

Return of Organization Exempt From Income Tax

2009

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning, 2009, and ending, 20

Header section containing organization name (CLIMATEWORKS FOUNDATION), address (235 MONTGOMERY STREET, STE 1300), EIN (26-2303250), and other identifying information.

Part I Summary

Table with 3 columns: Line number, Description, and Amount. Rows include mission statement, governance metrics, revenue (490,262,182), expenses (410,393,544), and net assets (410,393,544).

Part II Signature Block


Signature block containing declaration text, signature lines for officer and preparer, and preparer's identifying information (P00847678).

May the IRS discuss this return with the preparer shown above? (See instructions) [X] Yes [ ] No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.\* Form 990 (2009)

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

File a separate application for each return.

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

If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).  
Do not complete **Part II** unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only 

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.


Type or print  File by the due date for filing your return. See instructions.	Name of Exempt Organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
	Number, street, and room or suite no. If a P.O. box, see instructions. 235 MONTGOMERY STREET, STE 1300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94104	

### Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

The books are in the care of ATTN: CORPORATE SECRETARY

Telephone No. 415 533-0540 FAX No. \_\_\_\_\_

If the organization does not have an office or place of business in the United States, check this box 

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

calendar year 2009 or  
 tax year beginning \_\_\_\_\_, \_\_\_\_\_, and ending \_\_\_\_\_, \_\_\_\_\_.

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

**Part III Statement of Program Service Accomplishments**

**1** Briefly describe the organization's mission:

SEE SCHEDULE O

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O.

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O.

**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

**4a** (Code: \_\_\_\_\_) (Expenses \$ 92,618,294. including grants of \$ 87,645,469.) (Revenue \$ \_\_\_\_\_)

SEE SCHEDULE O

**4b** (Code: \_\_\_\_\_) (Expenses \$ 24,410,174. including grants of \$ 5,137,025.) (Revenue \$ \_\_\_\_\_)

SEE SCHEDULE O

**4c** (Code: \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

**4d** Other program services. (Describe in Schedule O.)  
(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

**4e Total program service expenses** ▶ 117,028,468.

Part IV Checklist of Required Schedules

Table with 3 columns: Question, Yes, No. Rows 1-20 covering various organizational requirements and reporting obligations.

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i> . . . . .	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i> . . . . .		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> . . . . .	X	
<b>24 a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25</i> . . . . .		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
<b>25 a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> . . . . .		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> . . . . .	X	
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i> . . . . .		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . .		X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> . . . . .		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> . . . . .		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> . . . . .		X
<b>35</b> Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .		X
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> . . . . .		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O. . . . .	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, question text, and Yes/No columns. Includes questions 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7h, 8, 9a-9b, 10a-10b, 11a-11b, and 12a-12b.

Part VII Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (8), 1b Enter the number of voting members that are independent (7), 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (X), 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (X), 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (X), 5 Did the organization become aware during the year of a material diversion of the organization's assets? (X), 6 Does the organization have members or stockholders? (X), 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (X), 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (X), 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? (X), b Each committee with authority to act on behalf of the governing body? (X), 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (X).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (X), 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?, 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (X), 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990., 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (X), 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (X), 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (X), 13 Does the organization have a written whistleblower policy? (X), 14 Does the organization have a written document retention and destruction policy? (X), 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official (X), b Other officers or key employees of the organization (X), 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (X), 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. [ ] Own website [X] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ATTN: CORPORATE SECRETARY 235 MONTGOMERY STREET, STE 1300 SF, CA 94104 415 533-0500

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS HARVEY CHIEF EXECUTIVE OFFICER	40.00	X		X				411,051.	0	44,130.
WILLIAM REILLY CHAIRMAN OF BOARD, TREASURER	2.00	X		X				0.	0	0.
RICHARD LEVIN VICE CHAIRMAN OF BOARD	2.00	X						0.	0	0.
MARIO MOLINA BOARD DIRECTOR	2.00	X						0.	0	0.
JAMSHYD GODREJ BOARD DIRECTOR	2.00	X						0.	0	0.
BERTRAND COLLOMB BOARD DIRECTOR	2.00	X						0.	0	0.
CHAD HOLLIDAY BOARD DIRECTOR	2.00	X						0.	0	0.
MADAME CHEN ZHILI BOARD DIRECTOR	2.00	X						0.	0	0.
MARK BURGET PRESIDENT AND COO	40.00			X				350,497.	0	43,496.
JENNIFER FOX SECRETARY	40.00			X				129,206.	0	30,469.
MOLLY SINGER CHIEF FINANCIAL OFFICER	40.00			X				151,337.	0	12,917.
HEATHER THOMPSON PROGRAM DIRECTOR	40.00				X			251,294.	0	42,483.
JOHN FORD VICE PRES. FOR PHILANTHROPY	40.00				X			234,273.	0	198.
SEEMA PAUL DIR OF INDIA ENERGY INITIATIVE	40.00					X		383,396.	0	44,994.
BRIGID MCCORMACK DIRECTOR OF DEVELOPMENT	40.00					X		170,144.	0	19,835.
KEVEN BROUGH PROGRAM OFFICER	40.00					X		159,438.	0	16,538.



**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
ZACHARY MACDONALD DIRECTOR OF STRATEGIC GIFTS	40.00					X		155,767.	0.	10,856.
MIRIAM DELLA CAVA PROGRAM OFFICER	40.00					X		155,617.	0.	18,217.
<b>1b Total</b>								2,552,020.	0.	284,133.

**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **13**

	Yes	No
<b>3</b> Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	X	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **16**

**Part VIII Statement of Revenue**

26-2303250

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b>	Federated campaigns . . . . .	<b>1a</b>				
	<b>b</b>	Membership dues . . . . .	<b>1b</b>				
	<b>c</b>	Fundraising events . . . . .	<b>1c</b>				
	<b>d</b>	Related organizations . . . . .	<b>1d</b>				
	<b>e</b>	Government grants (contributions) . .	<b>1e</b>				
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>	60,050,445.			
	<b>g</b>	Noncash contributions included in lines 1a-1f: \$					
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . . ▶		60,050,445.			
<b>Program Service Revenue</b>				<b>Business Code</b>			
	<b>2a</b>						
	<b>b</b>						
	<b>c</b>						
	<b>d</b>						
	<b>e</b>						
	<b>f</b>	All other program service revenue . . . . .					
	<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . . ▶		0.			
<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) . . . . . ▶		218,071.			218,071.
	<b>4</b>	Income from investment of tax-exempt bond proceeds . . . ▶		0.			
	<b>5</b>	Royalties . . . . . ▶		0.			
			(i) Real	(ii) Personal			
	<b>6a</b>	Gross Rents . . . . .	5,579.				
	<b>b</b>	Less: rental expenses . . . . .	5,579.				
	<b>c</b>	Rental income or (loss) . . . . .					
	<b>d</b>	Net rental income or (loss) . . . . . ▶			0.		
			(i) Securities	(ii) Other			
	<b>7a</b>	Gross amount from sales of assets other than inventory . . . . .					
	<b>b</b>	Less: cost or other basis and sales expenses . . . . .					
	<b>c</b>	Gain or (loss) . . . . .					
	<b>d</b>	Net gain or (loss) . . . . . ▶					0.
	<b>8a</b>	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 . . . . . <b>a</b>					
	<b>b</b>	Less: direct expenses . . . . . <b>b</b>					
	<b>c</b>	Net income or (loss) from fundraising events . . . . . ▶					0.
	<b>9a</b>	Gross income from gaming activities. See Part IV, line 19 . . . . . <b>a</b>					
	<b>b</b>	Less: direct expenses . . . . . <b>b</b>					
<b>c</b>	Net income or (loss) from gaming activities . . . . . ▶					0.	
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . . <b>a</b>						
<b>b</b>	Less: cost of goods sold . . . . . <b>b</b>						
<b>c</b>	Net income or (loss) from sales of inventory . . . . . ▶					0.	
Miscellaneous Revenue			<b>Business Code</b>				
<b>11a</b>	OTHER		900099	4,243.			4,243.
<b>b</b>							
<b>c</b>							
<b>d</b>	All other revenue . . . . .						
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . . ▶			4,243.			
<b>12</b>	<b>Total Revenue.</b> See instructions . . . . . ▶			60,272,759.			222,314.

