%	1/24/05	5/24/05	23,837,803	22,931,724	906,079
USA TREASURY BOND 3.375%	12/27/01	11/17/04-1/24/05	24,389,405	16,846,874	7,542,531
USA TREASURY BOND 5.375%	3/3/04	8/5/04-3/7/05	28,511,351	28,334,264	177,086
USA TREASURY BOND 5.875%	5/26/98	8/17/04-10/6/04	7,831,054	7,566,411	264,643
USA TREASURY BOND 7.25%	5/10/05	6/30/04-4/19/05	13,481,188	13,513,032	(31,845)
USA TREASURY NOTE 1.125%	11/24/04	12/30/04	4,966,211	4,962,891	3,320
USA TREASURY NOTE 1.625%	11/24/04	10/28/04-12/30/04	14,412,344	14,419,531	(7,188)
USA TREASURY NOTE 1.875%	3/29/04	9/30/04	10,000,000	10,000,000	-
USA TREASURY NOTES 1.5%	6/25/04	12/16/04	9,937,453	9,912,598	24,856
USA TREASURY NOTES 1.625%	11/24/04	2/22/05-4/28/05	61,620,024	61,477,830	142,194
USA TREASURY NOTES 1.75%	1/15/04	6/30/04-11/8/04	99,497,145	99,667,045	(169,900)
USA TREASURY NOTES 2.0%	4/28/05	11/23/04-5/19/05	27,865,967	27,808,509	57,459
USA TREASURY NOTES 2.75%	8/5/04	11/17/04	15,711,931	15,745,329	(33,398)
USA TREASURY NOTES 3.0%	6/23/04-9/23/04	8/3/04-12/3/04	9,856,220	9,821,276	34,944
USA TREASURY NOTES 3.25%	Various	7/22/04	18,324,525	18,898,242	(573,717)
USA TREASURY NOTES 3.625%	8/6/04	9/8/04-11/8/04	20,973,937	21,094,933	(120,996)
USA TREASURY NOTES 4.0%	2/22/05	2/24/05	1,237,723	1,235,895	1,828
USA TREASURY NOTES 4.25%	3/13/03-4/11/03	10/19/04-5/2/05	11,149,456	11,192,080	(42,624)
USA TREASURY NOTES 4.875%	10/7/04-10/20/04	10/26/04-1/21/05	26,159,980	26,182,729	(22,749)
USA TREASURY NOTES 5.0%	11/23/04	12/3/04-12/6/04	6,074,697	6,093,688	(18,992)
USA TREASURY NOTES 5.625%	5/21/98-5/26/98	7/22/04	5,699,258	5,903,032	(203,775)
USA TREASURY NOTES 6.125%	Various	12/6/04	10,814,280	10,964,556	(150,276)
UTD TECHNOLOGIES CORP COM	5/18/05	6/17/05	1,022,495	1,011,994	10,502
VANDERBILT MTG & FINANCE INC INC MFD/HSG	11/25/02-8/8/03	8/1/04-6/24/05	25,891	25,870	20
VANDERBILT MTG & FINANCE INC SR/SUB SER 2002-C	8/8/03	3/1/05-5/1/05	13,922	13,783	139
VARIAN MEDICAL SYSTEMS INC	Various	4/26/05-4/28/05	6,017,622	6,980,860	(963,238)

The Annenberg Foundation
 23-6257083
 Fiscal Year Ended June 30, 2004

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

SCHEDULE 1

Description of Property *	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain or (Loss)
VERISIGN INC COM	12/16/04	6/17/05	1,426,715	1,591,440	(164,725)
VERIZON INC	12/16/04	4/26/05-4/28/05	2,697,387	3,440,383	(742,997)
VERIZON NEW ENGLAND 6.5%	Various	4/20/05	3,029,964	3,068,623	(38,659)
V-F CORP	12/8/04	5/17/05-6/22/05	852,694	817,635	35,059
VIACOM INC	1/14/04	7/15/04-6/17/05	17,157,271	21,437,368	(4,280,097)
WACHOVIA CORP	7/9/03	3/8/05-3/18/05	2,031,963	1,892,427	139,536
WAL-MART STORES INC	1/8/02	7/9/04-6/17/05	15,461,544	17,131,235	(1,669,691)
WAMU MTG PASS-THROUGH CTFS 2005-AR5 CL A-1	4/6/05	6/27/05	11,709	11,759	(50)
WASHINGTON MUTUAL INC	10/28/04	1/25/05-2/1/05	902,768	847,654	55,114
WASHINGTON MUTUAL MSC MORTGAGE	9/10/03-4/6/05	7/1/04-5/25/05	35,651	35,806	(155)
WATSON PHARMACEUTICAL	Various	1/3/05-5/6/05	349,528	368,371	(18,843)
WEIGHT WATCHERS INTL INC	10/28/04	11/1/04-11/5/04	708,346	692,408	15,939
WELLINGTON TRUST COMPANY	11/1/04	3/1/05	125,316	118,448	6,867
WELLS FARGO & COMPANY	1/16/91-1/18/05	10/20/04-6/17/05	16,162,653	4,699,747	11,462,906
WESTLAKE CHEMICAL CORP	10/28/04	11/2/04-11/10/04	611,747	543,255	68,491
WESTWOOD 1 INC COM	12/21/04	6/24/05-6/27/05	81,112	106,985	(25,873)
WHOLE FOODS MKT INC	Various	10/20/04-10/21/04	15,110,499	14,382,465	728,034
WILLIAMETTE INDUSTRIES 7.35%	3/4/02	9/15/04	4,043,060	3,722,601	320,459
WILLIS GROUP HOLDINGS LTD	Various	4/14/05-5/17/05	2,119,300	2,221,221	(101,921)
XL CAPITAL LTD 6.5%	1/7/02	1/25/05	2,958,903	2,953,740	5,163
XL CAPITAL LTD CLASS A	Various	4/5/05-5/18/05	1,207,039	1,164,768	42,271
XLINK INC	9/14/04	10/15/04	6,003,444	6,452,973	(449,529)
YAHOO	5/7/04	12/8/04-6/17/05	9,699,276	6,728,473	2,970,803
ZIMMER HOLDINGS INC	Various	10/21/04	11,545,854	12,664,000	(1,118,146)
			<u>2,704,859,334</u>	<u>2,624,752,480</u>	<u>80,106,854</u>

* All of the above assets are publicly traded securities and were acquired by purchase.

The Annenberg Foundation
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SCHEDULE 2

SUPPLEMENTARY INFORMATION

Form 990-PF, Part I, Line 10 - Gross Profit from Sales of Inventory

	6/30/2005
SALES	\$ 4,484,067
LESS RETURNS	35,477
NET SALES	<u>4,448,590</u>
LESS COST OF GOODS SOLD	1,091,278
GROSS PROFIT FROM SALE OF INVENTORY	<u><u>\$ 3,357,312</u></u>

SCHEDULE 3

LEGAL FEES

DESCRIPTION	(a) EXPENSES PER BOOKS	(b) NET INVEST- MENT INCOME	(c) ADJUSTED NET INCOME	(d) CHARITABLE PURPOSES
Dilworth Paxson LLP	\$ 408,185	\$ 22,672	\$ 16,904	\$ 352,666
Katten Muchin Zavis Rosenman	87,535	122		92,648
Christian & Bouknight, LLC	16,606		16,605	-
Weston, Benshoof, Rochefort, Rubalcava	13,578			13,578
Jonathan Eiseman	13,452			13,452
Hawley Troxell Ennis & Hawley LLP	2,606			2,606
TOTAL TO PAGE 1, LINE 16a	\$ 541,962	\$ 22,794	\$ 33,509	\$ 474,950

ACCOUNTING FEES

SCHEDULE 3

DESCRIPTION	(a) EXPENSES PER BOOKS	(b) NET INVEST- MENT INCOME	(c) ADJUSTED NET INCOME	(d) CHARITABLE PURPOSES
GRANT THORNTON, LLP	\$ 48,119	\$ -	\$ -	\$ 44,619
TOTAL TO PAGE 1, LINE 16b	\$ 48,119	\$ -	\$ -	\$ 44,619

OTHER PROFESSIONAL FEES

SCHEDULE 3

DESCRIPTION	(a) EXPENSES PER BOOKS	(b) NET INVEST- MENT INCOME	(c) ADJUSTED NET INCOME	(d) CHARITABLE PURPOSES
COMPUTER SUPPORT	\$ 30,685	\$ -	\$ -	\$ 45,694
COMMUNICATIONS CONSULTING	151,415	-	-	151,415
PROGRAM CONSULTING	7,163,814	-	1,702,846	5,624,541
INVESTMENT MANAGEMENT	3,981,287	3,981,287	-	-
TOTAL TO PAGE 1, LINE 16c	\$ 11,327,201	\$ 3,981,287	\$ 1,702,846	\$ 5,821,650

TAXES

DESCRIPTION	(a) EXPENSES PER BOOKS	(b) NET INVEST- MENT INCOME	(c) ADJUSTED NET INCOME	(d) CHARITABLE PURPOSES
1% EXCISE TAX BASED ON NET INVESTMENT INCOME	\$ 1,460,000			
UNREALIZED APPRECIATION OF INVESTMENTS	350,791			
FOREIGN TAXES	85,463	85,463.00		
PERSONAL PROPERTY TAX LOS ANGELES	3,799			3,799
OTHER TAXES	19	-	18	-
TOTAL TO PAGE 1, LINE 18	<u>\$ 1,900,072</u>	<u>\$ 85,463</u>	<u>\$ -</u>	<u>\$ -</u>

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Schedule 5

DEPRECIATION EXPENSE				CURRENT	ACCUMULATED	6/30/2005
DESCRIPTION OF PROPERTY	ACQUISITION	COST	METHOD/	YEAR	DEPRECIATION	ADJUSTED
	DATE	BASIS	RATE	DEPRECIATION	AMOUNT	BASIS
				AMOUNT		
ART AND COLLECTIBLES	VARIOUS	34,060	NONE	-	-	34,060
COMPUTER SOFTWARE	VARIOUS	338,130	SL - 3	84,908	194,930	143,200
OFFICE FURNITURE	VARIOUS	660,371	SL - 7	94,039	310,813	349,558
OFFICE EQUIPMENT	VARIOUS	-	SL - 5	-	-	-
COMPUTER EQUIPMENT	VARIOUS	274,220	SL - 3	51,502	160,786	113,434
LEASEHOLD IMPROVEMENTS	VARIOUS	1,033,306	SL - 5	173,939	796,571	236,735
DEPOSIT ON FIXED ASSETS	VARIOUS	13,510				13,510
TOTAL TO PAGES 1 AND 2, PART I, LINE 19 AND PART II, LINE 14		<u>\$ 2,353,597</u>		<u>\$ 404,388</u>	<u>\$ 1,463,100</u>	<u>\$ 890,497</u>

SCHEDULE 6

OTHER EXPENSES	(a)	(b)	(c)	(d)
DESCRIPTION	REVENUE AND EXP PER BOOKS	INVESTMENT PURPOSES	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	\$ 47,869	\$ -	\$ 20,682	\$ 28,215
EQUIPMENT & EQUIPMENT MAINTENANCE	3,464			3,464
COMPUTER MAINTENANCE	110,721			110,721
MARKETING EXPENSES	390,813		389,813	6,367
SALES EXPENSE	267,998		208,652	-
STATIONARY, SUPPLIES	36,284		10,605	25,240
POSTAGE	24,448	851	6,587	15,767
MISCELLANEOUS PROGRAM EXPENSES	63,910			94,473
COMPUTER EXPENSES	2,482			2,482
DUES & SUBSCRIPTIONS	27,201		2,942	24,259
FUND RAISING TICKET COSTS	2,612			2,612
EMPLOYEE RELATED EXPENSES	26,700	-	1,562	25,215
LIABILITY INSURANCE	35,536		2,689	32,847
TOTAL TO PAGE 1, LINE 23	\$1,040,038	\$ 851	643,532	\$ 371,662

The Annenberg Foundation
Form 990-PF
23-6257083
Fiscal Year Ended June 30, 2005

Form 990-PF, PART II LINE 6

SCHEDULE 7

DESCRIPTION	FAIR MARKET VALUE
Interest in the Residuary Estate of Walter H. Annenberg	* <u>\$ 87,060,232</u>

The Annenberg Foundation is one of the residuary beneficiaries of the Estate of Walter H. Annenberg, who died on October 1, 2002. The Estate of Walter H. Annenberg is a "disqualified person" with respect to The Annenberg Foundation because Leonore Annenberg, who is a "foundation manager," has a total beneficial interest in the Estate of Walter H. Annenberg of more than 35%. As of June 30, 2003, it is anticipated that The Annenberg Foundation will receive additional principal distributions from the Estate of Walter H. Annenberg in the total amount of approximately \$346,000,000. At 6/30/05 the estimated market value of the remaining estate assets was \$87,060,232 as reflected above.

The Annenberg Foundation
 Form 990-PF PART II - US and STATE OBLIGATIONS 10a
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SCHEDULE 8

Description *	Maturity Date	Interest Rate	Face Value	Fair Market Value
FED FARM CR BKS CONS SYSTEMWIDE	4/15/2007	8.450%	6,357,136	6,300,655
FEDERAL HOME LN BKS	8/15/2006	6.375%	717,829	708,382
FHLB	8/15/2005	3.250%	12,935,179	12,905,998
FHLB BD	11/15/2006	3.125%	4,888,142	4,852,519
FHLB CONS BD	5/15/2006	5.375%	1,072,602	1,064,438
FHLB CONS BD DTD 07/16/2003	4/16/2007	2.540%	501,010	498,683
FHLB CONS BD DTD 08/07/2000	8/15/2005	6.875%	492,813	491,989
FHLB CONS BD DTD 08/15/2002	8/15/2005	3.000%	42,828,162	42,768,467
FHLB CONS BD DTD 09/01/2004	9/1/2005	2.125%	9,987,858	9,978,100
FHLB CONS BD DTD 11/13/1996	11/13/2006	6.535%	104,074	103,590
FHLB DISC NT	7/13/2005	Var %	399,553	399,560
FHLB DISC NT	8/2/2005	Var %	7,171,904	7,163,278
FHLB DISC NT	8/19/2005	Var %	11,449,719	11,448,090
FHLB FED HOME LN BK	2/15/2007	4.875%	1,240,326	1,244,906
FHLB FEDL HOME LOAN BANK	8/15/2005	4.875%	2,004,088	2,003,760
FHLB PREASSIGN 00100	11/15/2006	4.875%	8,930,428	8,814,196
FHLB TRANCHE # TR 00072	8/17/2005	2.125%	12,696,190	12,676,251
FHLB TRANCHE # TR 00325	9/15/2005	2.125%	19,971,041	19,943,800
FHLMC DEB	9/15/2005	2.875%	9,992,800	9,987,260
FHLMC DEB DTD 05/30/1996	5/30/2006	6.750%	3,111,031	3,079,680
FHLMC MULTICLASS SER 2505 CL H	8/15/2030	5.500%	107,594	107,302
FHLMC MULTICLASS SER 2552 CL LK	2/15/2029	4.000%	106,228	105,829
FHLMC MULTICLASS SER 2689 CL PY	2/15/2010	4.000%	117,427	117,634
FHLMC POOL #789087	3/1/2032	Var %	73,663	74,710
FHLMC POOL #789483	6/1/2032	Var %	178,032	179,168
FHLMC POOL #789582	7/1/2032	Var %	225,776	221,988
FNMA	7/18/2005	Var %	99,840	99,849
FNMA DISC NT	8/10/2005	Var %	298,959	298,913
FNMA MT	11/25/2022	4.500%	130,135	129,446
FNMA NT	2/16/2007	3.550%	357,461	358,427
FNMA POOL #255768	5/1/2035	6.500%	1,932,524	1,932,408
FNMA POOL #555177	1/1/2033	4.899%	65,748	65,663
FNMA POOL #681530	7/1/2032	7.500%	110,057	110,074
FNMA POOL #696479	4/1/2033	Var %	42,866	42,689
FNMA POOL #725690	8/1/2034	6.000%	5,700,556	5,650,421
FNMA POOL #791167	8/1/2034	6.500%	951,014	944,549
FNMA POOL #797490	3/1/2035	5.500%	37,691,402	38,164,025
FNMA POOL #805301	1/1/2035	6.500%	246,266	244,571
FNMA POOL #821934	6/1/2035	Var %	402,798	401,858
FNMA PREASSIGN 00322	2/17/2009	Var %	90,968	90,303
FNMA PREASSIGN 00353	12/15/2005	2.375%	2,910,439	2,908,638
FNMA PREASSIGN 00621	6/25/2020	4.500%	222,302	220,921
FNMA REMIC SER 2005-T2 CL IA1	11/28/2035	Var %	13,084,006	13,066,644
GNMA 2003-036 REMIC TR CL A	10/16/2020	2.933%	56,090	55,287
GOVERNMENT TR CTFS ZERO CPN CTFS (11/15/2007	Var %	90,811	91,372
RESOLUTION FDG CORP FED ZERO CPN S	10/15/2006	Var %	151,746	147,104

The Annenberg Foundation
 Form 990-PF PART II - US and STATE OBLIGATIONS 10a
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SCHEDULE 8

Description *	Maturity Date	Interest Rate	Face Value	Fair Market Value
U.S TREAS NT	11/15/2005	5.875%	16,283,787	16,426,358
U.S TREAS NT	11/15/2005	5.875%	3,300,026	3,280,225
UNITED STATES TREAS NTS DTD 00064	8/15/2007	2.750%	994,297	981,562
UNITED STATES TREAS NTS DTD 00078	12/31/2006	3.000%	2,991,094	2,972,460
UNITED STATES TREAS NTS DTD 00079	1/15/2010	3.625%	1,092,658	1,098,781
UNITED STATES TREAS NTS DTD 00084	2/15/2015	4.000%	27,512,489	27,788,438
UNITED STATES TREAS NTS INFLATION LN	1/15/2015	1.653%	7,878,289	7,874,971
UNITED STATES TREAS NTS NT	9/30/2006	2.500%	744,490	740,039
US TREAS BDS	2/15/1931	5.375%	18,211,603	20,028,140
US TREAS BDS 7 1/4 15/8/2022 USD1000	8/15/2022	7.250%	12,960,724	13,832,339
US TREAS BDS USD1000	2/15/2029	5.250%	82,450,945	89,209,458
US TREAS NTS	2/15/2006	5.625%	3,980,625	4,055,160
US TREAS NTS DTD 00013	11/15/2007	3.000%	1,469,339	1,458,494
US TREAS NTS DTD 00032	8/15/2013	4.250%	4,594,575	4,667,850
US TREAS NTS DTD 02/15/2000	2/15/2010	6.500%	549,731	552,409
US TREAS NTS DTD 11-15-2001	11/15/2006	3.500%	2,402,690	2,397,282
			<u>409,713,956</u>	<u>419,627,360</u>

* All of the above assets are publicly traded securities and were acquired by purchase.

The Annenberg Foundation
 Form 990-PF PART II - CORPORATE STOCKS 10b
 EIN# 23-6257083

SCHEDULE 9

Description *	Face Value	Fair Market Value
INTERACTIVECORP COM,REV	4,221,301	4,206,345
1ST AMERN CORP CAL COM COM	1,241,598	1,240,326
3M CO COM	5,473,958	4,898,325
5TH 3RD BANCORP COM	2,133,634	1,870,934
7-ELEVEN INC COM NEW	636,896	671,328
ABERCROMBIE & FITCH CO CL A	798,172	1,319,040
ACCREDITED HOME LENDERS HLDG CO COM STK	713,059	721,600
ADOBE SYS INC COM	1,294,583	1,871,748
ADR ALUM CORP CHINA LTD SPONSORED	(8,038)	(8,038)
ADR BUSINESS OBJECTS S A SPONSORED	1,580,300	1,641,120
ADR EMBRAER-EMPRESA BRASILEIRA DE	1,694,739	1,858,534
ADR GLAXOSMITHKLINE PLC SPONSORED	1,543,677	1,673,595
ADR HARMONY GOLD MNG LTD	2,484,723	2,145,136
ADR NATL GRID PLC	5,136,183	5,715,844
ADR NOKIA CORP SPONSORED ADR	2,608,187	2,783,872
ADR PEARSON PLC SPONSORED ADR	2,308,529	2,237,004
ADR SANOFI-AVENTIS SPONSORED ADR	7,825,414	8,329,168
ADR VNU N V SPONSORED ADR	1,917,257	1,969,065
ADR VODAFONE GROUP PLC NEW SPONSORED ADR	7,495,787	7,162,240
AETNA INC	1,246,861	1,979,398
AGERE SYS INC COM COM	509,952	488,760
AGILENT TECHNOLOGIES INC COM	1,428,457	1,431,844
AGRIUM INC COM	1,159,224	1,319,753
ALAMOSA HLDGS INC COM COM	1,308,898	1,339,335
ALCOA INC COM STK	1,762,639	1,570,413
ALLEGHANY CORP DEL COM	782,185	801,900
ALLIANCE DATA SYS CORP COM	960,648	1,115,400
ALLIED WASTE INDS INC COM PAR \$0.01 NEW	613,625	608,271
ALLSTATE CORP COM	2,551,193	2,844,100
ALLSTATE CORP COM	2,456,392	2,685,763
ALTERA CORP COM	6,576,964	6,251,228
ALTIRIS INC COM	680,989	682,620
ALTRIA GROUP INC COM	1,037,183	1,416,054
AMER EXPRESS CO COM	5,292,011	5,247,147
AMERICAN TOWER CORP CL A	611,241	630,495
AMERIGROUP CORP COM	947,482	960,780
AMERN EAGLE OUTFITTERS INC NEW COM	635,450	989,995
AMERN INTL GROUP INC COM	3,352,319	3,497,620
AMERUS GROUP CO COM	460,136	455,034
AMGEN INC COM	1,120,323	1,336,166
AMGEN INC COM	4,053,432	4,084,073
AMKOR TECH INC COM	997,128	965,565
ANADARKO PETRO CORP COM	2,000,213	2,160,545
ANALOG DEVICES INC COM	5,407,446	4,589,130
ANDRX GROUP COM	2,738,343	2,567,184
ANSYS INC COM	934,090	933,913

The Annenberg Foundation
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SCHEDULE 9

Description *	Face Value	Fair Market Value
APACHE CORP COM	5,363,644	9,011,700
AQUILA INC DEL NEW COM	1,000,551	1,120,183
ARCH COAL INC COM	781,185	767,482
ARROW INTL INC COM	446,655	463,348
ASTORIA FINL CORP COM	498,238	533,813
AUTOLIV INC COM STK	1,331,026	1,405,980
AVNET INC COM	422,266	549,732
AVON PRODS INC COM USD0.25	4,358,908	5,062,438
AXIS CAPITAL HLDGS LTD COM USD0.0125	2,496,636	2,827,170
AZTAR CORP COM	865,031	868,923
BAKER HUGHES INC COM	2,397,606	2,885,424
BAKER HUGHES INC COM	8,160,206	9,633,428
BALL CORP COM	564,646	525,016
BANK AMER CORP COM COM	10,690,564	93,500,500
BANK AMER CORP COM COM	648,715	5,692,219
BANK N.Y. CO INC COM	3,550,795	3,387,406
BAXTER INTL INC COM	4,877,055	5,236,665
BCE INC COM STK	566,439	561,216
BEA SYS INC COM	1,790,036	2,000,962
BEAR STEARNS COS INC COM	1,270,090	1,434,372
BIOMET INC COM	2,737,019	2,371,108
BIOVAIL CORP COM	406,886	330,576
BIOVAIL CORP COM	621,366	591,545
BJ SVCS CO COM	1,129,716	1,332,992
BLOCK H & R INC COM	1,099,446	1,102,815
BRASCAN CORP LTD VTG SHS CL A	622,793	618,192
BRINKER INTL INC COM	676,282	648,810
BROWN SHOE INC NEW COM	525,540	539,291
BURL NORTHN SANTA FE CORP COM	804,733	932,184
BURL RES INC COM	1,563,652	1,795,300
BURL RES INC COM	6,518,030	9,650,428
CABOT OIL & GAS CORP COM	1,353,496	1,332,480
CB RICHARD ELLIS GROUP INC CL A	1,040,810	1,157,904
CEC ENTMT INC COM	588,683	601,887
CENDANT CORP COM STK	365,782	395,949
CENTENNIAL COMMUNICATIONS CORP NEW	622,806	621,755
CENTURYTEL INC COM COM STK	1,543,574	1,637,999
CERES GROUP INC COM	393,244	393,376
CF STATE STREET RUSSELL 1000 INDEX CTF (CMK9)	302,160,691	339,627,922
CF WTC CTF INTL GROWTH PORTFOLIO	102,875,231	104,547,396
CHEVRON CORP COM	3,073,556	3,220,992
CIGNA CORP COM	1,086,762	1,680,371
CIN BELL INC NEW COM STK	512,273	517,011
CISCO SYS INC COM	2,764,442	3,882,197
CIT GROUP INC NEW COM COM	850,223	880,885
CITIGROUP INC COM	7,209,254	8,478,582