**Part IX Statement of Functional Expenses**

**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.**

**All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	78,220,619.	78,220,619.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	14,561,875.	14,561,875.		
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	1,701,351.	768,527.	562,418.	370,406.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . .	0.			
7 Other salaries and wages . . . . .	1,854,776.	920,902.	607,592.	326,282.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . .	290,843.	134,881.	97,754.	58,208.
9 Other employee benefits . . . . .	388,787.	201,415.	118,553.	68,819.
10 Payroll taxes . . . . .	327,565.	184,410.	80,043.	63,112.
11 Fees for services (non-employees):				
a Management . . . . .	160,415.	77,900.	82,515.	
b Legal . . . . .	152,770.	47,191.	101,305.	4,274.
c Accounting . . . . .	151,864.	4,677.	145,509.	1,678.
d Lobbying . . . . .	0.			
e Professional fundraising services. See Part IV, line 17	360,233.			360,233.
f Investment management fees . . . . .	0.			
g Other . . . . .	19,239,552.	18,666,287.	453,786.	119,479.
12 Advertising and promotion . . . . .	116,212.	116,212.		
13 Office expenses . . . . .	260,748.	121,595.	97,487.	41,666.
14 Information technology . . . . .	428,550.	202,040.	143,718.	82,792.
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	774,173.	360,289.	284,636.	129,248.
17 Travel . . . . .	1,665,913.	1,385,681.	193,611.	86,621.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0.			
19 Conferences, conventions, and meetings . . . . .	914,968.	893,770.	15,451.	5,747.
20 Interest . . . . .	0.			
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . . .	318,282.	148,124.	117,021.	53,137.
23 Insurance . . . . .	23,568.	10,987.	8,652.	3,929.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>ALL OTHER EXPENSES</u> -----	34,399.	1,086.	32,314.	999.
b -----				
c -----				
d -----				
e -----				
f All other expenses -----				
25 <b>Total functional expenses.</b> Add lines 1 through 24f	121,947,463.	117,028,468.	3,142,365.	1,776,630.
26 <b>Joint Costs.</b> Check here <input type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .				

**Part X Balance Sheet**

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing . . . . .	343,140.	<b>1</b>	1,314,308.
	<b>2</b> Savings and temporary cash investments . . . . .	40,872,676.	<b>2</b>	20,420,454.
	<b>3</b> Pledges and grants receivable, net . . . . .	372,357,000.	<b>3</b>	327,844,205.
	<b>4</b> Accounts receivable, net . . . . .		<b>4</b>	22,337.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .		<b>5</b>	6,000.
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges . . . . .	427,528.	<b>9</b>	145,983.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 3,634,318.		
	<b>b</b> Less: accumulated depreciation . . . . .	<b>10b</b> 321,398.	383,929.	<b>10c</b> 3,312,920.
	<b>11</b> Investments - publicly traded securities . . . . .		<b>11</b>	
	<b>12</b> Investments - other securities. See Part IV, line 11 . . . . .		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	376,300.	<b>15</b>	453,056.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	414,760,573.	<b>16</b>	353,519,264.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	4,281,744.	<b>17</b>	2,387,130.
	<b>18</b> Grants payable . . . . .		<b>18</b>	1,420,739.
	<b>19</b> Deferred revenue . . . . .		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>	
	<b>25</b> Other liabilities. Complete Part X of Schedule D . . . . .	85,285.	<b>25</b>	992,997.
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	4,367,029.	<b>26</b>	4,800,866.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	1,347,803.	<b>27</b>	70,318,868.
	<b>28</b> Temporarily restricted net assets . . . . .	409,045,741.	<b>28</b>	278,399,530.
	<b>29</b> Permanently restricted net assets . . . . .		<b>29</b>	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
	<b>33</b> Total net assets or fund balances . . . . .	410,393,544.	<b>33</b>	348,718,398.
	<b>34</b> Total liabilities and net assets/fund balances . . . . .	414,760,573.	<b>34</b>	353,519,264.

**Part XI Financial Statements and Reporting**

- 1** Accounting method used to prepare the Form 990:  Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .
- b** Were the organization's financial statements audited by an independent accountant? . . . . .
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . .  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d** If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

SCHEDULE A  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public  
Inspection

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state:
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 X An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
a Type I b Type II c Type III - Functionally integrated d Type III - Other
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
(ii) A family member of a person described in (i) above?
(iii) A 35% controlled entity of a person described in (i) or (ii) above?

Table with 2 columns: Yes, No. Rows for 11g(i), 11g(ii), 11g(iii).

Table with 7 main columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization in col. (i) listed in your governing document?, (v) Did you notify the organization in col. (i) of your support?, (vi) Is the organization in col. (i) organized in the U.S., (vii) Amount of support. Includes a Total row at the bottom.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi) (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income. Do not include gain or loss from the sale of capital assets; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2009; 15 Public support percentage from 2008 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2009; b 33 1/3% support test - 2008; 17a 10%-facts-and-circumstances test - 2009; b 10%-facts-and-circumstances test - 2008; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2005, (b) 2006, (c) 2007, (d) 2008, (e) 2009, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Line Number, Percentage. Row 15: Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2008 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line Number, Percentage. Row 17: Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2008 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.



**Part IV Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

UNUSUAL GRANT

SCHEDULE A, PART II

IN ITS INITIAL YEAR IN 2008, CLIMATEWORKS FOUNDATION RECEIVED GRANT SUPPORT FROM THREE PRIVATE FOUNDATIONS FOR A TOTAL OF \$490,262,182. DURING 2009, CLIMATEWORKS FOUNDATION HAS RECEIVED GRANT SUPPORT FROM TWO PRIVATE FOUNDATIONS FOR A TOTAL OF \$56,370,120. ONE OR MORE OF THESE GRANTS MAY BE DEEMED AN UNUSUAL GRANT WITHIN THE MEANING OF INCOME TAX REGULATION SECTION 1.170A-9(f)(6)(ii) AS IT IS NOT EXPECTED TO RECUR AND IS "UNUSUAL OR UNEXPECTED WITH RESPECT TO" AN EXTRAORDINARILY LARGE SIZE THAT WILL "ADVERSELY AFFECT THE STATUS OF THE ORGANIZATION AS NORMALLY BEING PUBLICLY SUPPORTED." THE GRANTS PROVIDE START-UP FUNDING TO ENABLE CLIMATEWORKS THE ABILITY TO GENERATE SUPPORT FROM A BROAD BASE OF ADDITIONAL DONORS OVER THE UPCOMING YEARS. THUS, THE GRANTS WERE "ATTRACTED BY REASON OF THE PUBLICLY SUPPORTED NATURE OF THE ORGANIZATION" AND CLIMATEWORKS CAN "REASONABLY BE EXPECTED TO ATTRACT A SIGNIFICANT AMOUNT OF PUBLIC SUPPORT SUBSEQUENT TO THE CONTRIBUTION." TREASURY REGULATION SECTIONS 1.170A-9(f)(6)(ii)(a) AND 1.509(a)-3(c)(4)(v). FURTHER, THE GRANTOR DOES NOT DIRECTLY OR INDIRECTLY EXERCISE CONTROL OVER CLIMATEWORKS AS CLIMATEWORKS IS DIRECTED BY A REPRESENTATIVE GOVERNING BODY COMPRISED OF EDUCATORS AND COMMUNITY LEADERS.

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
OTHER				0.	4,243.	4,243.
TOTALS				<u>0.</u>	<u>4,243.</u>	<u>4,243.</u>

# Schedule of Contributors

**2009**

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

Name of the organization  
CLIMATEWORKS FOUNDATION

Employer identification number  
26-2303250

**Organization type** (check one):

**Filers of:**

**Section:**

Form 990 or 990-EZ

501(c)(<sup>3</sup> ) (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

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

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

Name of organization **CLIMATEWORKS FOUNDATION**

Employer identification number  
26-2303250

**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	_____	\$ 40,400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	_____	\$ 15,970,120.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	_____	\$ 2,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	_____	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	_____	\$ 600,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	_____	\$ 80,325.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**  
**For Organizations Exempt From Income Tax Under section 501(c) and section 527**

OMB No. 1545-0047

**2009**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization is described below.**  
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions**

**If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part VI, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
---	--

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures . . . . . ▶ \$ \_\_\_\_\_

3 Volunteer hours . . . . . \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

1 Enter the amount of any excise tax incurred by the organization under section 4955 . . . . . ▶ \$ \_\_\_\_\_

2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . . . . ▶ \$ \_\_\_\_\_

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . . .  Yes  No

4a Was a correction made? . . . . .  Yes  No

b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . . . ▶ \$ \_\_\_\_\_

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . . . . . ▶ \$ \_\_\_\_\_

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b . . . . . ▶ \$ \_\_\_\_\_

4 Did the filing organization file **Form 1120-POL** for this year? . . . . .  Yes  No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which payments were made. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