The Annenberg Foundation
Form 990-PF PART II - CORPORATE STOCKS 10b
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SCHEDULE 9

Description *	Face Value	Fair Market Value
CITIGROUP INC COM	4,690,622	5,136,153
CITIGROUP INC COM	4,165,515	5,089,923
CITIZENS COMMUNICATIONS CO COM	2,639,822	2,665,152
CKE RESTAURANTS INC COM STK	775,728	719,386
CLOROX CO COM	415,946	417,900
CLOROX CO COM	3,395,876	3,552,150
CMNTY HLTH SYS INC NEW COM	1,361,206	1,772,351
COCA COLA CO COM	2,793,056	2,496,650
COMCAST CORP NEW CL A SPL	7,445,109	7,694,155
COMERICA INC COM	1,715,745	1,710,880
COMM GROUP INC MASS COM	460,432	422,348
COMM GROUP INC MASS COM	921,905	906,806
COMPUTER ASSOC INTL INC COM STK	1,638,568	1,624,068
COMSTOCK RES INC COM NEW	628,129	624,031
CONOCOPHILLIPS COM	2,639,191	3,840,332
CONOCOPHILLIPS COM	1,510,138	2,627,293
CONSECO INC COM NEW STK	1,196,022	1,204,246
CONSTELLATION ENERGY GROUP INC COM	991,441	1,413,405
COOPER CAMERON CORP	1,438,996	1,706,375
CORINTHIAN COLLEGES INC COM STK	746,165	733,190
COUNTRYWIDE FINL CORP COM STK \$.05 PAR	1,917,540	2,177,604
CROWN CASTLE INTL CORP COM STK	1,339,257	1,340,510
CSK AUTO CORP COM	506,643	508,740
CSX CORP COM	2,373,336	2,734,506
CUMMINS INC	605,167	686,412
CUMULUS MEDIA INC CL A DEL	450,183	441,102
D R HORTON INC COM	5,799	7,522
DADE BEHRING HLDGS INC COM	1,244,620	1,358,709
DARDEN RESTAURANTS INC COM	1,190,155	1,540,166
DEAN FOODS CO NEW COM	705,523	715,372
DEERE & CO COM	142,847	144,078
DELL INC COM STK	3,347,421	3,661,589
DELL INC COM STK	6,235,928	6,894,495
DELPHI FINL GROUP INC CL A	1,194,804	1,187,635
DENNYS CORP COM COM	733,630	763,975
DEVON ENERGY CORP NEW COM COM	3,036,861	5,265,652
DIRECTV GROUP INC COM	1,980,757	1,873,950
DISNEY WALT CO COM	3,651,710	3,655,507
DOVER CORP COM	887,058	884,034
DOW CHEM CO COM	424,406	427,488
DOWNEY FINL CORP COM	1,233,271	1,229,760
DU PONT E I DE NEMOURS & CO COM STK	2,342,121	2,327,916
DU PONT E I DE NEMOURS & CO COM STK	3,557,990	3,535,422
DUN & BRADSTREET CORP DEL NEW COM	313,896	339,075
DYNEGY INC NEW CL A COM	733,894	715,635
EATON VANCE CORP COM NON VTG	824,971	939,663

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Description *	Face Value	Fair Market Value
EBAY INC COM	1,705,140	1,393,022
ED MGMT CORP COM	1,578,984	1,956,340
ED MGMT CORP COM	217,621	219,245
EDISON INTL COM COM	1,516,930	1,978,840
EDWARDS A.G INC COM	492,553	496,650
ELI LILLY & CO COM	2,572,083	2,473,524
ELIZABETH ARDEN INC COM	599,339	608,000
ENDURANCE SPECIALTY HOLDINGS LTD COM USD1	1,259,928	1,278,316
ENERGEN CORP COM	443,925	525,750
ENERGIZER HLDGS INC COM	1,369,809	1,460,995
ENERGY PARTNERS LTD OC-COM	397,128	393,150
ENTERCOM COMMUNICATIONS CORP CL A	526,947	543,293
ENERGY CORP NEW COM	455,339	483,520
ENERGY CORP NEW COM	2,553,810	3,055,998
EQTY RESDNTL EFF 5/15/02	4,128,551	4,561,998
EXXON MOBIL CORP COM	6,390,468	8,643,488
EXXON MOBIL CORP COM	4,803,974	7,738,336
FAIR ISAAC CORPORATION COM	606,135	594,950
FAIRCHILD SEMICONDUCTOR INTL INC COM	982,758	970,403
FEDEX CORP COM	1,737,153	2,035,376
FEDT DEPT STORES INC DEL COM	1,164,775	1,509,568
FELCOR LODGING TR INC COM	711,398	708,000
FIRSTENERGY CORP COM	1,112,663	1,188,317
FLORIDA EAST COAST INDS COM	333,368	331,462
FNMA PFD SER O VAR RATE	7,714,048	7,683,398
FORD MTR CO DEL COM PAR \$0.01	768,749	605,184
GANNETT INC COM	438,225	376,989
GAP INC COM	3,164,982	3,009,900
GASCO ENERGY INC COM COM	589,146	603,489
GEMSTAR-TV GUIDE INTL INC COM	1,599,868	1,668,991
GEN ELEC CO COM	43,704,327	127,165,500
GEN ELEC CO COM	782,265	5,271,131
GENESIS HEALTHCARE CORP COM STK	673,642	707,853
GILEAD SCI INC COM	3,206,809	5,103,940
GOLDMAN SACHS GROUP INC COM COM	1,997,209	1,979,188
GOLDMAN SACHS GROUP INC COM COM	5,020,500	7,651,500
GOLDMAN SACHS GROUP INC COM COM	5,213,362	5,320,343
GRAY T.V INC COM CL B	377,752	396,593
GREY WOLF INC COM	1,008,019	1,003,388
GTECH HLDGS CORP COM	994,658	1,046,792
GTECH HLDGS CORP COM	1,495,915	1,763,172
GUITAR CTR INC COM	775,995	764,647
HARSCO CORP COM	251,290	245,475
HCA INC COM	931,846	963,390
HELMERICH & PAYNE INC COM	678,273	686,440
HERSHEY CO	3,692,053	5,042,520

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Description *	Face Value	Fair Market Value
HEWITT ASSOCS INC CL A COM	1,000,752	1,010,031
HEWLETT PACKARD CO COM	1,837,281	2,198,185
HONEYWELL INTL INC COM STK	1,509,151	2,455,126
HOVNIANIAN ENTERPRISES INC CL A	290,416	365,120
HUMANA INC COM	250,609	309,972
HUNTSMAN CORP COM STK	1,041,086	968,906
HYPERION SOLUTIONS CORP COM COM	624,441	655,912
IDT CORP CL B	2,058,460	1,885,828
ILL TOOL WKS INC COM	1,597,216	2,177,256
IMAX CORP COM	1,119,001	1,110,000
IMMUCOR INC COM STK	425,950	434,250
INDYMAC BANCORP INC COM	1,258,769	1,303,360
INFINITY PPTY & CAS CORP COM	697,844	708,238
INGRAM MICRO INC CL A	861,133	773,604
INTEL CORP COM	844,875	1,287,364
INTEL CORP COM	2,910,506	3,709,641
INTL BUSINESS MACHS CORP COM	2,790,058	1,951,460
IPC HLDGS LTD COM STK USD0.01	101,848	99,050
ISLE CAPRI CASINOS INC COM	865,419	854,513
ITT EDL SVCS INC COM	719,395	977,586
JANUS CAP GROUP INC COM	1,483,096	1,574,688
JEFFERIES GROUP INC NEW COM	476,541	473,625
JOHNSON & JOHNSON COM	5,913,531	6,617,000
JPMORGAN CHASE & CO COM	2,470,197	2,373,504
KB HOME COM	753,228	1,479,064
KELLY SERVICES INC CL A COM	338,853	340,816
KENSEY NASH CORP COM	713,093	745,114
KEY ENERGY SVCS INC	642,786	642,208
KEYCORP NEW COM	1,139,356	1,170,195
KIMBERLY-CLARK CORP COM	1,041,993	1,051,512
KINDRED HEALTHCARE INC COM STK	641,200	652,179
KING PHARMACEUTICALS INC COM	135,994	138,586
KROGER CO COM	1,012,791	1,164,636
KROGER CO COM	3,199,683	3,925,889
KS CY SOUTHN	833,387	860,273
KULICKE & SOFFA INDS INC COM	648,008	671,084
LA QUINTA CORP	749,860	737,163
LAUREATE ED INC COM	825,656	837,550
LAWSON SOFTWARE INC COM	78,988	77,250
LAZARD LTD COM CLASS 'A' USD0.01	2,579,516	2,697,000
LEHMAN BROS HLDGS INC COM	2,207,912	2,372,792
LEHMAN BROS HLDGS INC COM	2,411,500	2,482,000
LIBERTY GLOBAL INC COM SER A	7,646,562	9,590,685
LIBERTY MEDIA CORP NEW COM SER A	7,518,238	8,309,945
LOCKHEED MARTIN CORP COM	36,256	38,922
LYONDELL CHEMICAL CO COM STK	636,672	766,180

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Description *	Face Value	Fair Market Value
M D C HLDGS INC COM	802,839	1,208,253
MAGELLAN HLTH SVCS INC COM NEW	866,321	884,162
MANHATTAN ASSOCS INC COM	2,001,608	1,857,607
MANPOWER INC WIS COM	2,996,704	3,122,730
MASSEY ENERGY CORP COM	789,357	783,633
MATRIA HEALTHCARE INC COM NEW	431,920	438,328
MC DONALDS CORP COM	4,056,663	4,510,763
MEADWESTVACO CORP COM	3,423,884	3,283,484
MEDCO HLTH SOLUTIONS INC COM	804,056	1,131,232
MEDIMMUNE INC COM	2,162,888	2,220,432
MEDTRONIC INC COM	5,404,023	6,286,011
MELLON FINL CORP COM	2,836,821	2,464,471
MEMC ELECTR MATLS INC COM	1,658,057	2,212,531
MERCK & CO INC COM	1,618,627	1,703,240
MERISTAR HOSPITALITY CORP REIT	1,283,897	1,275,638
MERRILL LYNCH & CO INC COM STK	2,201,338	2,255,410
METHANEX CORP COM STK	361,568	303,048
METLIFE INC COM ISIN US59156R1086	1,128,551	1,312,248
MFO 1ST EAGLE SOGEN FDS INC OVERSEAS FD CL I	132,000,000	149,857,418
MFO GMO TR FGN FD CL III	136,450,096	145,843,685
MICRON TECH INC COM	914,853	838,241
MICROSOFT CORP COM	1,820,595	1,597,212
MICROSOFT CORP COM	7,566,027	6,096,978
MICROSOFT CORP COM	7,713,903	6,890,616
MICROSOFT CORP COM	4,539,926	4,086,180
MIKOHN GAMING CORP COM	414,384	419,368
MONSANTO CO NEW COM	2,501,764	4,551,788
MORGAN STANLEY	954,280	923,472
MOTOROLA INC COM	4,634,472	5,254,301
NABI BIOPHARMACEUTICALS COM	219,820	228,450
NATIONAL OILWELL VARCO COM STK	1,247,866	1,673,408
NAVISTAR INTL CORP NEW COM	1,233,150	1,206,400
NBTY INC COM	794,321	812,052
NETWORK APPLIANCE INC DEL	2,781,176	2,606,494
NEXTEL COMMUN INC CL A COM CSH & STK	519,184	633,276
NEXTEL PARTNERS INC CL A	765,138	737,733
NIKE INC CL B	3,982,608	4,057,210
NORTHROP GRUMMAN CORP COM	1,946,917	2,082,925
NOVA CHEMICALS CORP COM	441,966	308,656
NOVELL INC COM	741,718	735,878
NRG ENERGY INC COM NEW	916,043	1,000,160
NUCOR CORP COM	1,271,251	1,309,294
NUVEEN INVTS INC CL A	2,631,272	2,908,026
OLIN CORP COM	992,066	950,304
ON SEMICONDUCTOR CORP COM	1,039,665	999,281
PACCAR INC COM	338,431	346,800

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Description *	Face Value	Fair Market Value
PACER INTL INC TENN COM	680,339	687,148
PEPCO HLDGS INC COM	886,936	1,043,784
PEPSI BOTTLING GROUP INC COM STK ISIN US7134091005	1,401,137	1,421,917
PEPSICO INC COM	4,192,775	4,379,116
PERFORMANCE FOOD GROUP CO COM	1,712,237	1,912,293
PETROKAZAKHSTAN INC COM	1,340,184	1,569,282
PFIZER INC COM STK \$.11 1/9 PAR	6,283,211	6,034,504
PFIZER INC COM STK \$.11 1/9 PAR	4,852,044	4,099,767
PFIZER INC COM STK \$.11 1/9 PAR	3,226,173	3,196,522
PG& E CORP COM	3,380,380	4,191,341
PHELPS DODGE CORP CAP	657,519	730,750
PHIL CONS HLDG CORP COM	856,325	847,600
PHILLIPS VAN HEUSEN CORP COM	247,131	251,713
PINNACLE ENTMT INC COM	1,664,261	1,659,764
PMI GROUP INC COM	1,415,757	1,473,444
PNC FINANCIAL SERVICES GROUP COM STK	1,886,929	1,944,222
PNM RES INC COM	295,278	288,100
PPG IND INC COM	967,406	903,744
PRAXAIR INC COM	5,643,625	6,020,720
PRIN FINL GROUP INC COM STK	1,366,680	1,424,600
PRIN FINL GROUP INC COM STK	2,350,152	2,493,050
PROGRESSIVE CORP OH COM	1,519,413	1,660,008
PROGRESSIVE CORP OH COM	4,161,120	4,634,189
PROVIDIAN FINL CORP COM	483,128	461,906
PRUDENTIAL FINL INC COM	4,287,182	6,195,021
PVTPL CENTAUR FDG CORP PEF SHS SER B	5,839,212	6,379,654
QUALCOMM INC COM COM	1,854,059	1,589,432
RADIAN GROUP INC COM	1,415,264	1,463,820
RADIO 1 INC CL D NON VTG	2,391,782	2,202,825
RAYMOND JAMES FNCL INC COM STK	231,442	234,475
REP SVCS INC COM	697,993	698,594
ROWAN COMPANIES INC COM	1,576,592	1,749,919
RUBY TUESDAY INC COM	598,965	598,938
RYDER SYS INC COM	775,817	658,800
SAFECO CORP COM	1,578,906	1,603,030
SAFEWAY INC COM NEW	605,024	659,628
SALIX PHARMACEUTICALS LTD COM DE	172,937	176,600
SBA COMMUNICATIONS CORP CL A COM	1,176,617	1,193,940
SCHLUMBERGER LTD COM STK	5,163,823	5,832,192
SCHLUMBERGER LTD COM STK	3,037,061	3,348,954
SCHOLASTIC CORP COM	229,311	231,300
SCHWAB CHARLES CORP COM NEW	2,904,067	3,087,336
SCIENTIFIC GAMES CORP	596,970	595,153
SCOTTS MIRACLE-GRO COMPANY CL A CL A	593,479	605,285
SEMPRA ENERGY INC COM STK	1,649,445	1,689,579
SERVICE CORP INTL COM	522,361	522,303

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Description *	Face Value	Fair Market Value
SINCLAIR BROADCAST GROUP INC CL A	769,330	796,906
SNAP-ON INC COM	339,894	343,000
SONIC CORP COM	320,353	305,300
SONIC SOLUTIONS COM	126,597	137,640
SOUTHERN PERU COPPER CORP COM COM	252,618	235,620
SPANISH BROADCASTING SYS INC CL A COM	905,168	923,226
SPINNAKER EXPL CO COM	1,260,763	1,337,973
SPINNAKER EXPL CO COM	361,946	354,900
SPRINT NEXTEL CORP	4,152,533	5,410,659
ST PAUL TRAVELERS CORP	3,130,684	3,818,598
STD PAC CORP NEW COM	1,354,246	1,671,050
STEEL DYNAMICS INC COM	416,381	270,375
SUNOCO INC COM COM	1,217,642	1,739,304
SUNTERRA CORP COM NEW	730,600	757,169
SUPER VALU INC COM	597,500	678,288
SYMANTEC CORP COM	2,488,147	2,122,911
SYMANTEC CORP COM	1,653,184	1,680,502
SYMBOL TECHNOLOGIES INC COM	2,354,733	1,672,965
TEKELEC COM	160,952	168,000
TEL & DATA SYS INC COM STK NEW	263,494	269,346
TENET HEALTHCARE CORP COM	2,144,704	2,463,912
TEREX CORP NEW COM	408,472	397,940
TERRA INDS INC COM	611,378	605,818
TEXAS INSTRS INC COM	3,756,723	4,606,287
T-HQ INC COM NEW	290,197	292,700
TIBCO SOFTWARE INC COM COM	1,657,189	1,606,224
TIMBERLAND CO CL A	1,141,023	1,348,702
TIMKEN CO COM	1,287,176	1,143,450
TODCO CL A COM	1,190,400	1,578,705
TOLL BROS INC COM	538,900	863,175
TREEHOUSE FOODS INC COM	126,746	115,751
TRW AUTOMOTIVE HLDGS CORP COM	701,346	730,398
TXU CORP COM	1,297,868	1,844,598
TYCO INTL LTD NEW COM	3,683,166	3,292,300
UBIQUITEL INC COM	839,119	857,167
UGI CORP NEW COM	365,403	418,500
UNIONBANCAL CORP DE COM STK	1,466,694	1,612,772
UNIT CORP COM	407,915	382,887
UNIT CORP COM	769,564	774,796
UNITEDHEALTH GROUP INC COM COM	2,949,997	4,851,627
UNITEDHEALTH GROUP INC COM COM	6,257,739	10,428,000
UNUMPROVIDENT CORP COM	3,351,575	4,250,240
US BANCORP	2,868,055	2,993,000
US BANCORP	4,776,138	4,955,240
UTD NAT FOODS INC COM	298,274	303,700
UTD RENTALS INC COM	629,643	635,301

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Description *	Face Value	Fair Market Value
UTD SURGICAL PARTNERS INTL INC COM	289,786	291,648
UTD TECHNOLOGIES CORP COM	5,739,255	6,100,380
VALERO ENERGY CORP COM STK NEW	448,084	719,901
VALSPAR CORP COM	375,389	386,320
VAXGEN INC COM NEW	109,126	108,500
VERINT SYS INC COM	308,370	321,600
VERISIGN INC COM	3,819,796	3,242,690
VERIZON COMMUNICATIONS COM	4,687,115	4,239,285
VIACOM COM CL B	2,926,400	2,427,116
VIACOM COM CL B	5,975,977	4,883,050
VIACOM COM CL B	4,277,423	3,810,380
VISHAY INTERTECHNOLOGY INC COM	576,807	580,324
WABTEC CORP COM	480,348	495,007
WACHOVIA CORP NEW COM	570,925	590,240
WACHOVIA CORP NEW COM	7,479,413	7,583,840
WAL-MART STORES INC COM	3,909,438	3,706,580
WASHINGTON MUT INC COM COM	2,529,880	2,547,194
WASTE MGMT INC DEL COM STK	7,410,329	7,756,658
WATSCO INC COM	820,673	800,880
WATSON PHARMACEUTICALS INC COM	2,627,061	2,595,368
WEATHERFORD INTL LTD	1,641,516	1,606,046
WELLS FARGO & CO NEW COM STK	4,392,606	4,415,286
WELLS FARGO & CO NEW COM STK	1,380,446	17,242,400
WELLS FARGO & CO NEW COM STK	2,530,892	2,575,584
WENDY S INTL INC COM	1,471,687	1,591,510
WESTERN GAS RES INC COM	909,552	882,098
WESTWOOD 1 INC COM	2,427,466	2,514,933
WILLIS GROUP HOLDINGS COM	7,882,209	7,568,136
WINNEBAGO INDS INC COM	419,949	415,925
WIS ENERGY COM	927,325	1,014,000
WMS INDS INC COM	240,173	249,750
XL CAP LTD SHS A	1,632,409	1,771,196
YAHOO INC COM	2,953,282	4,365,900
YUM BRANDS INC COM	581,670	598,920
	1,469,174,986	1,793,465,175

* All of the above assets are publicly traded securities and were acquired by purchase.

Description *	Maturity Date	Interest Rate	Face Value	Fair Market Value
1ST UN NATL BK COML MTG	9/15/2008	7.184%	23,972	23,960
3M EMP STK OWN PLAN TR ESOP	7/15/2009	5.620%	4,993,808	4,913,134
5.45 DUE 11-24-2010 BEO	11/24/2010	5.450%	1,388,326	1,378,281
ALLIED SIGNAL INC NT	7/1/2005	6.125%	40,003	40,000
AMERICAN EXPRESS CR CORP	7/19/2005	Var%	154,737	154,732
AMERICREDIT AUTOMOBILE RECEIVABLES	1/12/2009	4.610%	65,182	64,938
AMERICREDIT AUTORECEIVABLES TR	10/9/2007	2.750%	160,253	159,724
ASSD DRY GOODS CORP	3/1/2006	8.850%	259,953	257,155
ASSOC CORP N AMER NT	7/15/2005	6.000%	150,145	150,090
AST BACKED FDG CORP NIM	5/26/2034	4.450%	100,657	100,291
AST SECURITIZATION CORP	2/14/2043	6.660%	225,701	226,386
BANC AMER MTG SECS INC	12/25/2034	Var%	181,779	186,323
BANC AMER MTG SECS INC	4/25/2035	Var%	389,779	387,428
BANC AMER MTG SECS INC	10/25/1933	3.335%	39,792	39,659
BANC AMER MTG SECS INC	5/25/2033	4.183%	72,930	73,154
BANC AMER SECS 2003-H	9/25/2018	4.431%	45,219	45,050
BANKAMERICA CORP DISC COML	7/7/2005	Var%	299,530	294,967
BEAR STEARNS COML MTG	7/15/2031	6.800%	51,470	51,529
BNP PARIBAS SUB NT 144A	6/29/2049	Var%	6,500,000	6,571,611
BOEING CAP CORP SR NT	2/15/2007	5.750%	402,229	400,465
CAPITAL AUTO RECEIVABLES AST TR	5/15/2006	3.327%	107,203	106,931
CATERPILLAR FINL SVCS CORP- DISC	7/12/2005	Var%	138,856	138,864
CHASE COML MTG SECS CORP	6/15/2008	7.656%	5,928	5,760
CHASE ISSUANCE	12/15/2010	Var%	9,000,000	8,991,090
CITIBANK CR CARD ISSUANCE	11/22/2010	Var%	9,019,100	9,011,808
CITICORP MTG SECS INC	12/25/2033	2.500%	166,284	166,394
CITIGROUP MTG LN TR	1/25/2034	4.020%	56,571	56,762
CMO MASTR ALTERNATIVE LN	5/25/2033	6.500%	2,199,005	2,190,749
COLONIAL RLTY LTD PARTNERSHIP NT	2/1/2010	4.750%	99,995	99,215
CONSUMERS ENERGY CO 1ST MTG	4/15/2008	4.250%	3,704,838	3,642,263
CORE INVT GRADE BD TR I 2002-1	11/30/2007	4.659%	11,254,848	11,635,958
COUNTRYWIDE HOME LNS INC MEDIUM	2/15/2007	2.875%	250,405	244,785
COX COMMUNICATIONS INC	10/1/2012	7.125%	3,050,117	3,027,839
CR SUISSE 1ST BSTN MTG	6/25/2033	5.000%	50,342	49,951
DELTA AIRLINES	7/2/2012	6.417%	3,150,000	3,313,954
DEUTSCHE MTG SECS INC MTG	3/25/2034	3.590%	49,324	49,393
DISNEY WALT CO	4/1/2039	Var%	2,565,000	2,610,981
DONNELLEY R R & SONS CO	5/15/2015	5.500%	3,103,333	3,106,371
ENTERPRISE PRODS OPER L P	3/1/2035	5.750%	3,059,421	3,026,499
EXELON CORP SR	6/15/2015	4.900%	3,079,926	3,121,084
FEDEX CORP NT	4/1/2007	2.650%	246,594	243,486
FORD MTR CR CO MEDIUM TERM NTS	2/28/2007	Var%	250,000	241,587
FORD MTR CR CO SR NT	1/15/2010	5.700%	770,485	710,203
GAZPROM INTL S	2/1/2020	7.201%	2,803,533	3,017,000
GAZPROM INTL S A BD	2/1/2020	7.201%	1,338,361	1,356,075
GE CAP COML MTG CORP 2000-1	5/15/2010	6.320%	58,329	58,113
GEN DYNAMICS CORP NT	5/15/2006	2.125%	248,836	246,275
GENERAL ELEC CAP CORP	12/15/2009	3.750%	5,785,500	5,695,907
GENWORTH FINL INC DISC COML PAPER	7/26/2005	Var%	399,047	399,050
GLENCORE FDG LLC GLENCORE FDG	4/15/2014	6.000%	2,735,608	2,684,912
GLOBAL SIGNAL TR II	12/15/2014	4.232%	180,000	178,671