**Part II-A** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check  if the filing organization belongs to an affiliated group.  
**B** Check  if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1 a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) . . . . .														
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .														
<b>c</b>	Total lobbying expenditures (add lines 1a and 1b) . . . . .														
<b>d</b>	Other exempt purpose expenditures . . . . .														
<b>e</b>	Total exempt purpose expenditures (add lines 1c and 1d) . . . . .														
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.														
Over \$17,000,000	\$1,000,000.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) . . . . .														
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- . . . . .														
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- . . . . .														
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? . . . . .		<input type="checkbox"/> Yes <input type="checkbox"/> No												

**4-Year Averaging Period Under Section 501(h)**  
 (Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) Total
<b>2 a</b> Lobbying non-taxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

Table with columns (a) Yes/No and (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; a Volunteers?; b Paid staff or management...; c Media advertisements?; d Mailings to members, legislators, or the public?; e Publications, or published or broadcast statements?; f Grants to other organizations for lobbying purposes?; g Direct contact with legislators, their staffs, government officials, or a legislative body?; h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?; i Other activities? If "Yes," describe in Part IV; j Total. Add lines 1c through 1i; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; b If "Yes," enter the amount of any tax incurred under section 4912; c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?.

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

Table with columns Yes/No. Rows include: 1 Were substantially all (90% or more) dues received nondeductible by members?; 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?; 3 Did the organization agree to carryover lobbying and political expenditures from the prior year?.

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes."

Table with columns 1, 2a, 2b, 2c, 3, 4, 5. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid); a Current year; b Carryover from last year; c Total; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions).

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; and Part II-B, line 1i.

Also, complete this part for any additional information.

SEE PAGE 4

Series of horizontal dashed lines for providing supplemental information.

**Part IV** Supplemental Information (continued)

OTHER ACTIVITIES

SCHEDULE C, PART II-B, LINE 1I

THESE LOBBYING EXPENSES SUPPORTED FUNDRAISING FOR GRASSROOTS LOBBYING  
ACTIVITIES OF AN UNRELATED 501(C)(4) ORGANIZATION ADVOCATING PASSAGE OF  
THE AMERICAN CLIMATE AND ENERGY SECURITY ACT IN THE HOUSE OF  
REPRESENTATIVES, WHICH WERE IN ALIGNMENT WITH AND SUPPORTIVE OF  
CLIMATEWORKS PRIMARY MISSION AND GOALS. SEE FORM 990, PART III, LINE 1.

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year, and two questions about donor informed consent.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form with multiple sections: 1. Purpose(s) of conservation easements held by the organization (check all that apply). 2. Complete lines 2a through 2d if the organization held a qualified conservation contribution... Table with 2 columns: Held at the End of the Year. Rows include: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06. 3. Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year. 4. Number of states where property subject to conservation easement is located. 5. Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? 6. Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year. 7. Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year. 8. Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? 9. In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form with multiple sections: 1a. If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items. b. If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1. (ii) Assets included in Form 990, Part X. 2. If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a. Revenues included in Form 990, Part VIII, line 1. b. Assets included in Form 990, Part X.



Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

Table with 6 columns: (a) Current Year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Balance, Contributions, Net investment earnings, Grants, Expenditures, Administrative expenses, End of year balance).

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment %
b Permanent endowment %
c Term endowment %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
(ii) related organizations

Table with 2 columns: Yes, No. Rows: 3a(i), 3a(ii), 3b.

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 3,312,920.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives . . . . .		
Closely-held equity interests . . . . .		
Other -----		
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<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
Federal income taxes	
DEFERRED RENT	992,997.
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	992,997.

2. FIN 48 Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48.

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

<b>1</b>	Total revenue (Form 990, Part VIII, column (A), line 12)	<b>1</b>	60,272,759.
<b>2</b>	Total expenses (Form 990, Part IX, column (A), line 25)	<b>2</b>	121,947,463.
<b>3</b>	Excess or (deficit) for the year. Subtract line 2 from line 1	<b>3</b>	-61,674,704.
<b>4</b>	Net unrealized gains (losses) on investments	<b>4</b>	
<b>5</b>	Donated services and use of facilities	<b>5</b>	
<b>6</b>	Investment expenses	<b>6</b>	
<b>7</b>	Prior period adjustments	<b>7</b>	
<b>8</b>	Other (Describe in Part XIV.)	<b>8</b>	
<b>9</b>	Total adjustments (net). Add lines 4 through 8	<b>9</b>	
<b>10</b>	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	<b>10</b>	-61,674,704.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	60,359,474.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	
<b>b</b>	Donated services and use of facilities	<b>2b</b>	86,715.
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	86,715.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	60,272,759.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIV.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	60,272,759.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	122,034,178.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	86,715.
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	86,715.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	121,947,463.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIV.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	121,947,463.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

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SEE PAGE 5

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**Part XIV** Supplemental Information (continued)

FIN 48 DISCLOSURE

SCHEDULE D, PART X

CLIMATEWORKS HAS BEEN GRANTED TAX-EXEMPT STATUS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE CODE) AND ACCORDINGLY, IS NOT SUBJECT TO FEDERAL INCOME TAX. CLIMATEWORKS IS TAX-EXEMPT UNDER SECTION 501(A) OF THE CODE AND APPLICABLE STATE LAW. CONSEQUENTLY, THERE IS NO PROVISION FOR FEDERAL OR STATE INCOME TAXES.

CLIMATEWORKS ADOPTED FIN 48 ON JANUARY 1, 2009 AND THE ADOPTION OF THESE STANDARDS HAD NO MATERIAL EFFECT ON THE FINANCIAL STATEMENTS AS OF THE ADOPTION DATE OR AT DECEMBER 31, 2009 AND NO MATERIAL CHANGE IS ANTICIPATED IN THE NEXT 12 MONTHS. AS SUCH, CLIMATEWORKS DOES NOT HAVE A DEFERRED TAX ASSET OR DEFERRED TAX LIABILITY ON THE STATEMENTS OF FINANCIAL POSITION.

**Schedule F  
(Form 990)**

**Statement of Activities Outside the United States**

OMB No. 1545-0047

**2009**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 14b line 15, or line 16.
- ▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  **Yes**  **No**

**2 For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

**3 Activities per Region.** (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
EAST ASIA AND THE PACIFIC	0	0	PROGRAM SERVICES	CLIMATE POLICY STRAT.	371,925.
EAST ASIA AND THE PACIFIC	0	0	FUNDRAISING		12,156.
EUROPE	0	0	PROGRAM SERVICES	CLIMATE POLICY STRAT.	1,405,727.
EUROPE	0	0	FUNDRAISING		11,605.
EUROPE	0	0	GRANTMAKING		12,860,426.
EUROPE	0	0	CONDUCT BOARD MEETINGS		35,884.
NORTH AMERICA	0	0	PROGRAM SERVICES	MITIGATION STRATEGY	297,237.
NORTH AMERICA	0	0	GRANTMAKING		351,540.
SOUTH AMERICA	0	0	PROGRAM SERVICES	COST CURVE STUDY	254,146.
SOUTH ASIA	0	1	PROGRAM SERVICES	START-UP EXPENSES	742,152.
SOUTH ASIA	0	0	FUNDRAISING		8,367.
SOUTH ASIA	0	0	GRANTMAKING		1,349,909.
<b>Totals</b> . . . . . ▶	0	1			17,701,074.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2009

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Check this box if no one recipient received more than \$5,000 . . . . .   
 Use Schedule F-1 (Form 990) if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
			SEE ATTACHMENT 4						

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . . . 0

3 Enter total number of other organizations or entities . . . . . 15



**Part IV Supplemental Information**

Complete this part to provide the information required in Part I, line 2, and any additional information.

MONITORING THE USE OF GRANT FUNDS OUTSIDE OF THE UNITED STATES

SCHEDULE F, PART I, LINE 2

CLIMATEWORKS FOUNDATION FUNDING PRIMARILY SUPPORTS ITS NETWORK OF SELECT REGIONAL CLIMATE FOUNDATIONS AND BEST PRACTICE NETWORK ORGANIZATIONS.

THESE ORGANIZATIONS ARE WELL KNOWN TO CLIMATEWORKS AND UNDERGO AN EXTENSIVE VETTING PROCESS PRIOR TO BECOMING NETWORK PARTNERS.

CLIMATEWORKS DOES NOT ACCEPT UNSOLICITED GRANT PROPOSALS. PRIOR TO FUNDING NON-NETWORK ORGANIZATIONS, CLIMATEWORKS PROGRAM STAFF PERFORM DUE DILIGENCE ON THE PROSPECTIVE PROJECT AND THE ORGANIZATIONS' PAST SUCCESS AND HEALTH.

ALL ORGANIZATIONS ARE REQUIRED TO SUBMIT A GRANT NARRATIVE PROPOSAL AND BUDGET. PROPOSALS ARE EVALUATED ON THEIR OUTCOMES AND STRATEGIC ALIGNMENT WITH CLIMATEWORKS' MISSION. OTHER REQUIRED DOCUMENTATION INCLUDES THE CURRENT YEAR BUDGET, YEAR-TO-DATE FINANCIAL STATEMENTS, PRIOR YEAR AUDITED FINANCIAL STATEMENTS, GOVERNMENT-ISSUED TAX STATUS DETERMINATION DOCUMENTATION, A LIST OF BOARD OF DIRECTORS, OFFICERS, AND AFFILIATIONS, AND BIOS OF KEY STAFF INVOLVED IN THE PROJECT.

ALL GRANTEES ARE REQUIRED TO SIGN AND RETURN A GRANT AGREEMENT, WHICH STATES THAT FUNDS MAY BE SPENT ONLY FOR THE SPECIFIC CHARITABLE PURPOSES STATED IN THE PROPOSAL. ALL GRANTEES MUST BE IN COMPLIANCE WITH ALL APPLICABLE ANTI-TERRORIST FINANCING AND ASSET CONTROL LAWS, REGULATIONS, RULES, AND EXECUTIVE ORDERS. CLIMATEWORKS ALSO MANAGES ITS FOREIGN GRANTS UNDER EXPENDITURE RESPONSIBILITY WHICH, THOUGH NOT LEGALLY REQUIRED, IS CONSIDERED BEST PRACTICE. CLIMATEWORKS CONFIRMS THAT



**Part IV** Supplemental Information

Complete this part to provide the information required in Part I, line 2, and any additional information.

GRANTEES' BOARD MEMBERS AND KEY STAFF DO NOT APPEAR ON THE SPECIALLY

DESIGNATED NATIONALS (SDN) LIST. DEPENDING UPON THE DOLLAR AMOUNT,

EITHER THE BOARD OF DIRECTORS OR THE CEO/COO APPROVES THE GRANT.

CLIMATEWORKS REVIEWS EXPENDITURE RESPONSIBILITY REPORTS TO ENSURE THAT

THE FUNDS WERE SPENT EXCLUSIVELY FOR THE CHARITABLE PURPOSES STATED IN

THE PROPOSAL AND WITHIN THE CONFINES OF THE OTHER RESTRICTIONS OF THE

GRANT.

**SCHEDULE G**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

**2009**

**Open To Public  
Inspection**

Name of the organization  
CLIMATEWORKS FOUNDATION

Employer identification number  
26-2303250

**Part I Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- |  |  |
|--|--|
| <b>a</b> <input type="checkbox"/> Mail solicitations                 | <b>e</b> <input checked="" type="checkbox"/> Solicitation of non-government grants |
| <b>b</b> <input type="checkbox"/> Internet and email solicitations   | <b>f</b> <input type="checkbox"/> Solicitation of government grants                |
| <b>c</b> <input type="checkbox"/> Phone solicitations                | <b>g</b> <input type="checkbox"/> Special fundraising events                       |
| <b>d</b> <input checked="" type="checkbox"/> In-person solicitations |  |
- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  **Yes**  **No**
- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
JOHN FORD	STRATEGIC CONSULTING		X	0.	176,000.	0.
PHILANTHROPY CONSULTING GRP	STRATEGIC CONSULTING		X	0.	167,358.	0.
CLIMATE ADVISERS	STRATEGIC CONSULTING		X	0.	16,875.	0.
<b>Total</b>				0.	360,233.	0.

**3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

CA,

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**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	<b>1</b> Gross receipts . . . . .				
	<b>2</b> Less: Charitable contributions . . . . .				
	<b>3</b> Gross income (line 1 minus line 2) . . . . .				
Direct Expenses	<b>4</b> Cash prizes . . . . .				
	<b>5</b> Noncash prizes . . . . .				
	<b>6</b> Rent/facility costs . . . . .				
	<b>7</b> Food and beverages . . . . .				
	<b>8</b> Entertainment . . . . .				
	<b>9</b> Other direct expenses . . . . .				
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . .				( )
<b>11</b> Net income summary. Combine line 3, column (d), and line 10 . . . . .				( )	

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo		(b) Pull tabs/Instant bingo/progressive bingo		(c) Other gaming		(d) Total gaming (add col. (a) through col. (c))
		Yes	No	Yes	No	Yes	No	
Revenue	<b>1</b> Gross revenue . . . . .							
	<b>2</b> Cash prizes . . . . .							
Direct Expenses	<b>3</b> Noncash prizes . . . . .							
	<b>4</b> Rent/facility costs . . . . .							
	<b>5</b> Other direct expenses . . . . .							
	<b>6</b> Volunteer labor . . . . .	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) . . . . .							( )
	<b>8</b> Net gaming income summary. Combine line 1, column d, and line 7 . . . . .							( )

	Yes	No
<b>9</b> Enter the state(s) in which the organization operates gaming activities: _____		
<b>a</b> Is the organization licensed to operate gaming activities in each of these states? . . . . .	<b>9a</b>	
<b>b</b> If "No," explain: _____		
<b>10a</b> Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .	<b>10a</b>	
<b>b</b> If "Yes," explain: _____		
<b>11</b> Does the organization operate gaming activities with nonmembers? . . . . .	<b>11</b>	
<b>12</b> Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . .	<b>12</b>	

**13** Indicate the percentage of gaming activity operated in:

- a** The organization's facility . . . . . 

<b>13a</b>		%
<b>13b</b>		%
- b** An outside facility . . . . . 

<b>13b</b>		%
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**14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . **15a**

- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_.

**c** If "Yes," enter name and address of the third party:

Name ▶ \_\_\_\_\_

Address ▶ \_\_\_\_\_

**16** Gaming manager information:

Name ▶ \_\_\_\_\_

Gaming manager compensation ▶ \$ \_\_\_\_\_

Description of services provided ▶ \_\_\_\_\_

- Director/officer       Employee       Independent contractor

**17** Mandatory distributions:

- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . **17a**

- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

	Yes	No
<b>15a</b>		
<b>17a</b>		

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

OMB No. 1545-0047

**2009**

**Open to Public  
Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  **Yes**  **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . .

<b>1</b>	<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
	SEE ATTACHMENT 5							

**2** Enter total number of section 501(c)(3) and government organizations . . . . . ▶ 23

**3** Enter total number of other organizations . . . . . ▶ 2

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

SEE SCHEDULE O

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**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2009**

**Open to Public Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |   |   |
|---|---|
| <input type="checkbox"/> First-class or charter travel                        | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                                | <input type="checkbox"/> Payments for business use of personal residence            |
| <input checked="" type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees              |
| <input type="checkbox"/> Discretionary spending account                       | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)            |

**b** If any of the boxes on line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? . . . . .

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- |   |   |
|---|---|
| <input type="checkbox"/> Compensation committee                         | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? . . . . .
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .
- c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? . . . . .
- b** Any related organization? . . . . .

If "Yes" to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? . . . . .
- b** Any related organization? . . . . .

If "Yes" to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III . . . . .

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III . . . . .

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? . . . . .