Description *	Maturity Date	Interest Rate	Face Value	Fair Market Value
GOLDMAN SACHS GROUP INC	1/15/2015	5.125%	5,743,917	5,815,921
GOODRICH B F CO TRANCHE	2/1/2018	6.800%	1,600,248	1,746,145
GREENPOINT MANUFACTURED HSG	11/15/2018	6.110%	64,702	64,350
GTE CAL INC GTE CA INC	3/15/2007	7.650%	303,990	301,706
HARTFORD LIFE GLOBAL FDG TRS	3/17/2008	Var%	250,000	245,425
HSBC CAPITAL FUNDING LP FLT RT	12/29/1949	Var%	4,442,185	4,496,040
HUTCHISON WHAMPOA INTL 03/33 LTD	11/24/2010	5.450%	1,885,105	1,952,816
INTERNATIONAL LEASE FIN CORP	8/8/2005	Var%	211,252	211,263
INTL LEASE FIN CORP INTL LEASE	6/1/2007	5.625%	104,000	102,514
KAISER FNDTN HOSPS/KAISER FNDTN	7/15/2005	9.550%	1,729,946	1,727,519
KIMBERLY-CLARK TISSUE CO	7/15/2008	9.500%	428,137	421,750
LB-UBS COML MTG TR 2000-C5 COML	12/15/2019	6.410%	232,837	227,181
MAINE ST TAXABLE-GEN PURP	6/15/2007	2.600%	1,712,054	1,651,947
MASTR ALTERNATIVE LN TR 2003-6 CL	9/25/2033	5.750%	137,872	135,904
MASTR ALTERNATIVE LN TR 2004-3 CL	4/25/2034	6.500%	126,690	125,536
MBNA MASTER CR CARD TR II	3/16/2009	3.821%	9,330,021	9,329,360
MEDIAONE GROUP INC	10/1/2005	6.750%	237,407	241,447
MORGAN J P COML MTG FIN CORP	1/15/2030	6.533%	175,012	174,849
MORGAN STANLEY FLTG RT BD	1/18/2008	Var%	215,000	214,901
NATL RURAL UTILS COOP FIN CORP NT	3/1/2007	6.500%	263,360	259,416
NET LEASE FDG 2005 LP	2/27/2014	12.000%	235,461	235,539
NEW JERSEY ST TAXABLE-VAR PURP	4/1/2006	2.250%	5,356,615	5,285,136
NEWS AMER HLDGS INC	2/1/2013	9.250%	3,628,646	3,602,052
NOMURA AST SECS CORP PASSTHRU	4/13/2036	7.919%	307,266	287,543
NORFOLK SOUTHN CORP	5/15/2007	7.350%	47,023	46,442
NORTHN INSTL FDS DIVERSIFIED ASSETS	7/1/2005	Var%	403	403
NORTHROP GRUMMAN CORP NT	3/1/2006	7.000%	260,518	254,523
NY ST DORM AUTH REVS TAXABLE-ST	12/15/2007	2.600%	1,275,000	1,234,748
NY ST DORM AUTH REVS TAXABLE-ST	12/15/2005	1.850%	4,375,158	4,341,138
PAC BELL	8/15/2006	6.875%	268,086	257,525
PERMANENT FING NO 7 PLC NT SER 1	6/10/2042	Var%	260,000	260,000
PFD TERM SECS XII LTD / PFD TERM	12/24/2033	Var%	250,000	250,625
PRUDENTIAL MTG CAP FDG L L C	5/10/2034	6.232%	68,560	67,806
RESDNTL AST MTG PRODS INC	3/25/2016	7.125%	180,921	180,524
RESDNTL AST SEC CORP MTG	10/25/2030	7.505%	208,810	208,736
RESI FN LTD PRTNRSHP	9/10/2035	Var%	390,325	396,659
RESIDENTIAL ASSET MTG PRODS INC	3/25/2027	3.180%	22,411	22,462
RESIDENTIAL ASSET MTG PRODS INC	3/25/2030	8.000%	117,730	117,384
RESIDENTIAL CAP CORP NT 144A	6/20/2010	6.375%	3,190,592	3,215,398
ROYAL BK SCOTLAND PLC DISC COML	8/15/2005	Var%	333,608	333,614
RUSSISCHE FOERDERATION NOTES	6/24/2028	12.750%	6,075,467	6,455,003
SCOTT PAPER CO	7/15/2008	9.500%	2,362,879	2,232,232
SHELL FIN(UK)	11/30/2005	4.750%	5,047,333	5,021,000
SIMON PPTY GROUP L P	6/15/2015	5.100%	2,899,043	2,898,449
SLM STUDENT LN TR 2004-4 STUDENT LN	4/25/2012	3.670%	8,199,857	8,206,602
SLM STUDENT LN TR 2005-2 CL A-1 FLT RT	4/25/2010	Var%	2,153,533	2,152,962
SLM STUDENT LN TR SER 2004-1 CL A1 FLT	1/26/2015	Var%	7,572,861	7,575,301
SOUTH CAROLINA ST	3/1/2007	6.400%	2,916,173	2,919,843
SPINTAB-SWEDMORTGAGE AB DISC COML	9/1/2005	Var%	198,850	198,870
SPRINT CAP CORP	5/1/2019	6.900%	2,862,039	3,126,639
STRUCTURED AST SECS 2002-13	7/25/2032	Var%	33,094	33,072

The Annenberg Foundation
 EIN# 23-6257083
 Form 990-PF PART II - CORPORATE BONDS 10c

SCHEDULE 10

Description *	Maturity Date	Interest Rate	Face Value	Fair Market Value
SWEDBANK FORENINGSSPARBANKEN AB	7/1/2005	Var%	349,971	349,971
TCI COMMUNICATIONS INC	8/1/2015	8.750%	2,829,185	2,847,769
USA INTERACTIVE SR NT 7	1/15/2013	Var%	3,229,474	3,198,822
UTD MEXICAN STS MEDIUM TERM	10/8/2008	4.625%	2,868,668	2,888,655
UTD MEXICAN STS MTN BEO	3/3/2015	6.625%	4,612,049	4,864,210
VANDERBILT MTG & FIN INC 2002-C MFG/HSG	3/7/2015	4.230%	105,439	105,504
VANDERBILT MTG&FIN INC 2000B MFD/HSG	3/7/2025	8.525%	54,871	55,919
VERIZON NETWORK FDG CORP DISC COML	7/6/2005	Var%	234,873	234,878
WAMU MTG PASS-THROUGH CTFS	5/25/2035	Var%	324,689	324,028
WORLD SVGS BK FSB OAKLAND CAL	3/10/2008	4.125%	249,603	249,465
YORKSHIRE BLDG SOC DISC COML PAPER	8/10/2005	Var%	131,522	131,517
			<u>189,754,594</u>	<u>191,061,759</u>

* All of the above assets are publicly traded securities and were acquired by purchase.

The Annenberg Foundation
Form 990-PF
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Fiscal Year Ended June 30, 2005

Form 990-PF, PART II LINE 16

SCHEDULE 11

OTHER ASSETS	<u>6/30/2005</u>
ACCRUED INTEREST RECEIVABLE	\$ 6,766,265
CONDITIONAL LIABILITY HELD BY THIRD PARTY CUSTODIAN	-
ACCRUED DIVIDENDS RECEIVABLE	3,426,697
ACCOUNTS RECEIVABLE	246,780
OTHER RECEIVABLES	5,517
PREPAID INTEREST	369,238
OTHER PREPAID EXPENSES	<u>147,453</u>
TOTAL TO PAGE 2, PART II, LINE 15	<u>\$ 10,961,950</u>

The Annenberg Foundation
Form 990-PF
Fiscal Year Ended June 30, 2005
23-6257083

SCHEDULE 12

PART II - LINE 22 - OTHER LIABILITIES

DESCRIPTION	<u>BOOK VALUE</u>
OTHER LIABILITIES	<u>6/30/2005</u>
CURRENT FEDERAL EXCISE TAX	\$ 345,389
DEFERRED FEDERAL EXCISE TAX	3,355,062
SALES TAX PAYABLE	(2,034)
ROYALTIES AND CONTRACTS PAYABLE	<u>2,375,653</u>
TOTAL TO PAGE 2, LINE 22	<u>\$ 6,074,070</u>

The Annenberg Foundation
Form 990-PF
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Fiscal Year Ended June 30, 2005

Form 990-PF, PART III LINE 3

SCHEDULE 13

	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	\$ 17,908,051
	-
	<u>\$ 17,908,051</u>

The Annenberg Foundation
 Form 990-PF
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 Fiscal Year Ended June 30, 2005

SCHEDULE 14

Part VIII Information About Officers, Directors, Foundation Managers, Highly Paid Employees and Contractors								
1 List all officers, directors, 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) Employee benefit plans & deferred compensation	(e) Expense account, other allowances			
a	Name Address	Leonore Annenberg 150 N. Radnor Chester Road, Radnor, PA	Pres, CEO, Trustee 25 hrs/wk	0 11,315	0			
b	Name Address	Wallis Annenberg 10877 Wilshire Blvd, Los Angeles, CA	Vice President, Trustee 20 hrs/wk	0	0			
c	Name Address	Gail Levin 150 N. Radnor Chester Road, Radnor, PA	Exec Dir./Secretary 35/wk	251,364	52,057			
d	Name Address	Paul J. Manganiello 150 N. Radnor Chester Road, Radnor, PA	Dir. of Finance/Treasurer 26 hrs/wk	102,365	22,407			
e	Name Address	Lauren Bon 10877 Wilshire Blvd, Los Angeles, CA	Trustee 15 hrs/wk	25,000	0			
f	Name Address	Charles M. Weingarten 10877 Wilshire Blvd, Los Angeles, CA	Trustee 15 hrs/wk	25,000	0			
g	Name Address	Gregory Weingarten 10877 Wilshire Blvd, Los Angeles, CA	Trustee 15 hrs/wk	25,000	0			
Total			\$	428,729	\$	85,779	\$	-

The Annenberg Foundation
Form 990-PF
Fiscal Year Ended June 30, 2005
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SCHEDULE 15

SUPPLEMENTARY INFORMATION

Form 990-PF, Part IX A, Line 1 Summary of Direct Charitable Activities

Annenberg/CPB Program, Washington, DC

Number of educational programs produced: 210 programs.

Number of U.S. schools reached by the Annenberg/CPB Channel: approximately 95,000.

Number of semester long teacher workshops and courses provided over the Channel to these schools: 66.

Number of Annenberg/CPB educational Web pages viewed: 4.1 million per month, on average.

Number of educational videotapes distributed in the U.S.: approximately 94,000.

Number of countries outside the U.S. using Annenberg/CPB educational videos: approximately 70.

The Annenberg Foundation
Form 990-PF
Fiscal Year Ended June 30, 2004
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SCHEDULE 16

SUPPLEMENTARY INFORMATION

Page 9, Part XV

LINE 1a:

WALTER H. ANNENBERG DONATED MORE THAN 2% OF THE TOTAL CONTRIBUTIONS TO THE ANNENBERG SCHOOL OF COMMUNICATIONS ON JULY 1, 1989, THE ANNENBERG SCHOOL OF COMMUNICATIONS CHANGED ITS NAME TO THE ANNENBERG FOUNDATION AND WAS RECLASSIFIED AS A PRIVATE FOUNDATION. WALTER H. ANNENBERG DIED ON OCTOBER 1, 2002.

LINE 2a:

SCHEDULE 17

DR. GAIL C. LEVIN
EXECUTIVE DIRECTOR
THE ANNENBERG FOUNDATION
RADNOR FINANCIAL CENTER, SUITE A-200
150 N. RADNOR-CHESTER ROAD
RADNOR, PA 19087
610-341-9066

SUPPLEMENTARY INFORMATION
Letter of Inquiry

Page 9, Part XV

The Annenberg Foundation does not use a grant application form. To initiate contact with the Foundation, send a letter of inquiry to determine whether the Foundation's current interests and funds permit consideration of the request. The document should not exceed 2 pages, single-spaced, and should include:

- Description of the organization conducting the project
- Amount of request
- Purpose of the project for which funds are being requested
- Problems your project will address
- Estimated overall project budget
- Time period for which funds are requested
- Qualifications of key project personnel
- Contact information (name, title, address, phone, fax, and e-mail)

The letter of inquiry should not include any additional supporting information such as videotapes/compact discs, financial reports, annual reports, or books. Proposals are not accepted unless requested by a representative of the Foundation.

Send the inquiry by mail to:

Program Office
Senior Program Officer
The Annenberg Foundation
Radnor Financial Center, Suite A-200
150 N. Radnor-Chester Rd.
Radnor, PA 19087

Program Office
Grants Manager
The Annenberg Foundation
2000 Avenue of the Stars, Suite 1000
Los Angeles, CA 90067

Or e-mail to: info@annenbergfoundation.org
(The Foundation does not open attachments. Please send your letter of inquiry in the body of your e-mail as text.)

When received, the letter of inquiry will be directed to the appropriate staff members for review. All letters of inquiry will be answered within 6 to 8 weeks of receipt.

Foundation resources are limited in relation to the number of worthwhile requests it receives. A large portion of applications must be declined.

SUPPLEMENTARY INFORMATION

Page 9, Part XV

Proposals

When a representative of the Foundation requests a proposal, it should include the following.

Cover Letter

Brief description of your organization and the proposed program
Amount of request
Organization's legal name as it appears on the IRS exemption letter
Contact name, title, address, and telephone number

Background Information

History and charitable purpose of the organization
Primary constituency served by the organization

Program description

Detailed description of the proposed program including its goals and objectives
Evidence of the program's need and value
Outline of method that will be used for carrying out the program
Evaluation plan

Personnel information

Biographical information of organization personnel who will implement program and their qualifications
Names and principal affiliations of directors or trustees

Financial Information

Detailed program budget and narrative explaining the proposed use of funds, other sources of funding, and total amount requested from the Foundation
Organization's financial statement for the prior fiscal year (preferably audited)
Projected organizational budget covering years during which proposed program will be carried out

Other documentation

A statement concerning plans for continuing support after the conclusion of Foundation funding
Documentation that the proposal is supported by the organization's board of directors or trustees
A copy of the organization's IRS determination letter

For a proposal requested by the Radnor Office, send to:

The Annenberg Foundation
Radnor Financial Center, Suite A-200
150 N. Radnor-Chester Rd.
Radnor, Pennsylvania 19087

For a proposal requested by the Los Angeles Office, send to:

The Annenberg Foundation
2000 Avenue of the Stars, Suite 1000
Los Angeles, CA 90067

The review process is generally prompt, but it may take up to six months.

The Annenberg Foundation
Form 990PF, PART XV Grants and Contributions Paid During the Fiscal Year
or Approved for Future Payment Line 3a

EIN# 23-6257083

SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
Arts and Culture	
Academy of Music of Philadelphia, Inc. Philadelphia, PA 05-027	\$5,000
Academy of Music of Philadelphia, Inc. Philadelphia, PA <i>Annenberg Endowment for the Academy of Music</i> 04-089	\$5,000,000
Academy of Music of Philadelphia, Inc. Philadelphia, PA <i>Anniversary Concert and Ball benefiting the Restoration and Preservation Fund</i> 05-165	\$5,000
Academy of Music of Philadelphia, Inc. Philadelphia, PA <i>Renovation of the Ormandy Room</i> 05-213	\$250,000
American Academy in Rome New York, NY 05-449	\$5,000
American Associates of the Royal Academy Trust, Inc. New York, NY <i>Royal Academy of Arts</i> 05-098	\$10,000
American Associates of the Royal Academy Trust, Inc. New York, NY 05-313	\$25,000
American Fellows of the Tate Gallery Foundation, Inc. New York, NY <i>American Acquisitions Committee</i> 05-147	\$10,000
American Friends of Covent Garden & the Royal Ballet, Inc. New York, NY 05-331	\$5,000
American Friends of the Churchill Museum Marblehead, MA 04-172	\$250,000

The Annenberg Foundation
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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
American Friends of the Israel Museum New York, NY <i>Gala in 3 Dimensions event in honor of Ann and Steven Ames</i> 05-111	\$25,000
American Friends of the Israel Philharmonic Orchestra, Inc. New York, NY <i>To endow a musician's chair</i> 04-250	\$125,000
American Friends of the National Gallery London, Inc. New York, NY 04-468	\$2,500,000
American Friends of the Paris Opera New York, NY <i>To support the cultural exchange between France and the United States</i> 04-282	\$100,000
American Friends of the Paris Opera New York, NY <i>Rêve d'Enfants program</i> 05-224	\$10,000
American Friends of the Paris Opera New York, NY 05-365	\$200,000
American Trust for the British Library New York, NY 05-308	\$95,885
Americans for the Arts, Inc. Washington, DC 05-200	\$5,000
Armand Hammer Museum of Art and Cultural Center, Inc. Los Angeles, CA <i>Hammer Projects</i> 03-189	\$100,000
Barnes Foundation Merron, PA <i>Legal Costs</i> 03-190	\$140,000

**The Annenberg Foundation
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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
Barnes Foundation Merion, PA <i>Continuing Operations of the Barnes Foundation</i> 04-167	\$125,000
Barnes Foundation Merion, PA <i>Continuing Operations of the Barnes Foundation</i> 03-236	\$10,000,000
Beverly Hills Cultural Center Foundation Beverly Hills, CA <i>Capital Campaign</i> 03-426	\$250,000
Beverly Hills Cultural Center Foundation Beverly Hills, CA <i>Capital Campaign for the Wallis Annenberg Cultural Center of Beverly Hills</i> 05-125	\$5,000,000
Beverly Hills Cultural Center Foundation Beverly Hills, CA <i>Wallis Annenberg Cultural Center of Beverly Hills</i> 05-284	\$2,000
Beyond Baroque Foundation Venice, CA 03-437	\$50,000
Blair House Restoration Fund Washington, DC <i>Endowment Fund for the President's Guest House</i> 01-145	\$100,000
Brandywine Conservancy, Inc. Chadds Ford, PA 05-294	\$10,000
Center Theatre Group of Los Angeles Los Angeles, CA <i>The Annenberg Middle School Program</i> 04-397	\$333,333
Colonial Williamsburg Foundation Williamsburg, VA <i>Endowment for the interpretation of Nation Builders</i> 05-263	\$250,000

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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
Debbie Allen Dance, Inc. Culver City, CA 03-184	\$750,000
Debbie Allen Dance, Inc. Culver City, CA 05-409	\$10,000
Desert Symphony West Arts Association Indian Wells, CA <i>Children's Music Discovery Series</i> 04-231	\$25,000
Djerassi Resident Artists Program Woodside, CA 04-215	\$250,000
Element Foundation Incorporated New York, NY <i>Film Projects</i> 05-180	\$50,000
Fotofest, Inc. Houston, TX 05-467	\$50,000
Foundation for French Museums, Inc. New York, NY <i>Web-site and intranet communication system, the educational exchange program, and the annual meeting fund of the French Regional and American Museum Exchange (FRAME)</i> 05-141	\$300,000
Foundation for the California State University San Bernardino San Bernardino, CA <i>To upgrade the lighting and sound systems at the Indian Wells Theater</i> 05-416	\$500
Friends of AADP, Inc. Decatur, AL 05-237	\$500,000
Friends of Art & Preservation in Embassies Washington, DC 03-172	\$25,000
Friends of Art & Preservation in Embassies Washington, DC	\$25,000

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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
05-145 Friends of Art & Preservation in Embassies Washington, DC <i>Ellsworth Kelly art project for the new U S Embassy in Beijing</i> 05-250	\$50,000
Friends of Sulgrave Manor Richmond, VA 05-384	\$25,000
Friends of the Cultural Center, Inc. Palm Desert, CA <i>The President's Circle</i> 05-040	\$1,000
Friends of the Cultural Center, Inc. Palm Desert, CA <i>Replacement of the sound and lighting systems at the McCallum Theatre</i> 04-479	\$1,000,000
Friends of the Cultural Center, Inc. Palm Desert, CA <i>McCallum Theatre Institute</i> 05-436	\$25,000
Friends of the Musées des Arts Décoratifs, Inc. New York, NY 05-375	\$127,519
Friends of Winterthur, Inc. Winterthur, DE <i>Winterthur Fund</i> 05-029	\$1,000
Geffen Playhouse, Inc. Los Angeles, CA 03-214	\$333,000
Georges Pompidou Art & Culture Foundation Houston, TX <i>For the development of an arts web-site for children</i> 05-334	\$100,000
Grantmakers in the Arts Seattle, WA <i>The annual conference "Culture Jam: Friction, Fusion, Synergy"</i> 05-422	\$25,000

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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
Halcyon Foundation New York, NY 05-012	\$1,000
Henry E. Huntington Library & Art Gallery San Marino, CA 03-185	\$333,000
Henry Francis du Pont Winterthur Museum, Inc. Winterthur, DE <i>School, Family and Community Programs</i> 05-295	\$25,000
Historic Hudson Valley Tarrytown, NY 05-327	\$1,000
Hysterica Dance Company Los Angeles, CA 05-120	\$25,000
Immigration Museum for New Americans, Inc. San Diego, CA 03-386	\$166,666
Institute of Contemporary Art Philadelphia, PA <i>Institute of Contemporary Art</i> 05-321	\$2,500
The Isamu Noguchi Foundation and Garden Museum Long Island City, NY 05-333	\$25,000
John F. Kennedy Center for the Performing Arts Washington, DC <i>Plaza Project</i> 04-208	\$500,000
John F. Kennedy Center for the Performing Arts Washington, DC <i>Kennedy Center Honors Commemorative Desk Diary</i> 05-225	\$4,500
John F. Kennedy Center for the Performing Arts Washington, DC <i>Education and Outreach Programs</i> 05-388	\$25,000

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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
Lincoln Center for the Performing Arts, Inc. New York, NY <i>Consolidated Corporate Fund</i> 05-043	\$15,000
Los Angeles County Museum of Natural History Foundation Los Angeles, CA 02-382	\$333,000
Los Angeles County Museum of Natural History Foundation Los Angeles, CA <i>L.A. light/motion/dreams exhibit and the Jared Diamond Project</i> 04-550	\$1,300,000
Los Angeles Master Chorale Association Los Angeles, CA 05-367	\$25,000
Metropolitan Museum of Art New York, NY <i>Acquisitions Endowment Fund and to establish the Walter and Leonore Annenberg Acquisitions Endowment Fund</i> 01-344	\$5,000,000
Metropolitan Museum of Art New York, NY <i>To reopen Museum Galleries</i> 04-370	\$500,000
Metropolitan Museum of Art New York, NY <i>Acquisitions Fund Benefit</i> 05-222	\$25,000
Metropolitan Museum of Art New York, NY 05-244	\$5,000
Metropolitan Museum of Art New York, NY <i>Acquisition of the Gilman Paper Company Collection of Photographs</i> 05-330	\$1,000,000
Metropolitan Opera Association, Inc. New York, NY <i>National Council of the Metropolitan Opera Association, Inc</i> 05-007	\$750

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SCHEDULE 19

Organization	Paid
Ref. Num.	FY
2005	

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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
Metropolitan Opera Association, Inc. New York, NY 05-044	\$25,000
Metropolitan Opera Association, Inc. New York, NY 05-094	\$2,500
Metropolitan Opera Association, Inc. New York, NY 05-378	\$100,000
Moore College of Art and Design Philadelphia, PA <i>The Galleries at Moore</i> 05-355	\$2,500
Museum Associates Los Angeles, CA <i>Wallis Annenberg Directorship to establish the Director's Endowment Fund</i> 02-320	\$3,333,000
Museum of Contemporary Art Los Angeles, CA <i>For the exhibition "Visual Music: 1905-2005"</i> 05-352	\$50,000
Museum of Contemporary Art Los Angeles, CA <i>For the exhibition "Visual Music. 1905-2005"</i> 05-351	\$200,000
Museum of Fine Arts, Houston Houston, TX 05-468	\$100,000
Museum of Modern Art New York, NY <i>MOMA's capital campaign and building project</i> 99-258	\$800,000
Museum of Modern Art New York, NY <i>Education Programs</i> 05-353	\$25,000

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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
Museum of Modern Art New York, NY <i>Exhibition Fund</i> 05-381	\$2,000
Museum of Modern Art New York, NY 05-437	\$50,000
Museum of Television and Radio New York, NY 03-215	\$333,000
National Gallery of Art Landover, MD <i>To establish the Annenberg Fund for the International Exchange of Art</i> 05-135	\$1,000,000
National Gallery of Art Landover, MD <i>Contemporary Art Division</i> 05-218	\$100,000
New-York Historical Society New York, NY 05-266	\$5,000
Norton Gallery and School of Art, Inc. West Palm Beach, FL 05-345	\$1,000
Not a Cornfield LLC Los Angeles, CA <i>The Cornfields project</i> 05-503	\$300,000
Oberlin Dance Collective San Francisco, CA 05-452	\$25,000
On Stage Theatre Company Dana Point, CA 05-079	\$5,000
Opera Guild of the Desert Palm Springs, CA <i>Opera in the Park</i> 05-099	\$2,500

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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
Pacific Chorale Santa Ana, CA <i>Educational Music Programs</i> 05-256	\$50,000
Palm Springs Desert Museum, Inc. Palm Springs, CA <i>Endowment Campaign</i> 01-233	\$1,200,000
Palm Springs Desert Museum, Inc. Palm Springs, CA 05-034	\$1,000
Palm Springs Desert Museum, Inc. Palm Springs, CA 05-054	\$5,000
Palm Springs Desert Museum, Inc. Palm Springs, CA <i>Annenberg Theater Programming</i> 05-061	\$25,000
Palm Springs Desert Museum, Inc. Palm Springs, CA <i>Performing Arts Council</i> 05-060	\$2,500
Palm Springs Desert Museum, Inc. Palm Springs, CA <i>Museum Associates Council</i> 05-143	\$125
Palm Springs Desert Museum, Inc. Palm Springs, CA 05-092	\$5,000
Palm Springs Friends of Philharmonic Palm Desert, CA 05-401	\$10,000
Pennsylvania Academy of the Fine Arts Philadelphia, PA 05-045	\$1,000
Pennsylvania Academy of the Fine Arts Philadelphia, PA	\$20,000

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SCHEDULE 19

Organization Ref. Num. 2005	Paid FY
05-062	
Performing Arts Center of Los Angeles County Los Angeles, CA <i>The Blue Ribbon</i> 05-030	\$2,500
Performing Arts Center of Los Angeles County Los Angeles, CA 05-046	\$5,000
Performing Arts Center of Los Angeles County Los Angeles, CA <i>Discretionary Fund for the Music Center Chairman and President</i> 05-457	\$250,000
Performing Arts Center of Los Angeles County Los Angeles, CA <i>Music Center Fund for the Performing Arts Campaign 2005</i> 05-510	\$40,000
Péten Archaeological Conservation Trust Durham, NH <i>To excavate and reconstruct the eastern and southern walls of the buried Mayan murals at San Bartolo</i> 05-335	\$20,000
Philadelphia Art Alliance Philadelphia, PA 05-433	\$5,000
Philadelphia Museum of Art Philadelphia, PA <i>Campaign 2001</i> 02-092	\$5,000,000
Philadelphia Museum of Art Philadelphia, PA 05-063	\$25,000
Philadelphia Museum of Art Philadelphia, PA <i>Unrestricted Endowment and Operating Expenses</i> 03-433	\$5,000,000
Philadelphia Museum of Art Philadelphia, PA 05-490	\$2,500

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Organization Ref. Num. 2005	Paid FY
Philadelphia Orchestra Association Philadelphia, PA 05-015	\$80,000
Philadelphia Orchestra Association Philadelphia, PA <i>The Annenberg Fund for Artistic Endeavors, the Annenberg Fund for Touring, the Annenberg Fund for Education, and the Annenberg Fund for Technology</i> 04-088	\$10,000,000
Philadelphia Orchestra Association Philadelphia, PA <i>To reduce the Orchestra's Deficit</i> 05-272	\$2,000
Philadelphia Orchestra Association Philadelphia, PA <i>Opening Night Gala</i> 05-505	\$4,000
Philadelphia Society for the Preservation of Landmarks Philadelphia, PA 05-031	\$1,000
Prince of Wales Foundation Washington, DC <i>HRH The Prince of Wales's Leonore and Walter Annenberg Award</i> 04-110	\$2,500,000
Reprise Broadway's Best In Concert Santa Monica, CA 05-075	\$25,000
Royal Heritage Society of Delaware Valley Philadelphia, PA <i>Support and care of Ormiston Mansion in Fairmount Park</i> 05-024	\$1,000
Santa Monica Museum of Art Santa Monica, CA <i>3 X Abstraction: New Methods of Drawing by Hima af Klint, Emma Kunz, and Agnes Martin</i> 05-363	\$150,000
Shreveport Opera Shreveport, LA <i>For the Shreveport Opera Xpress (SOX) program and Endowment Fund</i> 05-204	\$40,000

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Organization Ref. Num. 2005	Paid FY
Skowhegan School of Painting and Sculpture, Inc. New York, NY <i>Scholarship and fellowship fund</i> 05-303	\$2,000
Skowhegan School of Painting and Sculpture, Inc. New York, NY <i>Scholarship Funds</i> 05-434	\$2,000
Smithsonian Institution Washington, DC <i>National Museum of the American Indian</i> 05-286	\$25,000
Southern California Center for Nonprofit Management Los Angeles, CA <i>Arts Loan Fund</i> 04-564	\$250,000
St. George's House Trust (Windsor Castle) <i>Appeal of St George's Chapel</i> 04-189 Foreign Organization	\$1,000,000
Storm King Art Center Mountainville, NY <i>Storm King Art Center Luncheon honoring Cynthia Hazen Polsky</i> 05-210	\$15,000
Sundance Institute Beverly Hills, CA <i>Annenberg Film Fellows Program</i> 04-382	\$1,000,000
U.S. Department of State Washington, DC <i>Diplomatic Reception Rooms at the U.S. Department of State</i> 05-025	\$5,000
The Collegiate Church of Saint Peter Westminster London <i>Reprint of 1,000 copies of "Westminster Abbey" for the benefit of the Abbey</i> 05-428 Foreign Organization	\$49,785
White Nights Foundation of America, Inc.	\$10,000

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New York, NY 05-227	
Whitney Museum of American Art New York, NY 05-088	\$25,000
Will Geer Theatricum Botanicum Topanga, CA <i>Capital and program expenses</i> 05-271	\$40,000
World Monuments Fund, Inc. New York, NY 05-202	\$2,500
<i>Total Arts and Culture</i> (136 items)	\$71,332,063

Civic and Community

Alfred E. Smith Memorial Foundation, Inc. New York, NY 05-206	\$5,000
America-Italy Society of Philadelphia Philadelphia, PA 05-058	\$250
The American Academy of Diplomacy Washington, DC <i>Walter and Leonore Annenberg Award for Excellence in Diplomacy</i> 01-232	\$100,000
The American Academy of Diplomacy Washington, DC <i>Sisco Memorial Fund</i> 05-323	\$5,000
American Jewish Committee New York, NY 05-051	\$5,000
American Library in Paris, USA Foundation Marion, MA 05-223	\$6,000

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American Library in Paris, USA Foundation Marion, MA 05-453	\$12,922
American National Red Cross Philadelphia, PA <i>Southeastern Pennsylvania Chapter</i> 05-001	\$2,500
American Philosophical Society Philadelphia, PA 05-018	\$3,500
Annenberg Public Policy Center of the University of Pennsylvania Philadelphia, PA <i>To sustain FactCheck.org</i> 05-288	\$250,000
Annenberg Public Policy Center of the University of Pennsylvania Philadelphia, PA <i>To cover the Justice Talking series through 2007, 2008 and 2009</i> 05-445	\$3,000,000
Anti-Defamation League of B'nai B'rith New York, NY 05-019	\$50,000
Anti-Defamation League of B'nai B'rith Philadelphia, PA 05-080	\$100,000
Aquarium of the Pacific Long Beach, CA 05-117	\$50,000
Ardmore Free Library Ardmore, PA 05-065	\$500
Benjamin Franklin Tercentenary Philadelphia, PA <i>Benjamin Franklin: In Search of a Better World</i> 05-179	\$300,000
Best Buddies International, Inc. Miami, FL 04-084	\$250,000
Best Friends Animal Society	\$50,000

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Organization Ref. Num. 2005	Paid FY
Kanab, UT <i>Volunteer Programs Manager for the City of Los Angeles Animal Services</i> 04-360	
Better World Fund Washington, D C. <i>Energy Future Coalition</i> 05-122	\$250,000
Blaine County Hunger Coalition, Inc. Sun Valley, ID <i>Food Basket and Food Voucher programs</i> 05-377	\$35,000
Blind Relief Fund of Philadelphia Philadelphia, PA 05-056	\$250
Brady Center to Prevent Gun Violence Washington, DC 05-195	\$10,000
British Memorial Garden Trust, Inc. New York, NY <i>British Memorial Garden</i> 05-174	\$125,000
California Science Center Foundation Los Angeles, CA <i>Phase II Capital Campaign</i> 02-220	\$1,668,000
California Science Center Foundation Los Angeles, CA 05-511	\$15,000
Cardinal's Committee of the Laity New York, NY 05-067	\$2,500
CARE France Paris, France 04-281 Foreign Organization	\$100,000 \$400,000 00
Caregivers Volunteers Assisting the Elderly Ventura, CA <i>Building Bridges program</i>	\$50,000

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05-251	
Casita Maria, Inc. New York, NY 05-220	\$2,500
Cause Communications Santa Monica, CA <i>For the reprint of the Communications Toolkit: A guide to navigating communication for the nonprofit world</i> 05-512	\$18,300
Center for Public Integrity Washington, DC <i>The Charles Lewis Special Projects Fund</i> 05-148	\$166,000
Center for Public Integrity Washington, DC <i>The Charles Lewis Special Projects Fund</i> 05-149	\$166,000
Center for Young Women's Development San Francisco, CA 05-158	\$125,000
Central Park Conservancy, Inc. New York, NY 05-444	\$1,750
Chabad of California Los Angeles, CA 05-408	\$10,000
Channel G San Anselmo, CA 05-491	\$25,000
Child Abuse Listening Mediation, Inc. Santa Barbara, CA <i>Victoria Street Community House Council Building Upgrade Project</i> 05-492	\$25,000
Children's Home Society of California Los Angeles, CA 05-424	\$25,000
Children's Museum of the Desert Rancho Mirage, CA	\$250,000

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04-179	
Children's Museum of the Desert Rancho Mirage, CA <i>Phase one of "The Eyes of Discovery" mural project</i> 05-097	\$5,000
CHP 11-99 Foundation La Habra, CA 05-076	\$25,000
Clare Foundation, Inc. Santa Monica, CA 05-130	\$100,000
Clear the Air Washington, DC <i>Clear the Air Campaign</i> 05-183	\$100,000
Cliveden of the National Trust Philadelphia, PA 05-154	\$1,000
The Colleagues Santa Monica, CA <i>Children's Institute International</i> 05-376	\$5,000
Community Enhancement Corporation Commerce, CA <i>Students At Work Initiative and the Neighborhood Revitalization Initiative</i> 05-404	\$50,000
The Community Foundation for the National Capital Region Washington, DC <i>Lee Kimche McGrath Living Memorial Fund</i> 05-243	\$25,000
Community Legal Services and Counseling Center, Inc. Cambridge, MA 05-010	\$2,500
Congregation Emanu-El of the City of New York New York, NY 05-068	\$2,500
Cooperative for Assistance and Relief Everywhere, Inc. (CARE) Atlanta, GA	\$500,000

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Organization Ref. Num. 2005	Paid FY
<i>Earthquake and Tsunami Relief and Rehabilitation Fund</i> 05-328	
Cooperative for Assistance and Relief Everywhere, Inc. (CARE) Atlanta, GA <i>Earthquake and Tsunami Relief and Rehabilitation Fund</i> 05-329	\$500,000
Council of American Ambassadors Washington, DC <i>Supplementary Campaign</i> 05-233	\$5,000
Council of American Ambassadors Washington, DC 05-315	\$500
County of Montgomery, Pennsylvania Norristown, PA <i>Montgomery County Public Safety and Educational Training Center</i> 05-316	\$100,000
The Crisler Biblical Institute Cincinnati, OH <i>For the Crisler Library in Ephesus, Turkey</i> 05-100	\$10,000
Delancey Street Foundation San Francisco, CA 05-482	\$1,000,000
Desert Samaritans for the Elderly Palm Desert, CA 05-153	\$50,000
Downtown Women's Center Los Angeles, CA 04-077	\$333,333
DreamYard L.A. Los Angeles, CA <i>DreamYard LA school based prevention program</i> 05-107	\$100,000
Drug Strategies Washington, DC 05-229	\$5,000

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Organization Ref. Num. 2005	Paid FY
Eisenhower Exchange Fellowships, Inc. Philadelphia, PA 05-008	\$10,000
Elwyn, Inc. Elwyn, PA 05-004	\$500
Environmental Defense Incorporated New York, NY <i>Ocean Policy Campaign</i> 05-123	\$150,000
First Church of Christ, Scientist Ardmore, PA 05-011	\$5,000
First Church of Christ, Scientist Boston, MA 05-039	\$1,000
First Church of Christ, Scientist Palm Desert, CA 05-033	\$10,000
First Church of Christ, Scientist Ardmore, PA 05-268	\$150,000
Foreign Affairs Museum Council Washington, DC <i>Capital Campaign for the National Diplomacy Museum at the United States Diplomacy Center</i> 04-209	\$250,000
Forever Young Treehouse, Inc. Burlington, VT <i>Design and Project Management of a Universally Accessible Treehouse in Charles Wilson Park in Torrance, CA</i> 04-421	\$93,308
Forever Young Treehouse, Inc. Burlington, VT 05-217	\$40,000
Foundation Center New York, NY 05-314	\$5,000

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2005	
Foundation for the Defense of Democracies, Inc. Washington, DC <i>"Danger Zone The World At War"</i> 05-402 Private Operating Foundation	\$250,000

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Organization Ref. Num. 2005	Paid FY
The Free Library of Philadelphia Philadelphia, PA <i>Expansion and Renovation of the Central Library</i> 04-268	\$1,666,000
Freedom House, Inc. Washington, DC <i>Freedom of the Press project</i> 05-249	\$75,000
Friendly Hand Foundation Los Angeles, CA 05-181	\$2,500
Friends of Cabrillo Marine Aquarium San Pedro, CA <i>Los Angeles Ocean Learning Experiences</i> 04-459	\$100,000
Friends of Independence National Historical Park Philadelphia, PA 05-069	\$500
Friends of the Observatory Los Angeles, CA <i>For the fabrication and installation of more than 60 state-of-the-art exhibits designed for the newly renovated and expanded Griffith Observatory</i> 05-459	\$500,000
Ganna Walska Lotusland Foundation Santa Barbara, CA <i>To reprint Lotusland's visitor brochure</i> 05-394 Private Operating Foundation	\$13,400
Gay and Lesbian Elder Housing Corporation West Hollywood, CA <i>Capital Campaign to build a 104-unit development at the intersection of Selma and Ivar Avenues</i> 05-073	\$1,000,000
George Bush Presidential Library Foundation College Station, TX 05-339	\$600,000

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Organization Ref. Num. 2005	Paid FY
Global Green USA Santa Monica, CA <i>The three-year Greening Los Angeles Initiative and the Annenberg Green Showcase School Fund</i> 04-460	\$223,000
Greater Houston Community Foundation Houston, TX <i>The George Bush Presidential Library Foundation Endowment Fund, a part of the George Bush Forty-One Endowment Campaign</i> 04-213	\$333,000
Greater Houston Community Foundation Houston, TX <i>George Bush Statue project of the George Bush Statue Foundation</i> 05-216	\$100,000
Greater Los Angeles Zoo Association Los Angeles, CA 05-116	\$50,000
Greater Washington Educational Telecommunications Association, Inc. Arlington, VA <i>Capital Campaign</i> 02-107	\$1,000,000
Hamburger Home Los Angeles, CA 05-423	\$25,000
Hanson House Foundation, Inc. Palm Springs, CA 05-261	\$10,000
Homeboy Industries Los Angeles, CA 05-477	\$25,000
Homeless Health Care Los Angeles Los Angeles, CA 05-118	\$500,000
Hoover Institution on War, Revolution and Peace Stanford, CA <i>To endow the Walter and Leonore Annenberg Fund</i> 04-297	\$2,000,000

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Hotel Dieu, Inc. Los Angeles, CA <i>Phase I of the Meals on Wheels/Hotel Dieu Capital Campaign at St Vincent's Medical Center</i> 05-106	\$250,000
Human Rights Watch, Inc. New York, NY <i>Research into human rights issues in Afghanistan</i> 04-242	\$150,000
Human Rights Watch, Inc. New York, NY 05-264	\$400,000
International House of Philadelphia Philadelphia, PA 05-042	\$1,000
International Republican Institute Washington, DC 05-480	\$15,000
Jane Goodall Institute for Wildlife Research Education and Conservation Silver Spring, MD 05-417	\$1,000,000
Jewish Community and Recreational Center of the West Valley West Hills, CA 05-089	\$25,000
Jewish Community Homes for Adult Independence Bala Cynwyd, PA 04-210	\$33,000
Jewish Family Service of Palm Springs & Desert Area Palm Springs, CA 05-052	\$3,500
Jewish Federation of Greater Philadelphia Philadelphia, PA 02-353	\$500,000
Jewish Federation of Palm Springs and Desert Area Rancho Mirage, CA 05-354	\$10,000

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KCET Community Television of Southern California Los Angeles, CA <i>To produce the fourth season of California Connected</i> 05-446	\$1,000,000
KCRW Foundation, Inc. Santa Monica, CA 03-273	\$333,333
L.A. Goal Culver City, CA <i>Inside Out Productions</i> 05-219	\$30,000
Lamp, Inc. Los Angeles, CA <i>To support increasing Lamp's financial stability</i> 05-360	\$567,000
Lighthouse International New York, NY 05-020	\$600
Lompoc District Libraries Foundation Lompoc, CA <i>Charlotte's Web Children's Library Learning Center</i> 05-105	\$100,000
Longyear Foundation Chestnut Hill, MA <i>Mary Baker Eddy Museum</i> 05-006	\$1,000
Longyear Foundation Chestnut Hill, MA 05-232	\$5,000
Los Angeles County Public Library Foundation Downey, CA <i>To purchase books and audiovisual materials to enhance the collections of 30 libraries in areas with substantial Spanish-speaking communities</i> 05-189	\$150,000
Los Angeles Jewish Home for the Aging Reseda, CA <i>Exceptional Care is in the Details program</i> 05-087	\$50,000

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Los Angeles World Affairs Council Los Angeles, CA 05-342	\$6,000
Lotus Outreach San Francisco, CA 05-133	\$5,000
Lower Merion Township Police Pension Association Ardmore, PA 05-021	\$1,500
M.E.N.D. Pacoima, CA <i>To re-stock the Clothing Distribution Center</i> 05-236	\$5,000
Main Line Reform Temple Beth Elohim Wynnewood, PA <i>Adam Jordan Spandorfer Memorial Fund</i> 05-379	\$2,500
Marshall Legacy Institute Arlington, VA <i>Children Against Mines Program (CHAMPS)</i> 05-287	\$25,000
The Merion Fire Company Ardmore, PA 05-022	\$1,500
Midnight Mission Los Angeles, CA <i>Building a Home for Hope capital campaign</i> 05-241	\$500,000
Monterey Bay Aquarium Foundation Monterey, CA <i>Second Phase of the Seafood Watch Program</i> 04-458	\$350,000
Montgomery County Society for the Prevention of Cruelty to Animals Conshohocken, PA 05-053	\$250

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Morris Arboretum Philadelphia, PA <i>For the creation and installation of an arbor at the Alice and Liddon Pennock Flower Walk at the Morris Arboretum</i> 05-283	\$50,000
National Aquarium in Baltimore, Inc. Baltimore, MD 05-285	\$25,000
National Constitution Center Philadelphia, PA 05-093	\$15,000
National Public Radio, Inc. Washington, DC 05-372	\$334,000
National Urban League, Inc. New York, NY 05-023	\$5,000
Natural Resources Defense Council, Inc. New York, NY <i>Clean Water Network</i> 05-124	\$75,000
New Directions, Inc. Los Angeles, CA <i>Regional Opportunity Center</i> 05-373	\$10,000
Ocean Alliance, Inc. Lincoln, MA <i>The Voyage of the Odyssey</i> 04-449	\$100,000
Oceanographic Teaching Stations, Inc. Manhattan Beach, CA <i>Marine Studies Education Program</i> 04-450	\$25,000
Optimist Boys' Home and Ranch Los Angeles, CA <i>Capital Campaign for the construction of the Everychild Foundation Youth Learning Center and for the Wallis Annenberg Graphic Arts Center</i> 05-190	\$250,000

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Partnership For A Drug-Free America, Inc. New York, NY 05-155	\$10,000
The Partnership Project Washington, DC 05-184	\$200,000
Pennsylvania Horticultural Society Philadelphia, PA 05-151	\$1,500
Pennsylvania Horticultural Society Philadelphia, PA <i>Philadelphia Flower Show Preview Dinner</i> 05-299	\$1,200
Pentagon Memorial Fund, Inc. Washington, DC <i>Construction of the Pentagon Memorial Park</i> 04-367	\$125,000
People Assisting the Homeless Los Angeles, CA 05-344	\$5,000
Performing Arts Center of Los Angeles County Los Angeles, CA <i>The Blue Ribbon Garden</i> 02-323	\$10,000
Philadelphia Ronald McDonald House, Inc. Philadelphia, PA 05-460	\$25,000
Prince of Wales Foundation Washington, DC 05-489	\$20,000
Project Angel Food Los Angeles, CA <i>Home-delivered meals for people living with HIV/AIDS or other serious illnesses</i> 05-496	\$25,000
The Queen Mother's Memorial Fund for Scotland <i>National Memorial Garden at the Royal Botanics, Edinburgh</i> 05-265 Foreign Organization	\$183,450

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Radnor Fire Company of Wayne Wayne, PA <i>Ambulance Division</i> 05-048	\$1,000
Reagan Alumni Foundation Alexandria, VA <i>Reagan Building events</i> 05-096	\$5,000
Relief International Los Angeles, CA 05-474	\$25,000
Richard Nixon Library & Birthplace Foundation Yorba Linda, CA 05-324	\$2,500
Riverbend Environmental Education Center, Inc. Gladwyne, PA 05-461	\$10,000
Ronald McDonald House Charities of Southern California Los Angeles, CA <i>Capital Campaign to expand the Los Angeles Ronald McDonald House's physical facilities</i> 05-252	\$500,000
Ronald Reagan Presidential Foundation Simi Valley, CA <i>Construction of a hangar to display Air Force One</i> 04-316	\$250,000
Ronald Reagan Presidential Foundation Simi Valley, CA <i>Ambassadors' Sky View Terrace Project</i> 05-132	\$50,000
Ronald Reagan Presidential Foundation Simi Valley, CA <i>The Ronald Reagan Presidential Library Foundation</i> 05-455	\$25,000
Royal Institute of International Affairs <i>Peter Carrington Chair of International Security</i> 05-221 Foreign Organization	\$448,945

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Sagebrush Equine Training Center for the Handicapped, Inc. Hailey, ID 05-472	\$50,000
Saint Joseph Ballet Company Santa Ana, CA <i>Year-Round Programs</i> 04-563	\$100,000
San Diego Humane Society and SPCA San Diego, CA 05-412	\$100,000
Santa Barbara Maritime Museum Santa Barbara, CA <i>For the Environmental Education Programs</i> 05-191	\$15,000
Santa Catalina Island Conservancy Avalon, CA <i>Bridge to the Future: Building Ecological Literacy to Advance Conservation</i> 05-109 Private Operating Foundation	\$1,500,000
Santa Catalina Island Conservancy Avalon, CA <i>Southern California Protected Open Space Database</i> 05-108 Private Operating Foundation	\$50,000
Santa Catalina Island Conservancy Avalon, CA 05-138 Private Operating Foundation	\$15,000
Santa Monica Baykeeper Marina del Rey, CA 05-207	\$25,000
Seton Hall University South Orange, NJ <i>John C Whitehead School of Diplomacy and International Relations</i> 05-292	\$50,000
Shelter From the Storm, Inc. Palm Desert, CA 05-396	\$5,000

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Southern California Center for Nonprofit Management Los Angeles, CA 05-469	\$10,000
Southern California Counseling Center Los Angeles, CA 05-470	\$25,000
Southern California Leadership Network Los Angeles, CA 05-347	\$750
Stone Barns Restoration Corporation New York, NY <i>Peggy Rockefeller Memorial Fund</i> 05-406 Private Foundation	\$50,000
Stop Homelessness in the Rio Hondo Area Norwalk, CA 05-498	\$100,000
Sun Valley Adaptive Sports Programs, Inc. Ketchum, ID <i>Sun Valley Adaptive Sports Veteran's Winter Festival</i> 05-291	\$38,280
Synergos Institute, Inc. New York, NY 05-152	\$25,000
Temple Israel of Hollywood Los Angeles, CA 05-082	\$10,000
Theodore Roosevelt Conservation Partnership Inc. Washington, D.C. 04-569	\$200,000
Thunderbird the American Graduate School of International Management Glendale, AZ <i>To provide a scholarship for one Artemis Fellow</i> 05-346	\$10,000
Tides Center San Francisco, CA <i>National Voice</i> 05-090	\$450,000