	Yes	No
<b>1b</b>		X
<b>2</b>	X	
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
THOMAS HARVEY	(i)	409,341.	0.	1,710.	28,275.	15,855.	455,181.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
MARK BURGET	(i)	350,105.	0.	392.	27,125.	16,371.	393,993.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JENNIFER FOX	(i)	128,806.	0.	400.	19,375.	11,094.	159,675.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
SEEMA PAUL	(i)	259,912.	0.	123,484.	28,370.	16,624.	428,390.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
HEATHER THOMPSON	(i)	249,943.	0.	1,351.	36,750.	5,733.	293,777.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
MOLLY SINGER	(i)	144,224.	0.	7,113.	8,394.	4,523.	164,254.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JOHN FORD	(i)	233,452.	0.	821.	0.	198.	234,471.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
BRIGID MCCORMACK	(i)	169,766.	0.	378.	13,875.	5,960.	189,979.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
KEVEN BROUGH	(i)	153,201.	0.	6,237.	11,503.	5,035.	175,976.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
ZACHARY MACDONALD	(i)	154,104.	0.	1,663.	6,052.	4,804.	166,623.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
MIRIAM DELLA CAVA	(i)	125,646.	25,000.	4,971.	7,236.	10,981.	173,834.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							



**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

COMPENSATION

SCHEDULE J, PART I, LINE 1A:

TAX GROSS-UP PAYMENTS:

SEEMA PAUL, DIRECTOR OF INDIA ENERGY INITIATIVE, RECEIVED A TAX-GROSS UP TOTALING \$26,090 AS PART OF HER EXPATRIATE COMPENSATION PACKAGE. MIRIAM

DELLA CAVA, PROGRAM OFFICER, RECEIVED A TAX GROSS-UP TOTALING \$1,407 AS PART OF HER RELOCATION PACKAGE. THE GROSS-UPS WERE REPORTED ON FORM W-2 AS TAXABLE INCOME AS REQUIRED AND REPORTED ON SCHEDULE J, PART II, COLUMN B, PART III.

HOUSING ALLOWANCE:

SEEMA PAUL, DIRECTOR OF INDIA ENERGY INITIATIVE, RECEIVED A HOUSING ALLOWANCE PERQUISITE AS PART OF HER INITIAL EMPLOYMENT AGREEMENT UNTIL HER EXPATRIATE ASSIGNMENT TO INDIA. AT THAT TIME, SHE RECEIVED A NEW HOUSING ALLOWANCE BASED ON THE REQUIREMENTS OF HER ASSIGNMENT. THE

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

ALLOWANCES WERE REPORTED ON FORM W-2 AS TAXABLE INCOME AS REQUIRED AND  
REPORTED ON SCHEDULE J, PART II, COLUMN B, PART III.

SCHEDULE J, PART 1, LINE 1B:  
CLIMATEWORKS DOES NOT HAVE A FORMAL WRITTEN EXPATRIATE POLICY. FOREIGN  
ASSIGNMENTS ARE RARE AND ARE BASED ON BUSINESS NEEDS. THE ORGANIZATION  
USES A THIRD-PARTY CONSULTANT TO DEVELOP THE EXPATRIATE COMPENSATION  
PACKAGE BASED ON COMPARABLE ORGANIZATIONS.

CLIMATEWORKS DOES NOT HAVE A FORMAL WRITTEN RELOCATION POLICY. IN  
PRACTICE, CLIMATEWORKS WILL REIMBURSE FOR A CONSISTENT SET OF EXPENSES  
FOR EMPLOYEES WHO ARE RELOCATED. ALL RELOCATION PACKAGES ARE INCLUDED AS  
PART OF THE WRITTEN EMPLOYMENT OFFER. ALL REIMBURSEMENTS FOR RELOCATION  
REQUIRE SUBSTANTIATION AND NEED TO MEET CLIMATEWORKS' STANDARD FOR  
REASONABLE EXPENSES.

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

SCHEDULE J, PART II, COLUMN B, PART III

CLIMATEWORKS OCCASIONALLY PROVIDES SIGNING BONUSES AS AN EXTRA INCENTIVE

FOR CANDIDATES TO ACCEPT EMPLOYMENT OFFERS. MIRIAM DELLA CAVA WAS

PROVIDED A SIGNING BONUS WHEN SHE WAS HIRED AS PROGRAM OFFICER IN MARCH

2009.

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Transactions With Interested Persons**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**  
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

**2009**

**Open To Public Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 . . . . . ▶ \$ \_\_\_\_\_
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ▶ \$ \_\_\_\_\_

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
	SEEMA PAUL CASH ADVANCE				X	10,000.	6,000.		X	
<b>Total</b> . . . . . ▶ \$				6,000.						

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2009

**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

**Supplemental Information to Form 990**

**Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
▶ Attach to Form 990.**

OMB No. 1545-0047

**2009**

**Open to Public  
Inspection**

Employer identification number

26-2303250

ATTACHMENT 2

ORGANIZATION'S MISSION

FORM 990, PART I, LINE 1 AND PART III, LINE 1

THE CLIMATEWORKS FOUNDATION IS AN INTERNATIONAL PHILANTHROPIC NETWORK DEDICATED TO ACHIEVING LOW-CARBON PROSPERITY. CLIMATEWORKS AND ITS NETWORK PARTNERS PROVIDE ANALYTIC, TECHNICAL, AND IMPLEMENTATION SUPPORT TO COUNTRIES AROUND THE WORLD SEEKING TO REDUCE THE GREENHOUSE GAS EMISSIONS THAT CAUSE GLOBAL WARMING. CLIMATEWORKS' PARTNERS WORK DIRECTLY WITH GOVERNMENT OFFICIALS, REGULATORY AGENCIES, AND CIVIL SOCIETY GROUPS TO ACCELERATE THE DEPLOYMENT OF CLEAN ENERGY TECHNOLOGIES, IMPROVE THE PRODUCTIVITY OF ENERGY-INTENSIVE INDUSTRIES, REDUCE ENERGY WASTE IN VEHICLES AND BUILDINGS, AND PRESERVE THREATENED TROPICAL FORESTS.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III

LINE 4A: CLIMATEWORKS FOUNDATION SUPPORTS THE EFFORTS OF ITS NETWORK PARTNERS IN THE GEOGRAPHIC REGIONS AND GLOBAL ECONOMIC SECTORS THAT HAVE THE GREATEST POTENTIAL TO REDUCE GREENHOUSE GAS EMISSIONS. OUR PRIORITY REGIONS ARE THE UNITED STATES, CHINA, THE EUROPEAN UNION, INDIA, AND LATIN AMERICA; OUR PRIORITY SECTORS ARE POWER/UTILITIES; INDUSTRY; BUILDINGS AND APPLIANCES; TRANSPORT; AND FORESTS AND LAND USE.

THE CLIMATEWORKS NETWORK COMPRISES TWO TYPES OF ORGANIZATIONS: 1) REGIONAL CLIMATE FOUNDATIONS (RCFS), WHICH ARE LOCATED IN OUR PRIORITY REGIONS AND STAFFED AND LED BY LOCAL EXPERTS WITH DEEP KNOWLEDGE OF LOCAL

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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ATTACHMENT 2 (CONT'D)

CONDITIONS; AND 2) BEST PRACTICE NETWORKS (BPNS), OR SECTOR-FOCUSED INSTITUTIONS STAFFED BY TECHNICAL AND REGULATORY EXPERTS WHO PROVIDE TECHNICAL ASSISTANCE TO GOVERNMENT OFFICIALS TO DESIGN, IMPLEMENT, AND ENFORCE PROVEN STRATEGIES THAT REDUCE EMISSIONS.

RCFS WORK WITH KEY STAKEHOLDERS IN DEFINED GEOGRAPHIC AREAS TO DEVELOP AND EXECUTE COHESIVE REGIONAL STRATEGIES; FOSTER COLLABORATION AMONG ORGANIZATIONS; ADVANCE NATIONAL AND REGIONAL POLICY OBJECTIVES THAT REDUCE EMISSIONS; AND MAXIMIZE RESULTS AND PHILANTHROPIC RETURN ON INVESTMENT. CLIMATEWORKS NETWORK RCFS INCLUDE THE ENERGY FOUNDATION (U.S.); THE CHINA SUSTAINABLE ENERGY PROGRAM; THE EUROPEAN CLIMATE FOUNDATION; AND THE SHAKTI SUSTAINABLE ENERGY FOUNDATION (INDIA).

BPNS HELP POLICYMAKERS AND GOVERNMENT REGULATORS TO RESEARCH, DEVELOP AND EMPLOY BEST PRACTICES AND PROVEN REGULATORY CHANGES THAT LEAD TO DRAMATIC REDUCTIONS IN CARBON EMISSIONS IN OUR PRIORITY SECTORS. THESE SAME PRACTICES AND POLICIES ALSO SAVE MONEY FOR CONSUMERS AND BUSINESSES, FOSTER TECHNOLOGICAL INNOVATION AND ECONOMIC DEVELOPMENT, IMPROVE PUBLIC HEALTH, BOLSTER A NATION'S COMPETITIVENESS, AND ENHANCE ITS ENERGY SECURITY. NETWORK BPNS INCLUDE THE REGULATORY ASSISTANCE PROJECT (POWER SECTOR); THE COLLABORATIVE LABELING AND APPLIANCE STANDARDS PROGRAM (BUILDINGS AND APPLIANCES SECTOR); THE INSTITUTE FOR TRANSPORTATION AND DEVELOPMENT (TRANSPORT SECTOR - TRANSPORT SYSTEMS); AND THE INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION (TRANSPORT SECTOR - VEHICLE TECHNOLOGIES).