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Together for Peace Foundation Washington, DC 98-010	\$5,000
Twelveacres, Incorporated Campbell, CA 04-391	\$25,000
United Nations Association of the United States of America, Inc. New York, NY 05-095	\$25,000
United Nations Association of the United States of America, Inc. New York, NY 05-201	\$50,000
United Way of Southeastern Pennsylvania Philadelphia, PA 05-036	\$500,000
United Way of the Desert Palm Springs, CA 05-070	\$60,000
University of Notre Dame Notre Dame, IN <i>Institute on American Democracy</i> 05-173	\$100,000
Trustees of the University of Pennsylvania Philadelphia, PA <i>To hold a Presidential debate at the University in 2008</i> 05-427	\$650,000
USC Center of Philanthropy and Public Policy Los Angeles, CA <i>Los Angeles Foundation Leadership Group</i> 05-157	\$10,000
West Philadelphia Alliance for Children Philadelphia, PA 05-289	\$30,000
WestEd San Francisco, CA <i>Investigate, assess and provide expertise in evaluation methods and organizational change for the Foundation's Blue Planet Initiative</i>	\$100,000

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04-444	
White House Historical Association Washington, DC <i>For the acquisition of books for the White House Library</i> 05-348	\$16,500
Wild Dolphin Project, Inc. Jupiter, FL <i>Underwater Video and Sound Library of Three Generations of Wild Spotted Dolphins</i> 04-453	\$50,000
Wildlife Waystation, Inc. Angeles National Forest, CA <i>Animal Sponsorship Program "Care Holders"</i> 05-144	\$10,000
Wildlife Waystation, Inc. Angeles National Forest, CA <i>For the completion of the Environmental Impact Report</i> 05-364	\$250,000
The Wildscreen Trust <i>The ARKive project</i> 05-290 Foreign Organization	\$25,000
World Affairs Council of Philadelphia Philadelphia, PA 05-057	\$1,000
World Affairs Council of Philadelphia Philadelphia, PA 05-296	\$1,500
World Affairs Council of the Desert Palm Springs, CA 05-017	\$100
YMCA of Philadelphia and Vicinity Ardmore, PA <i>Main Line branch</i> 05-050	\$500
Yosemite Foundation San Francisco, CA <i>Yosemite Falls Project & Campaign</i>	\$250,000

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Zion Baptist Church Ardmore, PA 05-311	\$10,000
Zoological Society of Philadelphia Philadelphia, PA <i>Our Wildest Dreams The Philadelphia Zoo's Campaign for Conservation Action</i> (2001-2005) 04-259	\$1,500,000
<i>Total Civic and Community</i> (197 items)	\$34,201,421

Education and Youth

Academy for Educational Development, Inc. Washington, DC <i>Teachers for a New Era Initiative</i> 02-360	\$1,250,000
Academy for Educational Development, Inc. Washington, DC <i>Teachers for a New Era Initiative</i> 03-440	\$1,000,000
Academy of Community Music, Inc. Fort Washington, PA <i>Crescendo Music Program</i> 05-274	\$20,000
Accelerated School Los Angeles, CA <i>Construction of the new high school and establishment of an Endowment for professional development</i> 02-301	\$1,000,000
Achievement Rewards for College Scientists Foundation, Inc. Torrance, CA <i>Scholarship Program, Los Angeles Founder Chapter</i> 05-504	\$100,000
Adventure Unlimited Greenwood Village, CO 05-037	\$500

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Alternatives in Action Alameda, CA <i>For HOME after-school programs and the Bay Area School of Enterprise (BASE)</i> 05-185	\$100,000
American Philosophical Society Philadelphia, PA <i>Walter H Annenberg Research Fellowships in the Arts & Humanities</i> 03-126	\$333,000
America's Promise - The Alliance for Youth Alexandria, VA 05-429	\$100,000
Annenberg Center for Communication at the University of Southern California Los Angeles, CA <i>Wallis Annenberg Initiative</i> 05-483	\$775,000
Annenberg Public Policy Center of the University of Pennsylvania Philadelphia, PA <i>Civic Identity Project, including Student Voices, Annenberg Public Policy Center</i> 00-295	\$2,000,000
Annenberg Public Policy Center of the University of Pennsylvania Philadelphia, PA <i>Annenberg Washington Program in Communication Policy Studies of the University of Pennsylvania</i> 95-072	\$750,000
Annenberg School for Communication at the University of Pennsylvania Philadelphia, PA <i>Annenberg School for Communication - Courtyard Renovation</i> 03-314	\$145,320
Annenberg School for Communication at the University of Southern California Los Angeles, CA <i>Wallis Annenberg Chair Endowment and Fellowship Award</i> 01-143	\$200,000
Annenberg School for Communication at the University of Southern California Los Angeles, CA <i>Scholarship support for a graduate student in Communication Management</i> 05-349	\$50,000
Annenberg School for Communication at the University of Southern California Los Angeles, CA <i>USC Annenberg School's On-line Communities Retreat</i>	\$150,000

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05-414 Art Center College of Design Pasadena, CA <i>Endowment for the Wallis Annenberg Legacy Scholarship for Photography</i> 03-110	\$333,000
Arts in Education Aid Council, Inc. Reseda, CA 05-186	\$50,000
Asher Student Foundation Los Angeles, CA <i>Operating Fund for Asher Houses</i> 05-276	\$5,000
Bay Area School Reform Collaborative San Francisco, CA <i>BASRC - Phase II</i> 01-125	\$3,000,000
Best Friends Foundation Washington, DC 05-380	\$10,000
Big Brothers Big Sisters of Greater Los Angeles, Inc. Los Angeles, CA <i>The Elf Event</i> 05-273	\$50,000
Big Brothers Big Sisters Southeastern Pennsylvania Philadelphia, PA 05-055	\$1,000
Bishop Montgomery High School Torrance, CA <i>Renovation and upgrade of a science lab</i> 05-126	\$25,000
Bosque Preparatory School Albuquerque, NM <i>To complete the Gerald and Betty Ford Library</i> 04-192	\$500,000
The Boston Plan for Excellence in the Public Schools Foundation Boston, MA <i>Phase II Plan</i> 02-091	\$2,000,000

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Boy Scouts of America Redlands, CA <i>Sunrise District - Trailblazer Program</i> 05-028	\$500
Boy Scouts of America Philadelphia, PA <i>Cradle of Liberty Council</i> 05-059	\$500
Boy Scouts of America New York, NY <i>Greater New York Council's Learning for Life program</i> 04-247	\$50,000
Boy Scouts of America Philadelphia, PA <i>Cradle of Liberty Council's Learning for Life program</i> 04-267	\$50,000
Boys & Girls Club of Coachella Valley, Inc. Palm Desert, CA 05-392	\$5,000
Boys and Girls Club of San Pedro San Pedro, CA 05-305	\$10,000
Boys & Girls Clubs of Philadelphia, Inc. Philadelphia, PA 05-009	\$1,000
Boys & Girls Clubs of Philadelphia, Inc. Philadelphia, PA <i>To expand the Project Learn program to three additional sites</i> 04-252	\$105,250
Boys' Club of New York, Inc. New York, NY <i>READ Program and the After School Academy</i> 05-127	\$100,000
Breakaway Research Institute, Inc. Los Angeles, CA <i>Computer Clubhouse and Off-Track programming</i> 05-194	\$250,000

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Organization Ref. Num. 2005	Paid FY
California Institute of Technology Pasadena, CA <i>Construction of The Walter and Leonore Annenberg Center for Information Science and Technology</i> 04-445	\$5,000,000
Camp Kesem National Lafayette, CA <i>Camp Kesem at UCLA</i> 05-420	\$40,000
Camps Newfound Owatonna Corporation Harrison, ME 05-066	\$5,000
The Carter Center, Inc. Atlanta, GA <i>Education and Internship Program</i> 04-265	\$250,000
Casa Youth Shelter Los Alamitos, CA 05-258	\$25,000
Catholic University of America Washington, DC <i>Scholarship funds</i> 05-163	\$10,000
Center for Advanced Study in the Behavioral Sciences, Inc. Stanford, CA <i>Endowment to establish The Leonore Annenberg and Wallis Annenberg Fellowship in Communications</i> 04-466	\$2,000,000
Center for Advanced Study in the Behavioral Sciences, Inc. Stanford, CA <i>Endowment to establish The Leonore Annenberg and Wallis Annenberg Fellowship in Communications</i> 04-465	\$2,000,000
Center for Arts Education, Inc. New York, NY <i>Phase II support of New York City public schools</i> 01-157	\$2,500,000

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Center for Greater Philadelphia Philadelphia, PA <i>Center for Greater Philadelphia's Operation Public Education</i> 03-316	\$300,000
Center for the Study of International Communications, Inc. Highland Park, IL <i>Annenberg scholarship for students from developing countries to study journalism at the American University of Paris</i> 05-421	\$100,000
Chattanooga-Hamilton County Public Education Fund Chattanooga, TN <i>Three key reform initiatives in high poverty elementary schools, high schools and leadership</i> 03-312	\$1,000,000
Chess-In-The-Schools, Inc. New York, NY <i>In-School Program</i> 05-312	\$100,000
Children's Museum of the Desert Rancho Mirage, CA <i>Summer Day Camp Program</i> 05-448	\$10,000
Churchill Center Washington, DC <i>To distribute 5,000 copies of Celia Sandy's biography of Sir Winston Churchill to high school libraries across the United States</i> 05-310	\$25,000
Coalition of Essential Schools Oakland, CA <i>Interactive Video Project on Exemplary Practice of Teachers (CES Principles in Action)</i> 04-552	\$500,000
College Match Santa Monica, CA <i>College Match</i> 05-493	\$50,000
Community Partners Los Angeles, CA <i>WriteGirl</i> 05-072	\$50,000

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Organization Ref. Num. 2005	Paid FY
Conservation Center of the Institute of Fine Arts New York, NY <i>Fellowship fund of the Conservation Center of the Institute of Fine Arts</i> 05-166	\$5,000
Constitutional Rights Foundation Los Angeles, CA <i>To implement the recommendations made in the Carnegie Corporation of New York's report, "Civic Mission of Schools"</i> 04-380	\$250,000
Cornerstone Theater Company, Inc. Los Angeles, CA <i>Education Programs</i> 04-561	\$100,000
Desert Forum, Inc. Palm Springs, CA <i>Youth Ambassador Program and Desert Town Hall Series</i> 05-432	\$11,900
Developmental Studies Center Oakland, CA <i>Partnership and Capacity Building</i> 00-205	\$805,500
Developmental Studies Center Oakland, CA <i>The implementation of the long-term (strategic) business plan to expand dissemination of programs and to achieve greater financial self-sufficiency</i> 02-369	\$1,600,000
Dramatic Results Long Beach, CA <i>Hands-On Math Through Art</i> 05-188	\$50,000
Drayton Hall Charleston, SC <i>Drayton Hall's Standards-Based Learning through Hands-On History. A Chance for Every Fourth Grade Student</i> 05-509	\$50,000
DreamYard Drama Project, Inc. Bronx, NY <i>Planning grant for the proposed DreamYard Prep High School</i> 05-278	\$340,500

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Organization Ref. Num. 2005	Paid FY
Educating Children for Parenting, Inc. Philadelphia, PA 05-488	\$10,000
Educational Resource and Service Center, Inc. Culver City, CA <i>For the Kayne-Eras Schools</i> 05-254	\$250,000
El Sereno Youth Development Corporation Alhambra, CA 05-128	\$5,000
Emergency Aid of Pennsylvania Foundation, Inc. Wayne, PA <i>Scholarship program</i> 05-146	\$25,000
Endowment Association of the College of William & Mary in VA, Inc. Williamsburg, VA <i>Oil painting of Chancellor Henry A. Kissinger</i> 05-435	\$1,000
English Speaking Union of the United States Palm Springs, CA <i>Shakespeare Competition</i> 05-382	\$2,000
Enterprise Foundation, Inc. Atlanta, GA <i>Mechanicsville Community Learning Collaborative</i> 02-149	\$1,200,000
Episcopal Academy Merion, PA <i>Roger Annenberg Library on the new campus in Newtown Square</i> 03-422	\$1,000,000
Eton College Berkshire <i>The Annenberg Fellowship</i> 00-034 Foreign Organization	\$24,500
Exposition Park Intergenerational Community Center, Inc. Los Angeles, CA <i>Kids On Track</i> 05-159	\$43,025

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Organization Ref. Num. 2005	Paid FY
Families In Schools Los Angeles, CA <i>Boyle Heights Learning Collaborative</i> 02-150	\$2,200,000
Fletcher School of Law and Diplomacy Medford, MA <i>Fletcher School of Law and Diplomacy's Fletcher Fund</i> 05-209	\$12,500
Foreign Policy Association Incorporated New York, NY <i>Great Decisions in the Classrooms</i> 04-418	\$460,000
Foreign Policy Research Institute Philadelphia, PA 05-131	\$10,000
Foreign Policy Research Institute Philadelphia, PA <i>History Institute of the Marvin Wachman Fund for International Education</i> 05-362	\$250,000
Foundations, Inc. Moorestown, NJ <i>Partnership and Capacity Building</i> 00-206	\$780,000
Freedom's Foundation at Valley Forge Beverly Hills, CA <i>Los Angeles County Chapter Youth and Teacher Education Programs</i> 05-473	\$50,000
Friends' Central School Corporation Wynnewood, PA <i>Science, Math and Technology Center</i> 02-165	\$333,000
Friends of Fondation de France, Inc. New York, NY 05-350	\$75,000
Fund for Public Schools, Inc. New York, NY <i>New York City Leadership Academy</i> 04-398	\$2,500,000

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The Gesu School, Inc. Philadelphia, PA <i>Edwin L Knetzger Music Program</i> 05-091	\$60,000
Girl Scout Council of Greater New York, Inc. New York, NY <i>School Break program</i> 05-177	\$75,000
Girl Scouts of the United States of America New York, NY <i>GSUSA Arts Initiative</i> 04-303	\$250,000
H.E. Art Project Los Angeles, CA <i>To implement the arts education program at 10 Los Angeles County alternative high schools</i> 05-411	\$50,000
Harlem Children's Zone, Inc. New York, NY <i>Phase II of the Harlem Children's Zone Project</i> 05-413	\$1,000,000
Harlem Educational Activities Fund, Inc. New York, NY <i>Academic and youth development program</i> 05-277	\$10,000
Harvey Mudd College Claremont, CA <i>Scholarship support</i> 05-110	\$28,000
Hermelinda Rodriguez Elementary School Austin, TX <i>To implement KidBiz3000 at Hermelinda Rodriguez Elementary School during the 2004-2005 school year</i> 05-101	\$10,000
Hernandez Mariachi Heritage Society South El Monte, CA <i>Replenish the instrument library, purchase uniforms and costumes, curriculum improvement and professional development</i> 05-494	\$15,550

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Hero Scholarship Fund of Philadelphia, Inc. Philadelphia, PA 05-013	\$2,500
Hold On To Your Music, Inc. Los Angeles, CA 05-196	\$25,000
Hole in the Wall Gang Fund, Inc. New Haven, CT <i>L'Envol pour les Enfants Europeen-France</i> 04-218	\$125,000
Hole in the Wall Gang Fund, Inc. New Haven, CT <i>L'Envol pour les Enfants Europeen-France</i> 05-228	\$30,000
Hoover Institution on War, Revolution and Peace Stanford, CA <i>Conference Room at the Institution</i> 05-247	\$100,000
Houston A+ Challenge Houston, TX <i>Phase II Plan</i> 02-371	\$4,000,000
Independence Seaport Museum Philadelphia, PA <i>Olympia restoration and educational programs</i> 00-261	\$235,000
Inner-City Arts Los Angeles, CA 05-182	\$10,000
Inner-City Arts Los Angeles, CA 05-205	\$100,000
The Institute For Figuring Los Angeles, CA <i>Lecture and Publication program</i> 04-341	\$50,000

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International House of Philadelphia Philadelphia, PA <i>Jubilee International Education Fund</i> 05-203	\$15,000
Japhet School, Inc. Madison Heights, MI 05-230	\$25,000
Japhet School, Inc. Madison Heights, MI 05-389	\$25,000
Jumpstart for Young Children, Inc. Boston, MA 04-096	\$166,667
Keck Graduate Institute of Applied Life Sciences Claremont, CA <i>Annenberg Scholarship Fund</i> 05-178	\$250,000
Kids In Sports Los Angeles, CA <i>Instructional Sports Programs</i> 04-562	\$92,327
Kingsford Elementary School Mitchellville, MD <i>To implement KidBiz3000 at Kingsford Elementary School during the 2004-2005 school year</i> 05-102	\$25,000
L.A.'s Best Los Angeles, CA 05-083	\$50,000
Learning and Leadership in Families, Inc. Washington, DC <i>Outcome study to document the impact of the Built Environment curriculum</i> 05-078	\$99,600
Learning Matters, Inc. New York, NY <i>Listen Up! Youth Media Network</i> 03-387	\$1,252,533

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Learning Matters, Inc. New York, NY <i>Education segments on "The NewsHour with Jim Lehrer" and one-hour documentaries</i> 04-412	\$500,000
LEARN-Los Angeles Educational Alliance for Restructuring Now Los Angeles, CA <i>Anne and Kirk Douglas Playground Award Fund</i> 03-081	\$25,000
Library of Congress Washington, DC <i>Center for the Book</i> 05-005	\$5,000
Literacy Partners, Inc. New York, NY <i>Family Literacy/ESOL program</i> 05-340	\$100,000
Los Angeles Maritime Institute San Pedro, CA 05-136	\$10,000
Los Angeles Museum of the Holocaust Los Angeles, CA <i>Artist-In-Residency Project</i> 05-260	\$100,000
Los Angeles Team Mentoring, Inc. Los Angeles, CA <i>TeamWorks Program</i> 05-495	\$75,000
Lycée Français de New York New York, NY <i>School Field Trips for the 2004-2005 academic year</i> 05-248	\$30,000
Mendez Middle School Austin, TX <i>To implement KidBiz3000 at Mendez Middle School during the 2004-2005 school year</i> 05-103	\$15,000
Mirman School for Gifted Children Los Angeles, CA	\$25,000

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05-395	
Mirman School for Gifted Children Los Angeles, CA <i>Richard Boolootian Family Endowed Scholarship Fund</i> 05-476	\$3,000
Mission Hill School Roxbury, MA <i>Educational programs and activities of Mission Hill School and the general educational reform activities of Deborah Meier</i> 03-417	\$100,000
Moore College of Art and Design Philadelphia, PA <i>To endow the Leonore Annenberg Young Artists Workshop Scholarship Fund</i> 04-327	\$333,000
Mount Vernon Ladies Association of the Union Mount Vernon, VA <i>Multi-Purpose classroom in Mount Vernon's Education Center</i> 03-388	\$333,333
Music Intelligence Neural Development Institute Costa Mesa, CA <i>STAR MAP</i> 05-129	\$25,000
National Academy Foundation New York, NY 05-300	\$10,000
National Center for Family Literacy, Inc. Louisville, KY <i>Family Literacy Academy</i> 04-117	\$100,000
New Visions for Public Schools, Inc. New York, NY 05-208	\$10,000
New York University New York, NY <i>Gallatin School's Student Activities Wing and the Gallatin Fund for Student Organizations and Student Life</i> 04-225	\$100,000
Occidental College 06/30/2005	\$2,000,000

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Los Angeles, CA 05-454	
Ojai Foundation Ojai, CA <i>Center for Council Training- The Palms Council Project</i> 05-270	\$25,000
Oregon School for the Deaf Salem, OR 05-358	\$50,000
Pacific Palisades Presbyterian Church Pacific Palisades, CA <i>Scholarship fund for children of single mothers attending the Pacific Palisades Nursery School</i> 05-215	\$15,000
Painted Turtle Gang Camp Foundation Malibu, CA <i>Capital Building Campaign</i> 05-081	\$1,000,000
Palm Springs Pathfinders Palm Springs, CA 05-275	\$1,000
Palm Springs Pathfinders Palm Springs, CA <i>Pathfinder Ranch</i> 05-407	\$1,500
Para Los Niños Los Angeles, CA <i>Capital Campaign to expand the Family Learning Complex</i> 05-257	\$250,000
Parents & Abducted Children Together Washington, DC 05-298	\$1,000
Peddie School Hightstown, NJ <i>Walter and Leonore Annenberg Science Center</i> 03-109	\$2,500,000
Peddie School Hightstown, NJ	\$50,000

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Pennsylvania Partnerships for Children Harrisburg, PA 04-264	\$200,000
Pepperdine University Malibu, CA <i>Crest Associates Program</i> 05-115	\$10,000
Philadelphia Citizens for Children and Youth Philadelphia, PA <i>Arts in Education project (Picasso Project)</i> 04-116	\$25,000
Philadelphia Foundation Philadelphia, PA <i>The Pennsylvania High School Coaching Initiative</i> 05-391	\$10,500,000
Philadelphia READS Philadelphia, PA <i>Philadelphia READS' Middle School Classroom Libraries project and Summer Day Camp Art and Music Enrichment program</i> 04-350	\$225,000
Piney Woods School Piney Woods, MS 05-032	\$1,000
Pioneer Montessori School Ketchum, ID <i>General operating and scholarship support</i> 05-418	\$257,500
Police Athletic League of Philadelphia Philadelphia, PA 05-047	\$1,000
Power for Kids, Inc. Los Angeles, CA 05-479	\$200,000
Presbyterian Church of the Big Wood Ketchum, ID <i>To purchase an activity bus for the Big Wood School</i> 05-077	\$40,000

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Professional Children's School, Inc. New York, NY <i>Building for the Future Campaign</i> 05-304	\$500,000
Public Counsel Los Angeles, CA <i>Vulnerable Foster Children and Youth Project</i> 05-464	\$125,000
Public Education Network Washington, DC <i>Changing the National Discourse. Public Engagement as a Critical Element in Public Education Reform</i> 05-240	\$1,430,778
Pueblo Nuevo Development Los Angeles, CA <i>Capital Campaign to develop the Cammo Nuevo High School and the Early Childhood Education Center</i> 05-481	\$1,000,000
PUENTE Learning Center Los Angeles, CA <i>To support the English language and educational programs, and to create two lending libraries</i> 05-430	\$250,000
Ramona Convent Secondary School Alhambra, CA <i>Scholarship Program</i> 05-306	\$10,000
Reading Is Fundamental, Inc. Washington, DC <i>Family of Readers program</i> 05-269	\$100,000
RSVP of Montgomery County, Inc. Plymouth Meeting, PA <i>Protégé Mentoring program</i> 05-242	\$7,000
Rural School and Community Trust Arlington, VA <i>Rural Education Finance Center, Rural Teacher Development Center, Rural Education Working Group and the Rural Civic Engagement Center</i> 04-298	\$500,000

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Rural School and Community Trust Arlington, VA <i>Rural Education Finance Center, Rural Teacher Development Center, Rural Education Working Group and the Rural Civic Engagement Center</i> 04-299	\$500,000
Rx for Reading Los Angeles, CA 05-478	\$25,000
The San Diego Foundation San Diego, CA <i>Freddie Pennie Scholarship Fund</i> 02-347	\$20,000
Santa Cecilia Opera and Orchestra Association Los Angeles, CA <i>Discovering Music program</i> 05-405	\$50,000
School of American Research Santa Fe, NM <i>To endow the Annenberg Conversations and to provide program and operational support</i> 04-571	\$667,000
Shipley School Bryn Mawr, PA 01-234	\$334,000
Shipley School Bryn Mawr, PA 05-246	\$500,000
Society of the Third Street Music School Settlement, Inc. New York, NY <i>Scholarship fund support</i> 05-231	\$1,200
Southeast Symphony Association, Inc. Los Angeles, CA <i>Summer Classical Music Program of the Southeast Symphony's Conservatory</i> 05-245	\$35,000
Teach for America, Inc. New York, NY <i>Teach for America in the School District of Philadelphia</i>	\$535,000

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03-343	
Teachers College Columbia University New York, NY <i>Dissemination of the Study and Action Project on Schools of Education</i> 05-239	\$250,000
Teaching Matters, Inc. New York, NY <i>Election Connection 2004 and Beyond</i> 05-199	\$50,000
Teaching Matters, Inc. New York, NY <i>Election Connection: 2004 and Beyond</i> 05-211	\$50,000
Temple University Philadelphia, PA 93-014	\$500,000
Town School, Inc. New York, NY <i>Summerbridge at The Town School. A Breakthrough Program</i> 05-140	\$25,000
Trustees of Princeton University Princeton, NJ <i>Lewis H. VanDusen 1898 Scholarship</i> 05-279	\$2,500
U.S. Marines Scholarships-Desert Cities, Inc. Palm Desert, CA <i>Educational scholarships</i> 05-322	\$1,200
United Nations Association of the United States of America, Inc. New York, NY <i>Global Classrooms: Model U N</i> 02-197	\$750,000
United Negro College Fund, Inc. Fairfax, VA <i>Annenberg HBCU School Linkage Program</i> 03-300	\$666,000
United Way of Southeastern Pennsylvania Philadelphia, PA	\$1,000,000

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Early to Learn Partners for School Readiness
02-180

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University of California, Santa Barbara Santa Barbara, CA <i>Center for Film, Television and New Media at the University of California, Santa Barbara</i> 05-084	\$1,000,000
Regents of the University of Michigan Ann Arbor, MI <i>For the construction of a new building for the Gerald R. Ford School of Public Policy</i> 04-365	\$1,000,000
University of Notre Dame Notre Dame, IN <i>Institute for Educational Initiatives</i> 96-079	\$500,000
Trustees of the University of Pennsylvania Philadelphia, PA <i>Benjamin Franklin Society</i> 05-049	\$10,000
Trustees of the University of Pennsylvania Philadelphia, PA <i>Vartan Gregorian Professor of Humanities and the Vartan Gregorian Graduate Fellowship Endowment</i> 05-160	\$1,250,000
Trustees of the University of Pennsylvania Philadelphia, PA <i>Endowment of the professorship "Arlin M Adams Professor of Constitutional Law" at the University of Pennsylvania School of Law</i> 05-253	\$1,000,000
University of Pennsylvania School of Medicine Philadelphia, PA <i>To endow the Paul R Gross, MD Professorship for Director of the Dermatology Residency Program in the University of Pennsylvania School of Medicine</i> 05-336	\$1,000,000
University of Southern California Los Angeles, CA <i>Department of Intercollegiate Athletics</i> 05-359	\$100,000
University of Southern California Los Angeles, CA <i>Physically Challenged Athletes Scholarship Fund</i>	\$25,000

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Organization Ref. Num. 2005	Paid FY
05-410	
University of West Los Angeles Inglewood, CA <i>Renovation of the University's new West Los Angeles facility</i> 04-565	\$50,000
US Foundation for the Inspiration and Recognition of Science and Technology Manchester, NH <i>FIRST Robotics Competition, Southern California Regional</i> 05-192	\$25,000
Valley Forge Military Academy Foundation Wayne, PA 97-062	\$500,000
Venice Arts Mecca Venice, CA <i>Arts Mentoring Program</i> 04-566	\$25,000
Virginia Department of Education Richmond, VA <i>To implement KidBiz3000 in 4 Virginia Department of Education schools during the 2004-2005 school year</i> 05-104	\$50,000
Windward School Los Angeles, CA 05-319	\$25,000
Wonder of Reading Los Angeles, CA <i>To implement the 3R Program (Renovate, Restock, and Read) at three public elementary schools in Los Angeles</i> 05-193	\$105,000
Wrigley Institute for Environmental Studies Los Angeles, CA <i>Philip K. Wrigley Marine Science Center</i> 05-137	\$10,000
Total Education and Youth (198 items)	\$84,918,183

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Organization Ref. Num. 2005	Paid FY
Health	
Abramson Cancer Center of the University of Pennsylvania Philadelphia, PA <i>Marty Keenan Cancer Fund</i> 05-176	\$5,000
Alzheimers Disease and Related Disorders Association, Inc. Rancho Mirage, CA <i>The Judy Fund</i> 05-226	\$5,000
American Heart Association, Inc. Los Angeles, CA <i>Cardiac Life Saver Program</i> 05-086	\$2,910,195
American Heart Association, Inc. Palm Desert, CA 05-297	\$2,500
American Heart Association, Inc. Palm Desert, CA 05-361	\$25,000
Angel View Crippled Children's Foundation, Inc. Desert Hot Springs, CA 05-064	\$5,000
Annenberg Center at Eisenhower Rancho Mirage, CA 05-332	\$100,000
Annenberg Public Policy Center of the University of Pennsylvania Philadelphia, PA <i>Institute for Adolescent Risk Communication</i> 01-103	\$5,000,000
The Barbara Sinatra Children's Center at Eisenhower Rancho Mirage, CA 04-141	\$125,000
The Barbara Sinatra Children's Center at Eisenhower Rancho Mirage, CA 05-325	\$1,000

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Organization Ref. Num. 2005	Paid FY
The Barbara Sinatra Children's Center at Eisenhower Rancho Mirage, CA 05-399	\$2,500
The Barbara Sinatra Children's Center at Eisenhower Rancho Mirage, CA 05-400	\$1,000
Beth Israel Medical Center New York, NY <i>Ophthalmology Department</i> 05-142	\$5,000
Betty Ford Center at Eisenhower Rancho Mirage, CA <i>Patient Assistance Program</i> 05-280	\$15,000
Betty Ford Center at Eisenhower Rancho Mirage, CA <i>Betty Ford Legacy Fund</i> 05-415	\$1,000,000
Breast Cancer Research Foundation, Inc. New York, NY 05-156	\$5,000
Breast Cancer Research Foundation, Inc. New York, NY 05-356	\$5,000
Breast Cancer Research Foundation, Inc. New York, NY 05-463	\$5,000
California Community Foundation Los Angeles, CA <i>Deane F Johnson Alzheimer's Research Foundation</i> 04-356	\$25,000
California Community Foundation Los Angeles, CA <i>Deane F Johnson Alzheimer's Research Foundation</i> 05-259	\$50,000
Camarillo Hospice Corp. Camarillo, CA <i>Bereavement Support and Education Program for children and young adults</i>	\$15,000

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Organization Ref. Num. 2005	Paid FY
05-403	
Caring for Children and Families with AIDS Los Angeles, CA 05-187	\$100,000
The Carter Center, Inc. Atlanta, GA <i>Mental Health Program</i> 04-079	\$250,000
Center for Living, Inc. New York, NY <i>To create a treatment facility and an endowment fund for an Outpatient Adolescent and Collegiate Addiction Program</i> 05-390	\$19,973,188
Center for the Advancement of Health Washington, DC 04-329	\$467,000
Chestnut Hill Benevolent Association Chestnut Hill, MA <i>Nurses Training Program</i> 05-317	\$100,000
Children's Burn Foundation Sherman Oaks, CA 05-341	\$50,000
Children's Diabetes Foundation at Denver Colorado Denver, CO 04-480	\$5,000
Children's Diabetes Foundation at Denver Colorado Denver, CO 05-501	\$5,000
Children's Hospital of Philadelphia Philadelphia, PA 05-038	\$2,500
Clare Foundation, Inc. Santa Monica, CA 04-430	\$125,000
College of the Canyons Foundation Santa Clarita, CA	\$500,000

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Organization Ref. Num. 2005	Paid FY
<i>Associate Degree in Nursing Regional Collaborative</i> 05-071	
Crohn's & Colitis Foundation of America Trevose, PA 05-456	\$5,000
Devereux Foundation Santa Barbara, CA <i>Devereux Foundation of California</i> 05-003	\$30,000
Devereux Foundation Santa Barbara, CA <i>Devereux Foundation of California</i> 05-002	\$20,000
Devereux Foundation Santa Barbara, CA <i>Endowment Campaign</i> 04-151	\$333,333
Eisenhower Medical Center Rancho Mirage, CA <i>Expansion program</i> 01-177	\$5,000,000
Eisenhower Medical Center Rancho Mirage, CA <i>Capital campaign</i> 03-220	\$333,000
Eisenhower Medical Center Rancho Mirage, CA <i>Expansion program</i> 03-313	\$4,000,000
Eisenhower Medical Center Rancho Mirage, CA 05-112	\$1,000
Eisenhower Medical Center Rancho Mirage, CA <i>Nursing education programs</i> 05-487	\$10,000
Entertainment Industry Foundation Studio City, CA	\$25,000

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Organization Ref. Num. 2005	Paid FY
<i>Women's Cancer Research Fund</i> 05-368	
Good Shepherd Lutheran Home of the West Fountain Valley, CA <i>To assist in meeting the healthcare needs of Orange County residents</i> 05-255	\$50,000
High Oaks, Inc. Willow Grove, PA 05-041	\$1,000
House Ear Institute Los Angeles, CA 03-191	\$333,000
House Ear Institute Los Angeles, CA <i>Capital Campaign for the Wallis Annenberg Research Center</i> 05-161	\$4,000,000
Institute for Myeloma and Bone Cancer Research West Hollywood, CA 04-144	\$333,333
Institute for Myeloma and Bone Cancer Research West Hollywood, CA 05-337	\$100,000
Jonsson Cancer Center Foundation, UCLA Los Angeles, CA <i>Wallis Annenberg Director's Initiative in Psychosocial Oncology at the Ted Mann Family Resource Center</i> 05-074	\$100,000
Joslin Diabetes Center, Inc. Boston, MA 05-014	\$2,500
Juvenile Diabetes Research Foundation International Pasadena, CA <i>Walk to Cure Diabetes</i> 05-198	\$2,500
Keep Memory Alive Las Vegas, NV 05-369	\$15,000

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Organization Ref. Num. 2005	Paid FY
Lankenau Hospital Foundation Bryn Mawr, PA <i>Endowment Fund for the operations and maintenance of the Walter and Leonore Annenberg Conference Center for Medical Education</i> 03-311	\$1,000,000
March of Dimes Birth Defects National Foundation Los Angeles, CA 05-085	\$1,000
Mount Sinai School of Medicine of New York University New York, NY <i>Annenberg Physician Training Program Abstinence-Based Recovery from Addictive Disease</i> 05-175	\$7,950,000
National Multiple Sclerosis Society New York, NY 05-267	\$10,000
National Multiple Sclerosis Society New York, NY <i>MS Walk</i> 05-451	\$50,000
National Organization for Hearing Research Narberth, PA 05-301	\$5,000
New York Academy of Medicine New York, NY 05-282	\$10,000
Operation Smile, Inc. Norfolk, VA 05-320	\$425,000
The Orthopaedic Foundation Philadelphia, PA <i>To develop an endowment for the Foundation</i> 05-134	\$1,000,000
Palm Springs Charities Foundation Palm Desert, CA <i>Barbara Sinatra Children's Center</i> 05-374	\$5,000

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Organization Ref. Num. 2005	Paid FY
Papanicolaou Corps for Cancer Research, Inc. Deerfield Beach, FL 05-343	\$10,000
Peebler PSP Research Foundation, Inc. Sun Valley, ID 05-426	\$200,000
Phase One Santa Monica, CA 05-450	\$10,000
Richard J. Caron Foundation Wernersville, PA <i>New facility for delivering addiction care in New York City</i> 02-148	\$625,000
Richard J. Caron Foundation Wernersville, PA <i>Adolescent Treatment Programs for the Caron New York Recovery Center</i> 05-162	\$50,000
St. Jude Children's Research Hospital Memphis, TN 05-307	\$10,000
Susan Love MD Breast Cancer Foundation Pacific Palisades, CA 05-119	\$25,000
Tostan, Inc. Washington, DC <i>Educational programs in Senegal to eliminate the practice of FGC</i> 05-212	\$456,329
The UCLA Foundation Los Angeles, CA <i>Jules Stein Eye Institute - Outreach Programs</i> 04-097	\$333,333
The UCLA Foundation Los Angeles, CA <i>Gambling Studies Program of the Neuropsychiatric Institute</i> 05-398	\$500,000

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Organization Ref. Num. 2005	Paid FY
The UCLA Foundation Los Angeles, CA <i>To establish The Wallis Annenberg Endowed Chair in Integrative East-West Medicine and to strengthen the basis of the UCLA Center for East-West Medicine</i> 05-419	\$1,500,000
The UCLA Foundation Los Angeles, CA <i>To support the Elizabeth Taylor Endowed Fund for the Clinical AIDS Research and Education Center (CARE Center) at UCLA</i> 05-397	\$250,000
Trustees of the University of Pennsylvania Philadelphia, PA <i>For the Hospital of the University of Pennsylvania</i> 05-026	\$650
University of Pennsylvania School of Dental Medicine Philadelphia, PA <i>School of Dental Medicine's Walter Cohen and Morton Amsterdam Postdoctoral Periodontal Clinic</i> 04-164	\$500,000
Van Andel Institute Grand Rapids, MI <i>Hope on the Hill Fund</i> 05-338	\$1,000
Volunteer Medical Service Corps of Narberth Ardmore, PA 05-016	\$100
Volunteer Medical Service Corps of Narberth Ardmore, PA <i>Heart monitors for the department's emergency vehicles</i> 05-302	\$100,000
Westside Family Health Center Santa Monica, CA <i>To maintain and expand the Prenatal Program</i> 05-497	\$75,000
White Memorial Medical Center Charitable Foundation Los Angeles, CA <i>Capital Campaign to expand and modernize White Memorial Medical Center</i> 05-458	\$500,000

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Organization Ref. Num. 2005	Paid FY
Women's Guild Cedars Sinai Medical Center Los Angeles, CA 05-471	\$25,000
Xeroderma Pigmentosum Society, Inc. Craryville, NY 05-121	\$5,000
<i>Total Health</i> (83 items)	<u>\$61,211,961</u>
Grand Total (614 items)	<u>\$251,663,628</u>

Unless other wise indicated all grants are for general support of the donee organizations.

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
Academy for Educational Development, Inc. \$5,750,000.00 (02-360) Teachers for a New Era Initiative	3,250,000	1,500,000	1,000,000	-	-	-	-
Academy for Educational Development, Inc. \$5,750,000.00 (03-440) Teachers for a New Era Initiative	2,000,000	1,250,000	1,500,000	1,000,000	-	-	-
Academy of Music of Philadelphia, Inc. \$15,000,000.00 (04-089) Annenberg Endowment for the Academy of Music	10,000,000	5,000,000	-	-	-	-	-
African Wildlife Foundation \$600,000.00 (05-506)	-	600,000	-	-	-	-	-
Alzheimers Disease and Related Disorders Association, Inc. \$5,000.00 (05-525) The Judy Fund	-	5,000	-	-	-	-	-
The American Academy of Diplomacy \$500,000.00 (01-232) Walter and Leonore Annenberg Award for Excellence in Diplomacy	400,000	100,000	-	-	-	-	-
American Friends of the National Gallery London, Inc. \$5,000,000.00 (04-468)	2,500,000	2,500,000	-	-	-	-	-
American Friends of the Paris Opera \$500,000.00 (04-282) To support the cultural exchange between France and the	200,000	100,000	100,000	100,000	-	-	-

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
United States							
Annenberg Foundation Trust at Sunnylands \$125,000,000.00 (05-164) The Annenberg Center for Communication, Education and Philanthropy (Sunnylands Library) Private Operating Foundation	-	30,000,000	55,000,000	10,000,000	10,000,000	10,000,000	10,000,000
Annenberg Public Policy Center of the University of Pennsylvania \$25,000,000.00 (01-103) Institute for Adolescent Risk Communication	20,000,000	5,000,000	-	-	-	-	-
Annenberg Public Policy Center of the University of Pennsylvania \$7,800,000.00 (95-072) Annenberg Washington Program in Communication Policy Studies of the University of Pennsylvania	7,050,000	750,000	-	-	-	-	-
Annenberg Public Policy Center of the University of Pennsylvania \$22,000,000.00 (05-357) New Building for the Public Policy Center	-	2,000,000	8,000,000	12,000,000	-	-	-
Annenberg Public Policy Center of the University of Pennsylvania \$8,000,000.00 (00-038) Annenberg Washington Program in Communication Policy Studies of the University of Pennsylvania	-	-	833,335	846,709	860,299	874,108	4,585,549
Annenberg School for Communication at the University of Pennsylvania \$4,100,000.00 (03-314) Annenberg School for Communication - Courtyard Renovation	2,942,503	1,157,497	-	-	-	-	-

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
Annenberg School for Communication at the University of Southern California \$6,000,000.00 (01-143) Wallis Annenberg Chair Endowment and Fellowship Award	5,800,000	200,000	-	-	-	-	-
Armand Hammer Museum of Art and Cultural Center, Inc. \$500,000.00 (03-189) Hammer Projects	200,000	100,000	100,000	100,000	-	-	-
Avery Research Center for African American History and Culture \$50,000.00 (05-527) African American History Camps and the Avery Scholars Program at the Avery Research Center for African American History	-	50,000	-	-	-	-	-
The Barbara Sinatra Children's Center at Eisenhower \$500,000.00 (04-141)	250,000	125,000	125,000	-	-	-	-
Barnes Foundation \$662,997.00 (03-190) Legal Costs	638,511	24,486	-	-	-	-	-
Barnes Foundation \$20,000,000.00 (03-236) Barnes Relocation Initiative	10,000,000	-	10,000,000	-	-	-	-
Barnes Foundation \$1,000,000.00 (05-484) Continuing Operations of the Barnes Foundation	-	625,000	375,000	-	-	-	-

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
Bay Area School Reform Collaborative \$15,000,000.00 (01-125) BASRC - Phase II	12,000,000	3,000,000	-	-	-	-	-
Benjamin Franklin Tercentenary \$600,000.00 (05-179) Benjamin Franklin: In Search of a Better World	300,000	300,000	-	-	-	-	-
Beverly Hills Cultural Center Foundation \$15,000,000.00 (05-125) Capital Campaign for the Wallis Annenberg Cultural Center of Beverly Hills	5,000,000	5,000,000	5,000,000	-	-	-	-
Beyond Baroque Foundation \$200,000.00 (03-437)	150,000	50,000	-	-	-	-	-
The Boston Plan for Excellence in the Public Schools Foundation \$10,000,000.00 (02-091) Phase II Plan	8,000,000	2,000,000	-	-	-	-	-
Breakaway Research Institute, Inc. \$500,000.00 (05-194) Computer Clubhouse and Off-Track programming	250,000	250,000	-	-	-	-	-
Breast Cancer Research Foundation, Inc. \$5,000.00 (05-526)	-	5,000	-	-	-	-	-
British Memorial Garden Trust, Inc. \$250,000.00 (05-174) British Memorial Garden	125,000	125,000	-	-	-	-	-

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
The California 4-H Foundation \$16,250.00 (05-514) Los Angeles County 4-H Photojournalism Project	-	16,250	-	-	-	-	-
California Community Foundation \$100,000.00 (04-356) Deane F. Johnson Alzheimer's Research Foundation	50,000	25,000	25,000	-	-	-	-
California Institute of Technology \$25,000,000.00 (04-445) Construction of The Walter and Leonore Annenberg Center for Information Science and Technology	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000	-	-
California Institute of the Arts \$750,000.00 (05-528) Community Arts Partnership	-	250,000	250,000	250,000	-	-	-
CARE France \$500,000.00 (04-281) Foreign Organization	200,000	100,000	100,000	100,000	-	-	-
Center for Arts Education, Inc. \$12,000,000 00 (01-157) Phase II support of New York City public schools	10,000,000	2,000,000	-	-	-	-	-
Center for Land Use Interpretation \$30,000.00 (05-508)	-	30,000	-	-	-	-	-

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
Center for Living, Inc. \$29,973,188.00 (05-390) To create a treatment facility and an endowment fund for an Outpatient Adolescent and Collegiate Addiction Program	19,973,188	5,000,000	5,000,000	-	-	-	-
Center for Public Integrity \$500,000.00 (05-148) The Charles Lewis Special Projects Fund	166,000	167,000	167,000	-	-	-	-
Center for Public Integrity \$500,000.00 (05-149) The Charles Lewis Special Projects Fund	166,000	167,000	167,000	-	-	-	-
Center for the Advancement of Health \$1,400,000.00 (04-329)	934,000	466,000	-	-	-	-	-
Center for Young Women's Development \$250,000.00 (05-158)	125,000	125,000	-	-	-	-	-
Center Theatre Group of Los Angeles \$1,000,000.00 (04-397) The Annenberg Middle School Program	666,667	333,333	-	-	-	-	-
Central American Resource Center - Carecen - of California \$300,000.00 (05-518) Operating support for the recreation and technology center	-	150,000	150,000	-	-	-	-
City of Santa Monica \$21,000,000.00 (05-533) Rehabilitation and Adaptive Reuse of 415 Pacific Coast	-	5,250,000	7,000,000	8,750,000	-	-	-

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
Highway							
Clare Foundation, Inc. \$250,000.00 (04-430)	125,000	125,000	-	-	-	-	-
Coalition of Essential Schools \$1,500,000.00 (04-552) Interactive Video Project on Exemplary Practice of Teachers (CES Principles in Action)	500,000	500,000	500,000	-	-	-	-
Colonial Williamsburg Foundation \$500,000.00 (05-263) Endowment for the interpretation of Nation Builders	250,000	250,000	-	-	-	-	-
Common Threads, Inc. \$250,000.00 (04-443) After school arts and cooking program	125,000	125,000	-	-	-	-	-
Corporation for Supportive Housing \$450,000.00 (05-529) California Satellite Office: Los Angeles County	-	150,000	150,000	150,000	-	-	-
Curtis Institute of Music \$1,000,000.00 (05-326) To enable Curtis to maintain its tuition-free policy	-	1,000,000	-	-	-	-	-
Debbie Allen Dance, Inc. \$3,000,000.00 (03-184)	2,250,000	750,000	-	-	-	-	-
Desert Symphony West Arts Association	50,000	25,000	25,000	-	-	-	-

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
\$100,000.00 (04-231) Children's Music Discovery Series							
Devereux Foundation \$1,000,000.00 (04-151) Endowment Campaign	666,667	333,333	-	-	-	-	-
Downtown Women's Center \$1,000,000.00 (04-077)	666,667	333,333	-	-	-	-	-
Dramatic Results \$100,000.00 (05-188) Hands-On Math Through Art	50,000	50,000	-	-	-	-	-
Eisenhower Medical Center \$24,000,000.00 (01-177) Expansion program	19,000,000	5,000,000	-	-	-	-	-
Eisenhower Medical Center \$15,000,000.00 (03-313) Expansion program	11,000,000	4,000,000	-	-	-	-	-
Eisenhower Medical Center \$10,000,000.00 (05-393) Walter and Leonore Annenberg Pavilion	-	-	5,000,000	5,000,000	-	-	-
Emergency Aid of Pennsylvania Foundation, Inc. \$25,000.00 (05-214) Scholarship program	-	25,000	-	-	-	-	-
Enterprise Foundation, Inc.	8,444,256	3,605,376	-	-	-	-	-

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
\$12,049,632.00 (02-149) Mechanicsville Community Learning Collaborative							
Episcopal Academy \$5,000,000.00 (03-422) Roger Annenberg Library on the new campus in Newtown Square	2,000,000	1,000,000	1,000,000	1,000,000	-	-	-
Families In Schools \$12,096,302.00 (02-150) Boyle Heights Learning Collaborative	9,796,302	2,300,000	-	-	-	-	-
Families of Spinal Muscular Atrophy \$50,000.00 (04-302) Drug Discovery Program with deCODE Genetics	25,000	25,000	-	-	-	-	-
Foreign Policy Research Institute \$500,000.00 (05-362) History Institute of the Marvin Wachman Fund for International Education	250,000	250,000	-	-	-	-	-
Foundation for French Museums, Inc. \$1,000,000.00 (05-141) Web-site and intranet communication system, the educational exchange program, and the annual meeting fund of the French Regional and American Museum Exchange (FRAME)	300,000	250,000	225,000	225,000	-	-	-
The Free Library of Philadelphia \$5,000,000.00 (04-268) Expansion and Renovation of the Central Library	1,666,000	1,667,000	1,667,000	-	-	-	-
Freedom House, Inc.	75,000	75,000	-	-	-	-	-

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
\$150,000.00 (05-249) Freedom of the Press project							

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
Friends of Art & Preservation in Embassies \$6,102,785.00 (01-152) Winfield House Fund	648,725	5,454,060	-	-	-	-	-
Friends of Art & Preservation in Embassies \$90,000.00 (03-172)	65,000	25,000	-	-	-	-	-
Friends of the Cultural Center, Inc. \$1,000.00 (05-524) The McCallum Theatre Institute	-	1,000	-	-	-	-	-
Georges Pompidou Art & Culture Foundation \$203,000.00 (05-334) For the development of an arts web-site for children	100,000	103,000	-	-	-	-	-
Global Green USA \$779,500.00 (04-460) The three-year Greening Los Angeles Initiative and the Annenberg Green Showcase School Fund	590,500	189,000	-	-	-	-	-
Greater Houston Community Foundation \$1,000,000.00 (04-213) The George Bush Presidential Library Foundation Endowment Fund, a part of the George Bush Forty-One Endowment Campaign	667,000	333,000	-	-	-	-	-
Greater Washington Educational Telecommunications Association, Inc. \$5,000,000.00 (02-107) Capital Campaign	3,000,000	1,000,000	1,000,000	-	-	-	-