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

ATTACHMENT 2 (CONT'D)

IN 2009, CLIMATEWORKS MADE GRANTS OF OVER \$87.6 MILLION TO SUPPORT THE CLIMATEWORKS NETWORK'S EFFORTS TO REDUCE GREENHOUSE GAS EMISSIONS AND PROVIDED START-UP SUPPORT FOR NEW INSTITUTIONS IN THE NETWORK, INCLUDING THE SHAKTI SUSTAINABLE ENERGY FOUNDATION, THE INDIA RCF; AND THE INSTITUTE FOR INDUSTRIAL PRODUCTIVITY, THE NEW BPN FOR THE INDUSTRIAL SECTOR. IN ADDITION, CLIMATEWORKS HELPED NETWORK PARTNERS TO RECRUIT AND RETAIN PROFESSIONAL STAFF; SCALE UP THEIR OPERATIONS TO REFLECT DEMAND FOR SERVICES IN THE FIELD; AND ESTABLISH NEW AREAS OF OPERATIONAL FOCUS, SUCH AS COMMUNICATIONS, FUNDRAISING, TEAM BUILDING, AND COLLABORATING WITH OTHER NETWORK INSTITUTIONS.

CLIMATEWORKS CONVENED KEY STAFF FROM NETWORK ORGANIZATIONS AT OUR ANNUAL SUMMIT AND A SERIES OF SECTOR SUMMITS. OUR ANNUAL SUMMIT BROUGHT TOGETHER CLIMATE AND ENERGY POLICY EXPERTS FROM ACROSS THE NETWORK TO BUILD WORKING RELATIONSHIPS, SHARE STRATEGIES, AND HELP SET PRIORITIES FOR THE COMING YEAR. THE SECTOR SUMMITS ALLOWED EXPERTS FROM AROUND THE WORLD TO DISCUSS WAYS TO REDUCE EMISSIONS IN EACH OF OUR PRIORITY SECTORS. ON A REGULAR BASIS, CLIMATEWORKS ALSO CONVENED A GOVERNING COUNCIL OF EXECUTIVES FROM EACH OF THE NETWORK INSTITUTIONS; THE COUNCIL GUIDED OUR STRATEGIC DIRECTION AND HELPED FOSTER COLLABORATION ACROSS THE NETWORK.

LINE 4B: CLIMATEWORKS' GLOBAL INITIATIVES AND RESEARCH PROGRAMS CONDUCT RIGOROUS ECONOMIC AND FINANCIAL ANALYSIS OF OPTIONS THAT ACCELERATE THE DEPLOYMENT OF CLEAN TECHNOLOGIES, IMPROVE ENERGY EFFICIENCY, AND REDUCE

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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ATTACHMENT 2 (CONT'D)

CARBON EMISSIONS. OUR INDEPENDENT AND OBJECTIVE POLICY RESEARCH PROVIDES DECISION MAKERS WITH A CONSISTENT FACT BASE FOR THE NATIONAL POLICIES AND MULTILATERAL AGREEMENTS THAT CAN REDUCE EMISSIONS WHILE PROMOTING ECONOMIC PROSPERITY.

CLIMATEWORKS' MOST SIGNIFICANT GLOBAL INITIATIVE IN 2009 WAS PROJECT CATALYST, WHICH PROVIDED ANALYTIC AND TECHNICAL SUPPORT FOR NEGOTIATORS, POLICYMAKERS, AND WORLD LEADERS PARTICIPATING IN THE UNITED NATIONS FRAMEWORK CONVENTION ON CLIMATE CHANGE (UNFCCC). IN THE RUN-UP TO THE UNFCCC MEETINGS IN 2009, PROJECT CATALYST HELD NUMEROUS CONFERENCES AROUND THE GLOBE, WHICH WERE FOCUSED ON DEVELOPING A SHARED ECONOMIC MODEL AND FACT BASE FOR THE EVALUATION OF VARIOUS CLIMATE POLICY PROPOSALS. PROJECT CATALYST RELEASED ITS FINDINGS PUBLICLY AT A MAJOR EVENT IN COPENHAGEN AND PROVIDED DETAILED BRIEFINGS AND RESEARCH SUPPORT FOR DOZENS OF UN NEGOTIATORS, MINISTERS, AND OTHER PUBLIC OFFICIALS.

GOVERNANCE, MANAGEMENT AND DISCLOSURE  
FORM 990, PART VI

LINE 3: CLIMATEWORKS ENGAGED A THIRD-PARTY CONSULTING FIRM TO PROVIDE FINANCE AND ACCOUNTING SERVICES, INCLUDING INTERIM CHIEF FINANCIAL OFFICER SERVICES OF MOLLY SINGER UNTIL SHE BECAME A FULL-TIME EMPLOYEE IN MARCH 2009.

LINE 11A: THE FORM 990 IS PREPARED JOINTLY BY CLIMATEWORKS STAFF AND AN OUTSIDE ACCOUNTING FIRM. THE DRAFT IS REVIEWED BY THE CHIEF FINANCIAL



Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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ATTACHMENT 2 (CONT'D)

OFFICER, PRESIDENT, CHIEF EXECUTIVE OFFICER, AND GENERAL COUNSEL.

CLIMATEWORKS' FINANCIAL MANAGEMENT AND THE ACCOUNTING FIRM'S TAX PARTNER REVIEW THE DRAFT WITH CLIMATEWORKS' AUDIT COMMITTEE. THE FINAL FORM 990 IS CIRCULATED TO THE BOARD OF DIRECTORS FOR REVIEW AND IS THEN FILED.

LINE 12C: CLIMATEWORKS' POLICY REQUIRES THAT ANY APPARENT OR POTENTIAL CONFLICTS OF INTEREST BE FULLY DISCLOSED BEFORE A DECISION IS MADE ON THE MATTER INVOLVED, AND THAT NO DIRECTOR, OFFICER OR STAFF MEMBER PARTICIPATE (OTHER THAN BY PROVIDING INFORMATION) IN ANY DECISION IN WHICH HE OR SHE HAS A CONFLICT OF INTEREST.

CLIMATEWORKS' CONFLICT OF INTEREST POLICY IS INCLUDED AS PART OF THE FORMAL ORIENTATION FOR ALL NEW BOARD OF DIRECTORS, OFFICERS AND STAFF. ADDITIONALLY, ALL OFFICERS, DIRECTORS, AND STAFF ARE REQUIRED TO COMPLETE AN ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT. POTENTIAL OFFICER AND BOARD MEMBER CONFLICTS ARE REVIEWED BY THE CHAIR OF THE BOARD, WHO WILL INVESTIGATE THE FACTS, SEEK ADVICE FROM OUTSIDE COUNSEL AS NECESSARY, AND REPORT BACK TO THE BOARD AT THE TIME IT CONSIDERS THE TRANSACTION. AN INTERESTED DIRECTOR OR OFFICER WILL NOT PARTICIPATE IN DELIBERATIONS OR THE VOTE.

LINES 15A AND 15B: THE BOARD ANNUALLY REVIEWS THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER, PRESIDENT, AND CHIEF FINANCIAL OFFICER AND APPROVES CHANGES. THE BOARD USES A THIRD-PARTY EXECUTIVE COMPENSATION CONSULTING FIRM SPECIALIZING IN NOT-FOR-PROFIT ORGANIZATIONS TO COMPILE

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

ATTACHMENT 2 (CONT'D)

AND UPDATE COMPENSATION INFORMATION OF COMPARABLE ORGANIZATIONS TO BENCHMARK COMPENSATION FOR THESE POSITIONS. THIS PROCESS WAS LAST UNDERTAKEN IN 2010 FOR EACH OF THESE OFFICERS.

COMPENSATION FOR KEY EMPLOYEES IS REVIEWED ANNUALLY BY DIRECT SUPERVISORS, WITH FINAL REVIEW BY THE PRESIDENT. THIRD-PARTY COMPENSATION SURVEYS ARE USED TO BENCHMARK AND TRACK JOB CATEGORIES.