The Annenberg Foundation

Form 990PF, PART XV Grants and Contributions Paid During the Fiscal Year or Approved for Future Payment Line 3b

EIN# 23-6257083

SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
Hole in the Wall Gang Fund, Inc. \$625,000.00 (04-218) L'Envol pour les Enfants Europeen-France	250,000	125,000	125,000	125,000	-	-	-
House Ear Institute \$10,000,000.00 (05-161) Capital Campaign for the Wallis Annenberg Research Center	4,000,000	3,000,000	3,000,000	-	-	-	-
Houston A+ Challenge \$20,000,000.00 (02-371) Phase II Plan	10,000,000	4,000,000	4,000,000	2,000,000	-	-	-
Human Rights Watch, Inc. \$450,000.00 (04-242) Research into human rights issues in Afghanistan	300,000	150,000	-	-	-	-	-
Human Rights Watch, Inc. \$1,000,000.00 (05-264)	400,000	300,000	300,000	-	-	-	-
The Institute For Figuring \$150,000.00 (04-341) Lecture and Publication program	100,000	50,000	-	-	-	-	-
Institute for Myeloma and Bone Cancer Research \$1,000,000.00 (04-144)	666,667	333,333	-	-	-	-	-
Institute for Myeloma and Bone Cancer Research \$100,000.00 (05-462)	-	100,000	-	-	-	-	-

The Annenberg Foundation

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EIN# 23-6257083

SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
International House of Philadelphia \$45,000.00 (05-203) Jubilee International Education Fund	15,000	15,000	15,000	-	-	-	-
Japhet School, Inc. \$50,000.00 (05-389)	25,000	25,000	-	-	-	-	-
Jesus Reigns Ministries - L.A., Inc. \$50,000.00 (05-522)	-	50,000	-	-	-	-	-
Jewish Big Brothers Big Sisters Association of Los Angeles \$10,000.00 (05-521) Art Buddies program	-	10,000	-	-	-	-	-
Jewish Community Homes for Adult Independence \$100,000.00 (04-210)	66,000	34,000	-	-	-	-	-
Jewish Federation of Greater Philadelphia \$500,000.00 (04-142)	-	500,000	-	-	-	-	-
Jewish Federation of Greater Philadelphia \$500,000.00 (04-153)	-	-	500,000	-	-	-	-
Jonsson Cancer Center Foundation, UCLA \$500,000.00 (05-074) Wallis Annenberg Director's Initiative in Psychosocial	100,000	100,000	100,000	100,000	100,000	-	-

The Annenberg Foundation

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EIN# 23-6257083

SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
Oncology at the Ted Mann Family Resource Center							
Jumpstart for Young Children, Inc. \$500,000.00 (04-096)	333,334	166,666	-	-	-	-	-
Kids In Sports \$200,000.00 (04-562) Instructional Sports Programs	92,327	107,673	-	-	-	-	-
L.A.'s Best \$10,000 00 (05-523)	-	10,000	-	-	-	-	-
Learning Matters, Inc. \$1,500,000.00 (04-412) Education segments on "The NewsHour with Jim Lehrer" and one-hour documentaries	1,000,000	500,000	-	-	-	-	-
LEARN-Los Angeles Educational Alliance for Restructuring Now \$100,000.00 (03-081) Anne and Kirk Douglas Playground Award Fund	75,000	25,000	-	-	-	-	-
Lili Claire Foundation, Inc. \$200,000.00 (05-519)	-	200,000	-	-	-	-	-
Link Media, Inc. \$500,000 00 (05-517) General operations of Link TV	-	500,000	-	-	-	-	-
Longyear Foundation	5,000	5,000	5,000	5,000	5,000	-	-

The Annenberg Foundation

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
\$25,000.00 (05-232)							
Los Angeles Maritime Institute \$148,200.00 (05-516) TopSail Youth Program's Tall Ship, "Irving Johnson"	-	148,200	-	-	-	-	-
Metropolitan Museum of Art \$20,000,000.00 (01-344) Acquisitions Endowment Fund and to establish the Walter and Leonore Annenberg Acquisitions Endowment Fund	10,000,000	5,000,000	5,000,000	-	-	-	-
Metropolitan Museum of Art \$2,500,000.00 (04-370) To reopen Museum Galleries	500,000	500,000	500,000	500,000	500,000	-	-
Metropolitan Opera Association, Inc. \$15,000,000.00 (05-447) International Radio Broadcasts	-	5,000,000	5,000,000	5,000,000	-	-	-
Middleton Place Foundation \$50,000.00 (05-513) Beyond the Fields: Slavery at Middleton Place and the African American Focus Tour	-	50,000	-	-	-	-	-
Midnight Mission \$1,000,000.00 (05-241) Building a Home for Hope capital campaign	500,000	250,000	250,000	-	-	-	-
Mission Hill School \$300,000.00 (03-417) Educational programs and activities of Mission Hill School	200,000	100,000	-	-	-	-	-

The Annenberg Foundation

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
and the general educational reform activities of Deborah Meier							

The Annenberg Foundation

Form 990PF, PART XV Grants and Contributions Paid During the Fiscal Year or Approved for Future Payment Line 3b

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
Moore College of Art and Design \$1,000,000.00 (04-327) To endow the Leonore Annenberg Young Artists Workshop Scholarship Fund	667,000	333,000	-	-	-	-	-
Mount Sinai School of Medicine of New York University \$12,250,000.00 (05-175) Annenberg Physician Training Program: Abstinence-Based Recovery from Addictive Disease	7,950,000	2,000,000	2,300,000	-	-	-	-
Museum of Jurassic Technology \$50,000.00 (05-507)	-	50,000	-	-	-	-	-
National Center for Family Literacy, Inc. \$300,000.00 (04-117) Family Literacy Academy	200,000	100,000	-	-	-	-	-
National Gallery of Art \$5,000,000.00 (05-135) To establish the Annenberg Fund for the International Exchange of Art	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	-	-
National Public Radio, Inc. \$1,000,000.00 (05-372)	334,000	333,000	333,000	-	-	-	-
New York University \$500,000.00 (04-225) Gallatin School's Student Activities Wing and the Gallatin Fund for Student Organizations and Student Life	200,000	100,000	100,000	100,000	-	-	-

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
Not a Cornfield LLC \$3,000,000.00 (05-503) The Cornfields project	300,000	2,700,000	-	-	-	-	-
Peddie School \$7,000,000.00 (03-109) Walter and Leonore Annenberg Science Center	2,500,000	2,500,000	2,000,000	-	-	-	-
Peddie School \$250,000.00 (04-085)	100,000	50,000	50,000	50,000	-	-	-
Pediatric and Family Medical Center \$1,000,000.00 (05-530) Completion of the facilities expansion and enhancement capital project	-	1,000,000	-	-	-	-	-
Pennsylvania Partnerships for Children \$1,000,000.00 (04-264)	400,000	200,000	200,000	200,000	-	-	-
Performing Arts Center of Los Angeles County \$1,000,000.00 (05-457) Discretionary Fund for the Music Center Chairman and President	250,000	250,000	250,000	250,000	-	-	-
Philadelphia Citizens for Children and Youth \$75,000.00 (04-116) Arts in Education project (Picasso Project)	50,000	25,000	-	-	-	-	-
Philadelphia Foundation \$31,000,000.00	10,500,000	10,500,000	10,000,000	-	-	-	-

The Annenberg Foundation

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
(05-391) The Pennsylvania High School Coaching Initiative							
Philadelphia Museum of Art \$20,000,000.00 (02-092) Campaign 2001	15,000,000	5,000,000	-	-	-	-	-
Philadelphia Orchestra Association \$50,000,000.00 (04-088) The Annenberg Fund for Artistic Endeavors, the Annenberg Fund for Touring, the Annenberg Fund for Education, and the Annenberg Fund for Technology	20,000,000	15,000,000	15,000,000	-	-	-	-
Professional Children's School, Inc. \$1,000,000.00 (05-304) Building for the Future Campaign	500,000	500,000	-	-	-	-	-
Public Education Network \$4,000,000.00 (05-240) Changing the National Discourse: Public Engagement as a Critical Element in Public Education Reform	1,430,778	1,281,587	1,287,635	-	-	-	-
Ronald Reagan Presidential Foundation \$750,000.00 (04-316) Construction of a hangar to display Air Force One	500,000	250,000	-	-	-	-	-
Royal Academy of Music \$30,000.00 (05-502) Scholarship Fund	-	30,000	-	-	-	-	-
Rural School and Community Trust \$1,500,000.00 (04-298) Rural Education Finance Center, Rural Teacher	1,000,000	500,000	-	-	-	-	-

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Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
Development Center, Rural Education Working Group and the Rural Civic Engagement Center							
Rural School and Community Trust \$1,500,000.00 (04-299) Rural Education Finance Center, Rural Teacher Development Center, Rural Education Working Group and the Rural Civic Engagement Center	1,000,000	500,000	-	-	-	-	-
School of American Research \$1,000,000.00 (04-571) To endow the Annenberg Conversations and to provide program and operational support	667,000	167,000	166,000	-	-	-	-
Sherman Oaks Hospital Foundation \$5,000.00 (05-520)	-	5,000	-	-	-	-	-
Shipley School \$1,000,000.00 (05-246)	500,000	500,000	-	-	-	-	-
St. George's House Trust (Windsor Castle) \$5,000,000.00 (04-189) Appeal of St. George's Chapel Foreign Organization	2,000,000	1,000,000	1,000,000	1,000,000	-	-	-
Step Up on Second Street, Inc. \$43,000 00 (05-515) Street Outreach Program	-	43,000	-	-	-	-	-
Sundance Institute	2,000,000	1,000,000	1,000,000	1,000,000	-	-	-

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
\$5,000,000.00 (04-382) Annenberg Film Fellows Program							
Temple University \$5,000,000.00 (93-014)	4,500,000	500,000	-	-	-	-	-
Together for Peace Foundation \$50,000.00 (98-010)	40,000	5,000	5,000	-	-	-	-
Tostan, Inc. \$1,000,040.00 (05-212) Educational programs in Senegal to eliminate the practice of FGC	456,329	304,497	239,214	-	-	-	-
The UCLA Foundation \$1,000,000.00 (04-097) Jules Stein Eye Institute - Outreach Programs	666,667	333,333	-	-	-	-	-
The UCLA Foundation \$2,000,000.00 (05-398) Gambling Studies Program of the Neuropsychiatric Institute	500,000	500,000	500,000	500,000	-	-	-
The UCLA Foundation \$2,000,000.00 (05-419) To establish The Wallis Annenberg Endowed Chair in Integrative East-West Medicine and to strengthen the basis of the UCLA Center for East-West Medicine	1,500,000	500,000	-	-	-	-	-
United Nations Association of the United States of America, Inc.	500,000	1,000,000	500,000	-	-	-	-

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
\$2,000,000.00 (04-351) Second Phase of the Global Classrooms: Model U.N Program							
United Negro College Fund, Inc. \$2,000,000.00 (03-300) Annenberg HBCU School Linkage Program	1,334,000	666,000	-	-	-	-	-
United Way of Southeastern Pennsylvania \$7,000,000.00 (02-180) Early to Learn: Partners for School Readiness	6,000,000	1,000,000	-	-	-	-	-
University of Notre Dame \$5,000,000.00 (96-079) Institute for Educational Initiatives	4,000,000	500,000	500,000	-	-	-	-
Trustees of the University of Pennsylvania \$2,500,000.00 (05-160) Vartan Gregorian Professor of Humanities and the Vartan Gregorian Graduate Fellowship Endowment	1,250,000	1,250,000	-	-	-	-	-
Trustees of the University of Pennsylvania \$2,000,000.00 (05-253) Endowment of the professorship "Arlin M. Adams Professor of Constitutional Law" at the University of Pennsylvania School of Law	1,000,000	1,000,000	-	-	-	-	-
Trustees of the University of Pennsylvania \$1,300,000.00 (05-427) To hold a Presidential debate at the University in 2008	650,000	-	650,000	-	-	-	-
University of Pennsylvania School of Medicine	1,000,000	1,000,000	-	-	-	-	-

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					
		2006	2007	2008	2009	2010	Beyond 2009
\$2,000,000.00 (05-336) To endow the Paul R. Gross, M.D. Professorship for Director of the Dermatology Residency Program in the University of Pennsylvania School of Medicine							
US Foundation for the Inspiration and Recognition of Science and Technology \$425,000.00 (05-531) First Robotics Competition Southern California Regional	-	175,000	150,000	100,000	-	-	-
Valley Family Center \$250,000 00 (05-532) Capital Campaign Project	-	250,000	-	-	-	-	-
Windward School \$75,000.00 (05-319)	25,000	25,000	25,000	-	-	-	-
Zoological Society of Philadelphia \$5,500,000.00 (04-259) Our Wildest Dreams: The Philadelphia Zoo's Campaign for Conservation Action (2001-2005)	3,000,000	1,500,000	500,000	500,000	-	-	-
Grand Total (152 items)	\$629,494,176	\$377,243,914	\$332,020,368	\$113,903,418	\$34,930,598	\$21,748,216	\$29,171,098

Unless other wise indicated all grants are for general support of the donee organizations.

GRAND TOTAL FUTURE COMMITMENTS 454,508,806
LESS INTEREST 26,635,492

The Annenberg Foundation

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SCHEDULE 20

Payee Organization Grant Amount	Total Paid	Scheduled Payments					Beyond 2009
		2006	2007	2008	2009	2010	
TOTAL per Page 2, Part 11 line 18	\$427,873,314						

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

L'Académie Américaine de Danse à Paris

03-351 / LAC001

Address: 5, rue Rousselet
Paris 75007
France

FY End Date: August 31

Grant Date: April 14, 2003

Total Grant Amount: \$1,000,000

Dates and amounts of payments: 5/15/2003 \$1,000,000

Purpose of Grant: Grant funds will be used to support two initiatives of the Academy; the Building Campaign (\$500,000), where funds are to be expended only for the purchase or rental of a building to be utilized exclusively in furtherance of AADP's dance programs; and the Development Campaign (\$500,000).

Amounts Expended by Grantee: \$342,179

Grant Fund Investment Information	Expenditures	Interest Earned: \$ 10,500
\$1,000,000 Total Grant Funds	Funds expended	Total Balance: \$668,321
<u>10,500</u> Investment Income	\$342,179	
\$1,010,500 Total value of Grant Funds		

\$500,000 Development Campaign – to allow the School to create a fundraising and development strategy: \$87,556 supported:

- To hire the services of a fundraising consultant and to hold two fundraising events
- Theater rental and production expenses associated with four performances in 2003/2004.
- To develop a program for the School's annual production, a brochure, and workshop and internship pamphlets
- Graphic design of new logo and coordinated printed materials to project a more professional persona
- To hire the services of a financial consultant

\$500,000 Building Campaign - for the purchase or rental of a building to be utilized exclusively in furtherance of AADP's dance programs: \$254,623 supported:

- Rent between July and December 2004 toward long-term purchase of an expanded space at 100 rue du Cherche Midi in Paris, the new location more than triples the space available to the School
- Renovation of the new space to meet safety code requirements and architectural and engineering services to supervise all renovations
- Legal, accounting, and insurance fees associated with acquisition of the expanded space

Dates of reports received from Grantee: 8/7/2005

THE ANNENBERG FOUNDATION
FORM 990-PF
FISCAL YEAR ENDING JUNE 30, 2003
EIN 23-6257083

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GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Annenberg Foundation Trust at Sunnylands

05-164 / ANN010

Address: 71-231 Tamarisk Lane
Rancho Mirage, CA 92270

FY End Date: June 30

Grant Date: September 17, 2004

Total Grant Amount: \$125,000,000

Dates and amounts of payments: No payments to date.

Purpose of Grant: To construct and endow the Annenberg Center for Communication, Education and Philanthropy in Rancho Mirage, CA.

Amounts Expended by Grantee: No payments have been made to date.

Dates of reports received from Grantee: Report not yet received.

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

**Association de Sauvegarde et Mise en Valeur de l'Abbaye de Lieu
Restauré**

04-269 / ASS006

Address: 109 Av Charles Boutet
08000 Charleville-Mezières
France

FY End Date: December 31

Grant Date: January 13, 2004

Total Grant Amount: \$20,000

Dates and amounts of payments: 3/15/2004 \$20,000

Purpose of Grant: Grant funds will be used to support the restoration of the Abbaye Royale, founded in 1131, and declared an historic monument by the French authorities in 1964.

Major work presently underway includes:

- Restoration of the sculpted stone window and surrounding wall on the north aisle
- Partial reconstruction of the round-tower stairwell on the north aisle.

Future restoration projects include:

- Improvement and physical restoration of the interior of the museum
- Consolidation of walls and floors of the hostelry
- Continued archaeological research and reporting
- Continued restoration of the main church entrance.

Amounts Expended by Grantee: \$0

Invested Funds

€ 15,000.00	Grant funds transferred to interest-earning account #00053589451
<u>50.01</u>	Interest reported
€ 15,050.01	Total invested funds

Cash Funds

€ 1,276.91 Grant funds retained in non-interest account #00053589451

French regulatory requirements, a survey undertaken over the summer months, and the development of a preliminary study delayed the restoration project. Further regulatory requirements stipulate the submission of definitive plans, drawings and texts, as well as various estimates of cost. It has been estimated that these final documents will be ready for submission in the spring of 2005, and that restoration of the Abbaye Royale will be initiated at the beginning of 2006.

Dates of reports received from Grantee: 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

The Buskaid Trust

04-317 / BUS003

Address: P.O. Box 1598
Parklands 2121
South Africa

FY End Date: February 28/29

Grant Date: February 10, 2004

Total Grant Amount: \$50,000

Dates and amounts of payments: 7/9/2004 \$50,000

Purpose of Grant: This unrestricted contribution supports the music programs provided by the Buskaid Trust to children living in South African townships (the Project). Buskaid is a charitable trust registered in both South Africa and the United Kingdom. The Trust was founded in 1992 by British viola player Rosemary Nalden. The Buskaid Soweto String Project (BSSP), founded in January 1997, draws its students, ranging in age from 8-21, from the less privileged local community. Rosemary Nalden, who teaches children daily in Soweto, has now been joined by four additional teachers. Together they train the sixty students currently enrolled in the Project.

Amounts Expended by Grantee: R 307,185.43

R 46,318.80	General education of gifted students: three students were funded with Annenberg funds
R 73,571.51	Security and Insurances: Insurance policy provides basic coverage for the school, including instruments, minibus, travel coverage, fire and theft coverage. Security provides private transportation to area medical facilities.
R 21,212.13	Salary for a part-time Music School Caretaker and utility bills associated with the Caretaker's house. The house also serves as a practice facility, which will be developed into additional teaching studios and an instrument repair shop.
R 20,668.81	Equipment for printing, faxing, and technical support.
R 34,955.18	To reduce telecommunications expenses via the local telecommunications company through a recent Broadband and Skype subscription.
R 5,425.00	IT specialist to maintain Buskaid's computer network at a reduced rate and supplies some of their computer equipment.
R 52,034.00	Accounting and audit expenses. This service has greatly impacted Buskaid's financial efficiency.
R 53,000.00	Legal fees.
<u>R 307,185.43</u>	Total funds expended in support of Buskaid's core support expenses
R 12,168.30	Total fund balance

Dates of reports received from Grantee: 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

CARE France

04-281 / CAR006

Address: CAP 19
13 rue Georges Auric
75019 Paris
France

FY End Date: June 30

Grant Date: January 21, 2004

Total Grant Amount: \$500,000

Dates and amounts of payments: 3/15/2004 \$100,000
2/4/2005 100,000

Purpose of Grant: This unrestricted contribution will be used to provide general operating support to CARE France in its fight against poverty to help individuals and families in poor communities improve their lives and overcome poverty.

Amounts Expended by Grantee: \$0 - Funds are in a non-interest checking account

CARE France has established a separate account for monitoring Annenberg funds. All funds were leveraged toward additional funding from other institutional donors.

Dates of reports received from Grantee: 1/24/2005
8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

CARE France

03-352 / CAR006

Grant Date: April 14, 2003

Total Grant Amount: \$500,000

Dates and amounts of payments: 6/15/2003 \$500,000

Purpose of Grant: This unrestricted grant provides general support for Care's fight against poverty and the organization's efforts to provide assistance and aid under any form with respect to training, education, protection, health, and nutrition to the most vulnerable people in France, Europe and in developing countries. CARE France was founded in 1983 and is a member of CARE International, a non political confederation of 12 organizations and one of the world's largest private international humanitarian networks.

Amounts Expended by Grantee: \$482,609 - Funds are in a non-interest checking account

\$500,000.00Grant Amount

\$ 87,084.00Emergency Response Fund in Dafur, Africa in partnership with UNHCR
\$45,397 to assess needs and establish four refugee camps
\$41,687 to raise the awareness of the French public to the plight of Dafur refugees
71,836.00Sanitation in N'Djamena, Chad, Africa in partnership with the European
Commission and the French Ministry of Foreign Affairs
59,035.00Chad exploratory mission – construction of wells (Ennedi)
43,323.00Waste management in Ancash province in Peru in partnership with the European
Commission
32,312.00Agricultural development in Fort Dauphin, Madagascar in partnership with the
European Commission
58,737.00Fight against HIV / Aids on the Ivory Coast in partnership with the Global Fund
25,529.00Rural development in Khammouane province, Laos in partnership with the
European Commission and the World Food Program
33,000.00Education program in the favelo of Rio, Brazil
71,753.00Closing of an orphanage in Bucharest, Romania in partnership with the World
Bank

\$482,609.00Total funds expended

\$17,391.00Total Balance

CARE France has established a separate account for monitoring Annenberg funds. All funds were leveraged to raise additional funding from other institutional donors.

Grant funds were used for ten emergency or development projects of CARE France in Africa and Peru less a 10% fee (\$48,260) for administrative costs.

Dates of reports received from Grantee: 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Center for Living, Inc.

05-390 / CEN034

Address: 224-226 E. 52nd Street
New York, NY 10021

FY End Date: December 31

Grant Date: March 2, 2005

Total Grant Amount: \$29,973,188

Dates and amounts of payments:	3/1/2005	\$ 300,000
	4/29/2005	4,673,188
	5/6/2005	<u>15,000,000</u>
		19,973,188

Purpose of Grant: To create a treatment facility and an endowment fund for an outpatient adolescent and collegiate addiction program

Amounts Expended by Grantee: Actual expenses through March 31, 2005 totaled \$33,763, versus the forecasted \$384,480. Actual expenses are:

\$31,003	Project Director
229	Administrative costs
<u>2,501</u>	Overhead costs @ 8%
\$33,763	Total

Dates of reports received from Grantee: First report due 1/31/2006
7/1/2005 – preliminary budget report

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Cercle International des Amis et Mécènes du Châtelet

04-234 / CER001

Address: 2 Rue Edouard Colonne
75001 Paris
Paris
France

FY End Date: June 30

Grant Date: December 4, 2003

Total Grant Amount: \$3,000

Dates and amounts of payments: 12/12/2003 \$3,000

Purpose of Grant: Grant funds support Cercle International des Amis et Mecenes du Châtelet in its effort to provide funding for the performances of the Theatre du Châtelet in Paris. The theatre puts on performances of plays, concerts, recitals and ballets in a 10 month season.

Amounts Expended by Grantee: \$3,000

Dates of reports received from Grantee: 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Courtauld Institute of Art

03-100 / COU005

Address: Somerset House
Strand, London WC2R 0RN
United Kingdom

FY End Date: July 31

Grant Date: July 31, 2002

Total Grant Amount: \$2,000,000

Dates and amounts of payments:	9/20/2002	\$1,000,000
	9/19/2003	<u>1,000,000</u>
		2,000,000

Purpose of Grant: Funds endow the Walter H. Annenberg Chair in History of French Art for the History of French Impressionist Art department. The Courtauld Institute of Art in London is one of the world's leading centers for teaching and research in the history and conservation of art. The endowment of the Chair in the History of French Art supports all direct costs for the professorship including salary and the work of the person holding the Chair. This work may include travel, subscriptions and/or books for the purposes of research, study and teaching.

Amounts Expended by Grantee: \$66,500.90, the chair is occupied by Professor John House.

Chair Endowment: the endowment earned 3.44% interest in the 12 months from 9/1/03 through 8/31/04 for a total yield of \$66,500.90.

\$2,000,000	Chair endowment total
<u>66,510</u>	Investment Income (£37,109 = \$66,610.90)*
2,066,510	Total endowment value @ 7/31/03

Expenditures

\$ 3,580	Research materials (£1,993 = \$3,580)*
3,589	Travel, accommodations and research (£1,998 = \$3,589)
<u>59,341</u>	Contribution to Professor House's salary and associated costs
\$ 66,510	Total expenditures

*All exchange rates were calculated to 8/31/04

Dates of reports received from Grantee:	8/22/2003	9/20/2004
	1/11/2005	2/24/2005
	6/2/2005	

*All exchange rates were calculated for 8/31/04

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

The Edward Lowe Foundation

04-431 / EDW002

Address: 58220 Decatur Road
P.O. Box 8
Cassopolis, MI 49031-0008

FY End Date: December 31

Grant Date: April 21, 2004

Total Grant Amount: \$60,000

Dates and amounts of payments: 5/14/2004 \$60,000

Purpose of Grant: Grant funds will be used to assist the Edward Lowe Foundation in its efforts to provide strategic professional development services to women's entrepreneurial organizations.

Amounts Expended by Grantee: \$34,152

Interest Accrued

Grant Amount	\$60,000.00
Interest	<u>1,429.79</u>
Total Amount to Date	\$61,429.29

Expenditures

Total Funds to Date	\$61,429.29
Funds Expended to Date	<u>34,152.60</u>
Balance	\$27,277.19

Dates of reports received from Grantee: 8/27/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Ensemble Les Talens Lyriques

04-396 / ENS002

Address: 11 passage de la Boule Blanche
75012 Paris
France

FY End Date: December 31

Grant Date: April 2, 2004

Total Grant Amount: \$25,000

Dates and amounts of payments: 4/23/2004 \$25,000

Purpose of Grant: Grant funds will be used to support the 2004 Spring Tour of Les Talens Lyriques. Concerts will be held in the United States from April 16-25, 2004 in Kansas City, KS, Chicago, IL, Washington, DC, Boston, MA, and New York, NY.

Amounts Expended by Grantee: \$25,000

Grant funds helped the Ensemble to reach a more diverse U.S. public through performances in venues other than recital halls, such as universities and churches. The intimacy of these other locations allowed the ensemble to share its French musical heritage with an audience not always accessible in established concert halls. Grant funds were used for expenses associated with hotels, local transportation, visas for the U.S. tour, and associated expenses.

Dates of reports received from Grantee: 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Foundation for the Defense of Democracies, Inc. 05-402 / FOU020

Address: 1146 19th Street, NW, Suite 300 **FY End Date:** December 31
Washington, DC 20036

Grant Date: March 15, 2005 **Total Grant Amount:** \$250,000

Dates and amounts of payments: 4/29/2005 \$250,000

Purpose of Grant: Grant funds will be used to support the radio portion of "Danger Zone: The World At War," a weekly one-hour live educational anti-terrorism radio broadcast to be aired on ABC's Washington station WMAL, and carried nationally on XM Satellite Radio.

Amounts Expended by Grantee: Report not yet received.

Dates of reports received from Grantee: Report not yet received.

Foundation for the Defense of Democracies, Inc. 04-374 / FOU020

Grant Date: March 16, 2004 **Total Grant Amount:** \$25,000

Dates and amounts of payments: 3/26/2004 \$25,000

Purpose of Grant: Grant funds support the Campus Programs of the Foundation for the Defense of Democracies (FDD). The FDD hopes to influence policy makers, opinion leaders and the general public to benefit democracies worldwide by informing tomorrow's leaders so they can successfully impact the war on terrorism. The Campus Program provides the opportunity for professors and students to learn about terrorism and the most effective ways of combating it. The first student graduates of the program have gone on to leading graduate schools and started careers where they will make a difference in the war on terrorism - including positions in Air Force counterintelligence, the National Security Agency and the White House. Professors are creating new courses and incorporating their learning into existing ones.

Amounts Expended by Grantee: \$25,000

Grant funds were used to: send students to Israel for a counter-terrorism training program at Tel Aviv University; pay for speakers on anti-terrorism; recruit student and staff participation for the Campus Programs; offset staff expenses and travel and accommodations associated with the program; and pay the salaries of the Vice President of Campus Programs and the Manager of Campus Programs.

Dates of reports received from Grantee: 8/7/2005

Note: When this grant was made in March 2004, IRS Publication 78 listed the Foundation for the Defense of Democracies as a 501(c)(3) charitable organization. In March 2005, when the second grant was made, the Annenberg Foundation became aware that the grantee's IRS status was that of a private operating foundation. The Foundation for the Defense of Democracies is now providing reports for both grants.

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Ganna Walska Lotusland Foundation

05-394 / GAN001

Address: 695 Ashley Road
Santa Barbara, CA 93108

FY End Date: December 31

Grant Date: March 3, 2005

Total Grant Amount: \$13,400

Dates and amounts of payments: 4/27/2005 \$13,400

Purpose of Grant: Grant funds will be used to update, redesign and reprint 30,000 full color copies of Lotusland's visitor brochure. The brochure is an important marketing tool used for visitors, donors and potential contributors, and it is hoped that the updated brochure will encourage renewed and new membership support. The current brochure was printed 11 years ago, and since then an entirely new garden has been added to the estate, while other gardens, such as the Topiary Garden, have been extensively renovated, out-dating the brochure's photographs. Accurate maps with numbered gardens and appropriate pathways are a valuable tool for self-guided tours, which is one of the most popular membership benefits. The 30,000 copies should last Lotusland approximately 3 years.

Lotusland's program and membership fees are an important source of funding for the maintenance of the gardens and estate, as well as its educational outreach programs. The Foundation's mission is to preserve and enhance the plant collections, foster and increase knowledge of rare plants, and contribute to conservation efforts worldwide. For the past 8 years Lotusland has provided elementary and high school students with free special guided educational tours and art classes. The Foundation also provides a program to 4th grade students, with an introductory lesson in the classroom followed by a field trip to Lotusland.

Amounts Expended by Grantee: \$13,400

\$ 4,189.95	Project design services	The project design services included concept development, design, typography and electronic production of the new visitor brochure. The new garden was added to the brochure, and a completely new map was created to accurately depict Lotusland's garden pathways. The photography costs were for seven photos to replace outdated photos, printing included 30,000 brochures, and project management included staff time to manage the project and edit the brochure.
754.25	Photography	
4,019.08	Printing	
<u>4,436.72</u>	Project Management	
\$13,400.00	Total	

Dates of reports received from Grantee: 10/4/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Institut Gustave-Roussy

04-190 / INS009

Address: 39 rue Camille Desmoulins
94805 Villejuif Cedex
France

FY End Date: December 31

Grant Date: October 21, 2003

Total Grant Amount: \$50,000

Dates and amounts of payments: 2/15/2004 \$50,000

Purpose of Grant: This grant was given to support research on cancers of the digestive tract and cancers affecting children, environmental improvements at the hospital to benefit children, and the financing of surgical equipment. Grant funds were allocated as follows:

- \$20,000 for cancer research of the digestive tract
- \$10,000 for research of cancer affecting children
- \$10,000 for environmental improvements at the hospital to benefit children, and
- \$10,000 to finance surgical equipment for use in cancer operations.

Amounts Expended by Grantee: \$24,358.39

\$ 4,427.02	Restoration of pediatric treatment room	
3,165.18	Material for operating room	
5,674.28	Pharmaceutical products	
5,674.28	Supplies for laboratory	
<u>5,417.62</u>	Research travel and management fees	
\$24,358.39	Total Funds Expended	\$25,641.62 Funds Remaining

Pediatrics (\$20,000 allocated) Funds allocated to pediatrics were used for translational research to help the Institut purchase microarrays toward the development of their project on Ependymoma, and to support painting, plumbing and decoration works in the day-care unit of the pediatric department.

Digestive Cancer Research (\$20,000 allocated) Funds supported research in gastric linitis plastica, a very particular malignant gastric tumor. Treatment of the tumor usually results in a surgical procedure with a poor prognosis, alternative treatments, such as chemotherapy, have no established guidelines, and results are variable. The study undertaken involved the selection of bio-markers as a diagnostic toward a cure for linitis plastica. First results confirm that bio-markers can be obtained using immuno-histochemical techniques. A more important study regarding the specific expression of these bio-marker is planned in January 2006.

To date, the Institut has not expended the funds allocated for surgical equipment.

Dates of reports received from Grantee: Report received November 9, 2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Josef Albers Foundation, Inc.

03-442 / JOS002

Address: 88 Beacon Road
Bethany, CT 06524

FY End Date: December 31

Grant Date: June 30, 2003

Total Grant Amount: \$15,000

Dates and amounts of payments: 7/15/2003 \$15,000

Purpose of Grant: The John Richardson Fund for Picasso Research funds John Richardson's efforts to write and publish volumes III and IV of "A Life of Picasso", a biography of Picasso's life. To date (July 2003) Mr. Richardson has written over two-thirds of volume III, which should be published in 2004.

Amounts Expended by Grantee: \$10,000

Grant funds supported research costs in Europe and provided John Richardson with assistance in his New York offices as he compiles the four-volume Picasso biography. Due to contributions for this project, Mr. Richardson has accomplished various exchanges with Picasso's grandson, Bernard Picasso. This exchange provided a heretofore untapped archive of material related to the artist's life, which extended the original date of completion for volume III, now scheduled to be published next year.

The balance of funds will be used for expenses associated with the 800-plus illustrations for volume III, as well as copyright expenses to the Picasso estate.

Dates of reports received from Grantee: November 1, 2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

The Marshall Sherfield Fellowship Foundation

03-441 / MAR001

Address: 1024 29th Street, N.W.
Washington, DC 20007

FY End Date: December 31

Grant Date: June 30, 2003

Total Grant Amount: \$64,420

Dates and amounts of payments: 8/15/2003 \$64,420

Purpose of Grant: This grant supports the 50th anniversary of the Marshall Plan Gala and the creation of the Annenberg Scholarship to enable scholars from the United States to pursue post-graduate studies at a British university.

Amounts Expended by Grantee: \$66,420

Grant funds supported the 50th Anniversary event including invitations, signage, programs and certificates; hotel accommodations for medal winners; event costs associated with the University of London room hire, refreshments, staff and security; and event consultants.

Dates of reports received from Grantee: 8/27/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Musée Rodin

04-342 / MUS026

Address: 77 Rue de Varenne
 75007 Paris
 France

FY End Date: March 31

Grant Date: March 2, 2004

Total Grant Amount: \$30,000

Dates and amounts of payments: 4/30/2004 \$30,000

Purpose of Grant: Funds will be used to support the educational programs of the Museum. The Cultural Service of the Museum organizes lecture-visits, offers educational visits for school children and students, as well as visits followed by a practical workshop, held both in the Paris museum and in the Meudon museum. The Museum also offers a lecture for individual adults one evening a week free of charge, and for specific groups (the blind or partially blind, the deaf or partially, the mentally disabled), there are touch visits focused on a selection of original bronzes, followed by a modelling workshop.

Amounts Expended by Grantee: € 18,959.79

Expenditures	Date(s)	Amount	Euros
Grant Amount		24,962.56	€
Bus Transportation 2004	from 28/05/04 to 31/12/04	2 516,82	€
Bus Transportation 2005	from 01/01/05 to 31/06/05	8 764,12	€
Personnel Expenses 2004 conférence	from 28/05/04 to 31/12/04	2 469,05	€
Personnel Expenses 2005 conférence	from 01/01/05 to 31/06/05	5 209,80	€

Total Expenditures

18 959,79 € TTC

Balance

6 002,77 €

The budget shown above corresponds to the French school year which ends in June. The remainder of the funds will be committed to the same Museum activities at the start of the next academic year which begins September 2005.

Funds were used by the Museum's Cultural Department to develop two new programs: (1) A tour-lecture program that included free transportation to the Museum for school children and their teachers from elementary school through high school, and (2) weekend conferences for school children and their teachers.

Dates of reports received from Grantee: 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

The National Hospital for Neurology and Neurosurgery Development Foundation 04-344 / NAT056

Address: Queen Square
London WC1N 3BG
United Kingdom

FY End Date: March 31

Grant Date: March 2, 2004

Total Grant Amount: \$17,000

Dates and amounts of payments: 4/30/2004 \$17,000

Purpose of Grant: Funds will provide general operating support of the National Hospital for Neurology and Neurosurgery. The Hospital's major fundraising project is to create a new Magnetic Resonance Imaging (MRI) Center with three MRI scanners and an interventional magnet for surgical procedures. Interventional magnetic resonance imaging will enable "real-time" scanning of the brain and spinal cord during surgery, allowing surgeons to be more accurate in their work, and resulting in safer surgery, decreased hospitalization, and increased long-term survival and cure rates.

Amounts Expended by Grantee: \$17,000

\$17,000 to upgrade SITU (Surgical Intensive Treatment Unit) monitors which were between 10-14 years old and used software that was outdated and three issues behind the current standard. The complete upgrade, which will cost a total £250,000, will not be completed until later in fiscal year 2005. The upgrade of the monitoring systems allow various neuromonitoring techniques to interface, which in turn improves the Hospital's MRI capabilities.

Dates of reports received from Grantee: 10/4/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Not a Cornfield LLC

05-503 / NOT001

Address: c/o The Annenberg Foundation
Center West, Suite 1605
10877 Wilshire Boulevard
Los Angeles, CA 90024

FY End Date: December 31

Grant Date: May 26, 2005

Total Grant Amount: \$3,000,000

Dates and amounts of payments:	5/11/2005	\$150,000
	6/10/2005	<u>150,000</u>
		300,000

Purpose of Grant: Grant funds support The Cornfields Project to temporarily transform a 32-acre brownfield on the edge of downtown Los Angeles into an agricultural and community programming site.

Amounts Expended by Grantee: \$290,991.07 as of July 22, 2005

Audio/Video	\$45,225.21
Automobile	117.90
Office Expenses	2,949.76
Outside Services	223,979.88
Printing Costs	36.02
Professional Services	14,722.00
(Accounting and Legal)	
Communications	794.81
Travel	<u>160.03</u>
	\$290,991.07

Dates of reports received from Grantee:	7/22/2005	7/29/2005
	8/10/2005	8/30/2005
	9/26/2005	9/21/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

The Queen Mother's Memorial Fund for Scotland

05-265 / QUE001

Address: c/o Lloyds TSB Scotland plc
Henry Duncan House
120 George Street
Edinburgh
EH2 4LS
United Kingdom

FY End Date: March 31

Grant Date: November 23, 2004

Total Grant Amount: \$183,450

Dates and amounts of payments: 2/11/2005 \$183,450

Purpose of Grant: Grant funds will be used to support the creation of the National Memorial Garden at the Royal Botanics in Edinburgh, Scotland, as a memorial to the late Queen Elizabeth, who was born in Scotland, and for the garden's educational programs for children to learn more about her position in Scottish history.

Amounts Expended by Grantee: \$0

£95,418.03	Grant amount upon conversion less conversion charges	The Annenberg Foundation grant converted into a net amount (after bank currency conversion charges) of £95,418.03. As of June 23, 2005, £360,000 has been contributed from a wide variety of other sources – individuals, companies, trusts, and associations – and a further £70,000 had been pledged. Total project cost for the garden is £527,000. The funds raised thus far have been sufficient to allow a start to work on the project, and the Fund's Trustees are confident of raising the balance required for completion. The expectation is that the Memorial will be completed by spring 2006.
<u>£ 1,254.81</u>	Accrued interest	
£96,672.84	Total Funds	

Dates of reports received from Grantee: 7/18/2005 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Royal Academy of Music

05-502 / ROY006

Address: Marylebone Road
London NW1 5HT
United Kingdom

FY End Date: July 31

Grant Date: May 25, 2005

Total Grant Amount: \$30,000

Dates and amounts of payments: 9/16/2005 \$30,000

Purpose of Grant: Grant funds will be used to provide scholarship support to the Academy. The Academy makes substantial provisions for scholarship and bursary support to students on the basis of both merit and need, meeting approximately one in every four requests for financial aid. Scholarships are awarded following auditions on the basis of merit, and bursaries are awarded through a financial aid procedure. A financial aid form completed by students and information from the auditions and/or continued progress at the Academy form the basis of decisions to award financial aid by the Bursary Committee, chaired by the Vice-Principal and Director of Studies.

Amounts Expended by Grantee: Report not yet received.

Dates of reports received from Grantee: Report not yet received.

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Royal Institute of International Affairs

05-221 / ROY005

Address: 10 St. James's Square
 London SW1Y 4LE
 United Kingdom

FY End Date: March 31

Grant Date: October 20, 2004

Total Grant Amount: \$448,945

Dates and amounts of payments: 11/19/2004 \$448,945

Purpose of Grant: Grant funds will establish the Peter Carrington Chair of International Security to undertake research in one of the following topics: war on terrorism; peace-support operations; protection of critical infrastructure; proliferation; and the future security arrangements in transatlantic relations.

Amounts Expended by Grantee: £14,455

Date	Donor	UK£
11/10/2004	Lady Foley Trust	100
4/11/2004	Weiss Foundation	9,693
5/11/2004	Baroness Dunn	2,000
19/11/2004	Rothschild Foundation	10,000
19/11/2004	Lord Roll of Ipsden	250
26/11/2004	J Wrightsman, US – No Gift Aid	1,000
10/12/2004	The Erranda Foundation	10,000
29/12/2004	Annenberg Foundation US	231,753
31/1/2005	Weinstock Foundation	5,000
	Total Donations	269,796
	Investment income for Year to 31 st March 2005	3,150
	Expenditure from fund Year to 31 st March 2005	(5,282)
	Balance at 31 st March 2005	267,664
	Investment income for Quarter to 30 th June 2005 GL 2980-918	3,147
	Expenditure from fund Quarter to 30 th June 2005	(9,173)
	Balance at 30th June 2005	UK£261,638
	Total Pledges at 31 st July 2005 – John Whitehead	US\$100,000

Dates of reports received from Grantee: 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Santa Catalina Island Conservancy

05-108 / SAN009

Address: P.O. Box 2739
Avalon, CA 90704

FY End Date: December 31
(audit each April)

Grant Date: July 29, 2004

Total Grant Amount: \$50,000

Dates and amounts of payments: 8/20/2004 \$50,000

Purpose of Grant: Funds provided the initial payment of a \$45,000 contract with GreenInfo Network to develop a central database to track all public and non-profit protected open space in the Southern California region (Ventura, Los Angeles, San Bernardino, Orange, Riverside, San Diego and Imperial counties). The Southern California Open Space Council has oversight of the development in collaboration with GreenInfo Network.

Amounts Expended by Grantee: \$5,764

\$5,764 provided the initial payment of a \$45,000 contract with GreenInfo Network, the company contracted to compile and disseminate the Open Space database. To date, the GreenInfo Network has completed the collection of the open space information for Southern California. In addition to mapping remaining open spaces, the database pinpoints wildlife corridors and habitats critical to sustaining the region's animal population. The introduction of this open space database has inspired like-minded organizations to pursue similar databases for other parts of California. GreenInfo Network will be presenting its open space database in November to the organizations that have expressed an interest in developing parallel systems.

Dates of reports received from Grantee: 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Santa Catalina Island Conservancy

05-109 / SAN009

Grant Date: July 29, 2004

Total Grant Amount: \$1,500,000

Dates and amounts of payments: 8/20/2004 \$1,500,000

Purpose of Grant: Funds will be used to support the development of "Bridge to the Future: Building Ecological Literacy to Advance Conservation," an innovative model for integrating educational programming and mass communication to support major science-based conservation efforts.

Amounts Expended by Grantee: \$369,367

Funds were used to complete a baseline study of the perceptions of the Conservancy as a means of evaluating the organization's impact on its diverse communities of stakeholders (visitors and the citizens of Southern California).

Grant funds supported:

- Payments toward a contract with the Institute for Learning Innovation, the nonprofit consultant providing evaluation serves for the project. The evaluation will provide constituency research resulting in a formal policy analysis of the interests and positions of the Conservancy's stakeholders. This analysis will allow the organization to better assess its success in communicating conservation to stakeholders, and will provide the feedback necessary to advise communication strategies going forward, and guide the steps necessary for future sustainability.

- Other funds were used to support promotion and advertisement of Conservancy efforts; communication support staff; software, computers, and peripherals necessary to develop channels of communication; development of an Island-based collaborative forum of local tour guides and non-profit educators to relate the Conservancy's conservation efforts and to determine educational strategies; student and school events; and associated support expenses.

As a part of the Conservancy's communications outreach, Annenberg funds were also used to develop a new web site, and the development of weekly 90-second radio programs that will cover a broad variety of environmental topics beginning in January 2006.

Dates of reports received from Grantee: 8/7/2005

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Santa Catalina Island Conservancy

05-138 / SAN009

Grant Date: August 25, 2004

Total Grant Amount: \$15,000

Dates and amounts of payments: 10/7/2004 \$15,000

Purpose of Grant: This unrestricted grant will be used to support the Santa Catalina Island Conservancy's mission to be responsible stewards of its lands through a balance of conservation, education, and recreation.

Amounts Expended by Grantee: \$4,500

This grant funded attendance at several conferences targeting conservation, ecology and land trusts.

Dates of reports received from Grantee: 8/7/2005

Stone Barns Restoration Corporation

05-406 / STO004

Address: 30 Rockefeller Plaza, Room 5600
New York, NY 10112

FY End Date: December 31

Grant Date: March 18, 2005

Total Grant Amount: \$50,000

Dates and amounts of payments: 5/13/2005 \$50,000

Purpose of Grant: Grant funds will be used to support the Peggy Rockefeller Memorial Fund to support the agricultural education programs at the Stone Barns Center for Food and Agriculture.

Amounts Expended by Grantee: Report not yet received.

Dates of reports received from Grantee: Report not yet received.

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

Stuttering Foundation of America, Inc.

04-214 / STU002

Address: P.O. Box 11749
3100 Walnut Grove Road, Suite 603
Memphis, TN 38111-0749

FY End Date: December 31

Grant Date: November 18, 2003

Total Grant Amount: \$5,000

Dates and amounts of payments: 1/23/2004 \$5,000

Purpose of Grant: This is an unrestricted contribution for the charitable purposes of the organization. The January 2003 \$5,000 contribution will be used to continue the distribution of the new videotape, "Stuttering and the Preschool Child: Help for Families" directly to 5,240 pediatricians offices in MI, MN, MO, MS, MT, NC, ND, NE, NH, NM, NV and OH. Specifically, the 2003 funds will be used for the purchase of additional videotapes, pediatrician mailing lists, and distribution expenses. The videotape provides help to parents with pre-school children who suspect their child may have a stuttering problem.

Amounts Expended by Grantee: \$5,000

\$ 7,786	6,083 DVD copies of videotape @ \$1.28 each
3,127	6,083 copies of the Pediatrician book @ \$0.514 each
1,824	Mailing service for 6,083 packages @ \$0.30 each
673	Cost of mailing list from Medical Marketing Service Incorporated
<u>554</u>	Letter to pediatricians
\$13,964	Total funds expended for final mailing of pediatrician package

Since the Stuttering Foundation has an endowment to cover indirect and fundraising costs, 100% of grant funds were used to support the mailing of the videotape package to doctors.

Dates of reports received from Grantee: 10/13/2004

GRANTS SUBJECT TO EXPENDITURE RESPONSIBILITY

The Wildscreen Trust

05-290 / WIL017

Address: Anchor Road
Bristol BS1 5TT
United Kingdom

FY End Date: March 31

Grant Date: December 9, 2004

Total Grant Amount: \$25,000

Dates and amounts of payments: 1/21/2005 \$25,000

Purpose of Grant: Grant funds will be used to support ARKive, a global initiative to provide a centralized and permanent storehouse for the world's most important wildlife films and photographs. ARKive, one of Wildscreen's two flagship initiatives, is a digital internet library of films and photographs of endangered and extinct life on earth, accessible to the public from Wildscreen's main website.

Amounts Expended by Grantee: \$25,000

\$16,500 To enable ARKive to continue to collate, digitize and store films, photographs and audio recordings on the world's endangered species

Includes: (1) Locating, reviewing, selecting and cataloguing films, photographs, and audio recordings, (2) Film transfers, digitization and storage, (3) Still image digitization and storage, and (4) Audio digitization and storage.

\$ 8,500 Development of accessible online educational materials

Includes: (1) Editing of digitized film for web play-out, (2) Audio work for web play-out, (3) Researching, writing and authentication of accompanying species information texts, and (4) Providing online link to sites of further authoritative biodiversity information

\$25,000 Total funds expended for the ARKive project

Annenberg Foundation grant funds were used to add more species profiles to the ARKive media vault and to make them accessible via the ARKive website. Specifically, funds supported the media research team in their work to track down, select and catalogue the films and photographs. The media research team manages the necessary film transfers, viewing charges and out of house scanning of the images, together with the editing of the moving images and audio for play-out on the website. Additional information published on the website as part of the educational remit of ARKive includes scientifically-authenticated species information texts and links to other sites of authoritative biodiversity and conservation information.

Dates of reports received from Grantee: 8/7/2005