LINE 18: CLIMATEWORKS PROVIDES A COPY OF THE FORM 990 DIRECTLY TO GUIDESTAR TO PUBLISH ON ITS WEBSITE.

LINE 19: CLIMATEWORKS MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART VII, SECTION B AND ATTACHMENT 3:

CLIMATEWORKS FOUNDATION, ALONG WITH SEVERAL GOVERNMENTS, OTHER NGOS, AND PRIVATE SECTOR COMPANIES, CONTRACTED WITH MCKINSEY & COMPANY TO DEVELOP A DEEP ANALYSIS OF THE CARBON ABATEMENT OPPORTUNITIES OF THE LARGEST ECONOMIES IN THE WORLD. THE EFFORT INCLUDED THE DEVELOPMENT OF DETAILED COST ASSESSMENT, SECTOR-BY-SECTOR, OF CARBON REDUCTION STRATEGIES, AND ECONOMIC ANALYSES BEHIND THESE OPTIONS. THE GOAL IS FOR THESE ANALYSES TO BE THE BASIS ON WHICH TO CREATE LEAST-COST CLIMATE CHANGE STRATEGIES, CUSTOMIZED FOR LOCAL CONDITIONS.

FORM 990, PART VII, SCHEDULE J, PART II, AND SCHEDULE G, PART I, LINE

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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ATTACHMENT 2 (CONT'D)

2B:

JOHN FORD WAS ENGAGED AS AN INDEPENDENT CONTRACTOR TO ASSIST WITH FUNDRAISING FROM JANUARY 1, 2009 THROUGH OCTOBER 31, 2009. IN NOVEMBER 2009 HE BECAME VICE PRESIDENT FOR PHILANTHROPY, A FULL-TIME POSITION. THE AMOUNTS REPORTED IN PART VII, SCHEDULE G, AND SCHEDULE J INCLUDE ALL THE COMPENSATION THAT HE RECEIVED PRIOR TO BECOMING AN EMPLOYEE.

## STATEMENT OF FUNCTIONAL EXPENSES

FORM 990, PART IX, LINE 11G:

FEES FOR SERVICES (NON-EMPLOYEES) - OTHER

OTHER PROFESSIONAL SERVICE EXPENSES INCLUDE:

- \$18,273,357 FOR PROGRAM CONSULTING, PRIMARILY FOR MCKINSEY & COMPANY WORK TO DEVELOP A DEEP ANALYSIS OF THE CARBON ABATEMENT OPPORTUNITIES OF THE LARGEST ECONOMIES IN THE WORLD AS PART OF CLIMATEWORKS' GLOBAL INITIATIVES AND RESEARCH PROGRAMS DESCRIBED IN PART III, 4B
- \$324,468 FOR COMMUNICATIONS, CONSISTING OF \$177,163 FOR CORPORATE COMMUNICATIONS AND \$147,307 FOR PROGRAM COMMUNICATIONS
- \$294,806 FOR RECRUITING
- \$208,562 FOR PROGRAM MEASUREMENT & EVALUATION
- \$138,359 FOR MISCELLANEOUS PROFESSIONAL SERVICES, WITH MOST OF THE \$119,479 FUNDRAISING EXPENSE FOR RESEARCH AND WRITING COSTS OF A CLIMATE TECHNOLOGY POLICY READER WHICH MAY BE USED, IN PART, AS A FUNDRAISING INFORMATION VEHICLE.

MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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ATTACHMENT 2 (CONT'D)

SCHEDULE I, PART I, LINE 2

CLIMATEWORKS FOUNDATION FUNDING PRIMARILY SUPPORTS ITS NETWORK OF SELECT REGIONAL CLIMATE FOUNDATIONS AND BEST PRACTICE NETWORK ORGANIZATIONS.

THESE ORGANIZATIONS ARE WELL KNOWN TO CLIMATEWORKS AND UNDERGO AN EXTENSIVE VETTING PROCESS PRIOR TO BECOMING NETWORK PARTNERS.

CLIMATEWORKS DOES NOT ACCEPT UNSOLICITED GRANT PROPOSALS. PRIOR TO FUNDING NON-NETWORK ORGANIZATIONS, CLIMATEWORKS PROGRAM STAFF PERFORM DUE DILIGENCE ON THE PROSPECTIVE PROJECT AND THE ORGANIZATIONS' PAST SUCCESS AND HEALTH.

ALL ORGANIZATIONS ARE REQUIRED TO SUBMIT A GRANT NARRATIVE PROPOSAL AND BUDGET. PROPOSALS ARE EVALUATED ON THEIR OUTCOMES AND STRATEGIC ALIGNMENT WITH CLIMATEWORKS' MISSION. OTHER REQUIRED DOCUMENTATION INCLUDES THE CURRENT YEAR BUDGET, YEAR-TO-DATE FINANCIAL STATEMENTS, PRIOR YEAR AUDITED FINANCIAL STATEMENTS, GOVERNMENT-ISSUED TAX STATUS LETTER, A LIST OF BOARD OF DIRECTORS, OFFICERS, AND AFFILIATIONS, AND BIOS OF KEY STAFF INVOLVED IN THE PROJECT.

ALL GRANTEEES ARE REQUIRED TO SIGN AND RETURN A GRANT AGREEMENT, WHICH STATES THAT FUNDS MAY BE SPENT ONLY FOR THE SPECIFIC CHARITABLE PURPOSES STATED IN THE PROPOSAL. ALL GRANTEEES MUST BE IN COMPLIANCE WITH ALL APPLICABLE ANTI-TERRORIST FINANCING AND ASSET CONTROL LAWS, REGULATIONS, RULES, AND EXECUTIVE ORDERS, AND CANNOT VIOLATE ANY IRS EXPENDITURE PROHIBITIONS. CLIMATEWORKS VERIFIES THE ORGANIZATION'S EXISTENCE AND TAX

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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ATTACHMENT 2 (CONT'D)

STATUS USING GUIDESTAR CHARITY CHECK. DEPENDING UPON THE DOLLAR AMOUNT,  
EITHER THE BOARD OF DIRECTORS OR THE CEO/COO APPROVES THE GRANT.

CLIMATEWORKS REVIEWS NARRATIVE AND FINANCIAL REPORTS TO ENSURE THAT THE  
FUNDS WERE SPENT EXCLUSIVELY FOR THE CHARITABLE PURPOSES STATED IN THE  
PROPOSAL AND WITHIN THE CONFINES OF THE OTHER RESTRICTIONS OF THE GRANT.

LOANS TO INTERESTED PERSONS

SCHEDULE L, PART II

CLIMATEWORKS PROVIDED A LOAN TO SEEMA PAUL, DIRECTOR OF INDIA ENERGY  
INITIATIVE, TO DEFRAY EXPENSES INCURRED AS PART OF HER RELOCATION.

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
MCKINSEY & COMPANY 555 CALIFORNIA STREET, SUITE #4700 SAN FRANCISCO, CA 94104	PRGM CONSULTING SVCS	17,432,873.
GCI GENERAL CONTRACTORS 825 BATTERY ST. 3RD FLOOR SAN FRANCISCO, CA 94111	GENERAL CONTRACTING	1,143,105.
CALIFORNIA ENVIRONMENTAL ASSOCIATES 423 WASHINGTON ST., 3RD FLOOR SAN FRANCISCO, CA 94111	PRGM CONSULTING SVCS	885,745.
LEDDY MAYTUM STACY 677 HARRISON ST. SAN FRANCISCO, CA 94107	ARCH. & DESIGN SVCS	279,271.
HONGJUN ZHANG 5-3G, BLDG 5 QING BO YUAN, SHI JI CHENG BEIJING CHINA	ADVISING ON STGY.	269,080.

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

ATTACHMENT 3 (CONT'D)

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS

DESCRIPTION OF SERVICES

COMPENSATION

TOTAL COMPENSATION

20,010,074.

FORM 990, SCHEDULE F, PART II - Grants and Other Assistance to Organizations or Entities Outside the United States

NOTE: ALL GRANTS WERE CASH AND THEREFORE COLUMNS G,H,I ARE NOT APPLICABLE

1a	1b	1c	1d	1e	1f
Name of Organization)	IRS code section and EIN (if applicable)	Region	Purpose of grant	Amount of cash grant	Manner of cash disbursement
		Europe/Iceland/Greenland	Project Support	81,981	Wire Transfer
		Europe/Iceland/Greenland	Project Support	53,660	Wire Transfer
		South Asia	Project Support	15,000	Wire Transfer
		South Asia	Project Support	459,000	Wire Transfer
		South Asia	Project Support	79,800	Wire Transfer
		South Asia	Project Support	291,929	Wire Transfer
		Europe/Iceland/Greenland	Project Support	420,000	Wire Transfer
		North America	Project Support	351,540	Wire Transfer
		Europe/Iceland/Greenland	Project Support	350,000	Wire Transfer
		South Asia	Project Support	95,000	Wire Transfer
		South Asia	Project Support	368,000	Wire Transfer
		South Asia	Project Support	18,500	Wire Transfer
		South Asia	Project Support	22,680	Wire Transfer
		Europe/Iceland/Greenland	Program Support	9,300,000	Wire Transfer
		Europe/Iceland/Greenland	Project Support	470,385	Wire Transfer
		Europe/Iceland/Greenland	Program Support	450,000	Wire Transfer
		Europe/Iceland/Greenland	Project Support	450,000	Wire Transfer
		Europe/Iceland/Greenland	Project Support	350,000	Wire Transfer
		Europe/Iceland/Greenland	Project Support	254,500	Wire Transfer
		Europe/Iceland/Greenland	Project Support	250,000	Wire Transfer
		Europe/Iceland/Greenland	Project Support	60,000	Wire Transfer
		Europe/Iceland/Greenland	Project Support	74,900	Wire Transfer
		Europe/Iceland/Greenland	Project Support	80,000	Wire Transfer
		Europe/Iceland/Greenland	Project Support	215,000	Wire Transfer

CLIMATEWORKS FOUNDATION  
 FORM 990, SCHEDULE I, PART II - Grants and Other Assistance to Governments and Organizations in the United States

26-2303250

NOTE: ALL GRANTS WERE CASH AND THEREFORE COLUMNS E, F, G ARE NOT APPLICABLE

1a	1a	1a	1a	1a	1b	1c	1d	1h
Name of Recipient (Government or Organization)	Street Address	City	State	Zip Code	Recipient EIN	IRC Section (if applicable)	Amount of Cash	Purpose of Grant (specific)
Asia Society	725 Park Avenue	New York	NY	10021	13-3234632	501(c)(3)	125,000	To support work in China to spur creation of a joint U.S./China carbon capture and storage strategy
Bank Information Center	1100 H St. NW, Suite 650	Washington	DC	20005	52-1682441	501(c)(3)	138,000	To support a progressive World Bank Energy Strategy
Bipartisan Policy Center Inc	1225 I Street, NW, Suite 1000	Washington	DC	20005	73-1628382	501(c)(3)	6,530,000	To support U.S. carbon cap project
Bipartisan Policy Center Inc	1225 I Street, NW, Suite 1000	Washington	DC	20005	73-1628382	501(c)(3)	1,700,000	To educate and inform relevant constituencies about climate change impacts and solutions
Carbon War Room	950 F Street NW	Washington	DC	20004	27-0616224		35,000	To support the Shipping Operation to reduce emissions from the marine sector
Clean Air Cool Planet Inc.	1730 Rhode Island Ave, NW, Suite 707	Washington	DC	20036	04-3492988	501(c)(3)	255,000	To educate US and European policymakers, the press, and the media on the role short-lived pollutants play in accelerated warming
Clean Air Cool Planet Inc.	1730 Rhode Island Ave, NW, Suite 707	Washington	DC	20036	04-3492988	501(c)(3)	155,000	To support the Arctic Campaign on short-lived climate forcers
Clean Air Task Force, Inc.	18 Tremont St., Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	405,000	To support black carbon measurements and diesel reductions campaigns
Clean Air Task Force, Inc.	18 Tremont St., Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	235,000	To examine scientific, technical, and political issues associated with developing a fast action strategy for black carbon reductions
Clean Air Task Force, Inc.	18 Tremont St., Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	172,016	To support of the Arctic Campaign on Short Lived Climate Forcers
Collaborative Labeling and Appliance Standards Program	1331 L Street NW, Suite 212	Washington	DC	20005	33-1112770	501(c)(3)	3,475,000	To support CLASP's programs
Collaborative Labeling and Appliance Standards Program	1331 L Street NW, Suite 212	Washington	DC	20005	33-1112770	501(c)(3)	101,000	To support energy-efficiency work in Chile
Commonwealth Club of California	595 Market Street	San Francisco	CA	94105	94-0399260	501(c)(3)	45,000	To support ClimateOne climate programs
Commonwealth Club of California	595 Market Street	San Francisco	CA	94105	94-0399260	501(c)(3)	22,000	To support ClimateOne climate programs
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	17,600,000	To support the China Sustainable Energy Program
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	15,700,000	To support U.S. programs
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	6,670,000	To support U.S. carbon cap project
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	5,300,000	To engage necessary constituencies to educate and inform decision makers about climate change impacts and solutions
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	5,000,000	To support the China Sustainable Energy Program
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	2,000,000	To support U.S. programs
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	500,000	To support light duty-vehicles analyses
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	250,000	To support work on building codes and appliance standards
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	150,000	To support the Clean Air Task Force's federal advocacy effort to drive deployment of carbon capture and storage
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	100,000	To support the China Sustainable Energy Program's black carbon initiative
Green Tech Action Fund	301 Battery Street, 5th Floor	San Francisco	CA	94111	26-3390444	501(c)(4)	800,000	To support lobbying activities aimed at passing the American Climate and Energy Security Act in the House of Representatives
Institute for Governance and Sustainable Development Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	492,537	To support efforts toward an international agreement and domestic/regional actions to reduce black carbon emissions
Institute for Governance and Sustainable Development Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	65,000	To support the hydrofluorocarbons and F-gases fast-track mitigation campaign
Institute for International Economics	1750 Massachusetts Avenue NW	Washington	DC	20036	52-1226967	501(c)(3)	200,000	To analyze China's financial constraints to participating in a global agreement
Institute for Transportation and Development Policy	127 W 26th Street, Suite 1002	New York	NY	10001	52-1399520	501(c)(3)	5,000,000	To support ITDP's programs
International Council on Clean Transportation	1225 Eye ST NW Suite 1000	Washington	DC	20005	20-3076690	501(c)(3)	700,000	To renovate ICCT's Washington, D.C., office to obtain LEED certification
International Council on Clean Transportation	1225 Eye ST NW Suite 1000	Washington	DC	20005	20-3076690	501(c)(3)	25,000	To support a workshop on black carbon in Latin America
Regents of the University of California at Berkeley	Sponsored Projects Office, 2150 Shattuck Avenue, Suite 313, University of California, Berkeley	Berkeley	CA	94704	94-6002123	501(c)(3)	75,000	To support the Alternative Energy and the Americas program
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	2,911,500	To support RAP's programs
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	33,200	To provide technical assistance to the Chilean government on energy efficiency delivery
Sustainability Institute Inc.	3 Linden Road	Hartland	VT	05048	02-0492913	501(c)(3)	348,666	To develop a user-friendly CO2 calculation tool to analyze complex policy/negotiation scenarios
The Aspen Institute	One Dupont Circle, NW	Washington	DC	20036	84-0399006	501(c)(3)	300,000	To support The Aspen Institute's Congressional Program
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	400,000	To develop a strong verification regime for global carbon commitments
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	66,000	To support bus rapid transit (BRT) systems in Indore and ensure a successful launch of the pilot BRT in June 2010
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	60,000	To support BRT systems in Delhi and Indore
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	10,000	To support of carbon capture and storage programs
Marin County Bicycle Coalition	P.O. Box 115	Fairfax	CA	94978	68-0419394	501(c)(3)	8,000	employee matching gift
Marin Country Day School	5221 Paradise Drive	Corte Madera	CA	94925	94-13757791	501(c)(3)	5,000	employee matching gift
San Francisco Bicycle Coalition Education Fund	995 Market Street, Suite 1550	San Francisco	CA	94103	20-5182730	501(c)(3)	18,000	employee matching gift
San Juan Preservation Trust	P.O. Box 327	Lopez Island	WA	98261	91-1078355	501(c)(3)	5,000	employee matching gift
The Nature Conservancy- Colorado Program	2424 Spruce St.	Boulder	CO	80302	53-0242652	501(c)(3)	5,000	employee matching gift
Urban School of San Francisco	563 Page Street	San Francisco	CA	94117	94-1622034	501(c)(3)	5,200	employee matching gift