

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

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 2010 calendar year, or tax year beginning , 2010, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization CLIMATEWORKS FOUNDATION			D Employer identification number 26-2303250
	Doing Business As			E Telephone number (415) 433-0500
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	G Gross receipts \$ 93,428,369.
	235 MONTGOMERY STREET, STE 1300			
City or town, state or country, and ZIP + 4 SAN FRANCISCO, CA 94104			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
F Name and address of principal officer: THOMAS HARVEY 235 MONTGOMERY ST, STE 1300 SAN FRANCISCO, CA 94104				
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: WWW.CLIMATEWORKS.ORG			H(c) Group exemption number
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other	L Year of formation: 2008		M State of legal domicile: DE	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	8.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	7.
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	49.
	6 Total number of volunteers (estimate if necessary)	6	7.
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	60,050,445.	92,119,491.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	1,000,000.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	218,071.	210,585.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,243.	20,014.
		60,272,759.	93,350,090.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	92,782,494.	120,500,718.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,563,322.	6,599,664.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	360,233.	616,482.
	b Total fundraising expenses (Part IX, column (D), line 25) 2,241,715.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	24,241,414.	25,098,310.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	121,947,463.	152,815,174.	
19 Revenue less expenses. Subtract line 18 from line 12	-61,674,704.	-59,465,084.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	353,519,264.	301,237,906.
	22 Net assets or fund balances. Subtract line 21 from line 20.	4,800,866.	11,999,980.
	348,718,398.	289,237,926.	

Part II Signature Block

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

Sign Here	Signature of officer	Date				
	Type or print name and title					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00329386	
	Firm's name	GRANT THORNTON LLP			EIN	36-605558
	Firm's address	ONE CALIFORNIA STREET, SUITE 2300 SAN FRANCISCO, CA 94111			Phone no.	415-986-3900

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

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 \$ 117,440,230. including grants of \$ 103,686,206.) (Revenue \$ _____)

SEE SCHEDULE O

4b (Code: _____) (Expenses \$ 28,940,700. including grants of \$ 16,814,512.) (Revenue \$ 1,000,000.)

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 ► 146,380,930.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

Part IV Checklist of Required Schedules (continued)

Table with 3 columns: Question number, Yes, No. Rows include questions 21 through 38 regarding grants, compensation, tax-exempt bonds, excess benefit transactions, and Schedule O completion.

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business gross income, foreign accounts, prohibited tax shelter transactions, and contributions.

Part VI 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.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 4 columns: Question ID, Question Text, Yes, No. Rows include 1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8, 8a, 8b, 9.

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

Table with 4 columns: Question ID, Question Text, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15, 15a, 15b, 16a, 16b.

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.
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

Check if Schedule O contains a response to any question in this Part VII

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.

- 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, if any. 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 neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(1) THOMAS HARVEY CHIEF EXECUTIVE OFFICER	40.00	X		X			424,542.	0.	52,869.	
(2) WILLIAM REILLY CHAIRMAN OF BOARD, TREASURER	2.00	X		X			0.	0.	0.	
(3) RICHARD LEVIN VICE CHAIRMAN OF BOARD	2.00	X					0.	0.	0.	
(4) MARIO MOLINA BOARD DIRECTOR	2.00	X					0.	0.	0.	
(5) JAMSHYD GODREJ BOARD DIRECTOR	2.00	X					0.	0.	0.	
(6) BETRAND COLLOMB BOARD DIRECTOR	2.00	X					0.	0.	0.	
(7) CHAD HOLLIDAY BOARD DIRECTOR	2.00	X					0.	0.	0.	
(8) MADAME CHEN ZHILI BOARD DIRECTOR	2.00	X					0.	0.	0.	
(9) MARK BURGET PRESIDENT AND COO	40.00			X			385,544.	0.	58,289.	
(10) JENNIFER FOX SECRETARY	40.00			X			155,016.	0.	36,111.	
(11) MOLLY SINGER CHIEF FINANCIAL OFFICER	40.00			X			216,890.	0.	32,976.	
(12) HEATHER THOMPSON VICE PRESIDENT OF PROGRAMS	40.00				X		257,461.	0.	45,220.	
(13) SEEMA PAUL VP, DIR INDIA ENERGY INITIATIVE	40.00					X	401,400.	0.	59,722.	
(14) DANIEL ZARIN DIRECTOR OF PROGRAMS, CLUA	40.00					X	217,821.	0.	29,361.	
(15) CHRISTOPHER ELLIOTT EXECUTIVE DIRECTOR, CLUA	40.00					X	201,865.	0.	8,522.	
(16) JOHN FORD SENIOR PHILANTHROPIC ADVISOR	30.00					X	199,198.	0.	22,666.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(17) ZACHARY MACDONALD DIRECTOR OF PHILANTHROPY	40.00					X		191,948.	0.	32,627.
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
(26)										
(27)										
(28)										
1b Sub-total								2,651,685.	0.	378,363.
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								2,651,685.	0.	378,363.

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 **▶ 17**

	Yes	No
3 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
4 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	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual 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 1		

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 **▶ 24**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions) . .	1e					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	92,119,491.				
	g Noncash contributions included in lines 1a-1f: \$		13,001,098.				
	h Total. Add lines 1a-1f			92,119,491.			
Program Service Revenue			Business Code				
	2a COMMISSIONED RESEARCH PROJECT		900099	1,000,000.	1,000,000.		
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
g Total. Add lines 2a-2f			1,000,000.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts).			210,585.			210,585.
	4 Income from investment of tax-exempt bond proceeds . . .			0.			
	5 Royalties			0.			
		(i) Real	(ii) Personal				
	6a Gross Rents	78,279.					
	b Less: rental expenses	78,279.					
	c Rental income or (loss)						
	d Net rental income or (loss)			0.			
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory						
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)			0.			
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
c Net income or (loss) from fundraising events			0.				
9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b						
c Net income or (loss) from gaming activities			0.				
10a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory			0.				
Miscellaneous Revenue			Business Code				
11a OTHER		900099	20,014.			20,014.	
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			20,014.				
12 Total revenue. See instructions			93,350,090.	1,000,000.	0.	230,599.	

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).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(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 . . .	93,237,703.	93,237,703.		
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	27,263,015.	27,263,015.		
4 Benefits paid to or for members	0.			
5 Compensation of current officers, directors, trustees, and key employees	1,664,916.	852,799.	717,788.	94,329.
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	3,607,160.	2,093,941.	705,919.	807,300.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	522,954.	282,981.	147,979.	91,994.
9 Other employee benefits	623,989.	316,710.	203,034.	104,245.
10 Payroll taxes	180,645.	79,935.	63,432.	37,278.
11 Fees for services (non-employees):				
a Management	1,089,693.	600,853.	488,840.	
b Legal	346,260.	282,106.	62,239.	1,915.
c Accounting	99,965.	8,102.	91,863.	
d Lobbying	0.			
e Professional fundraising services. See Part IV, line 17	616,482.			616,482.
f Investment management fees	0.			
g Other	18,159,868.	17,756,976.	359,020.	43,872.
12 Advertising and promotion	0.			
13 Office expenses	418,781.	158,294.	198,852.	61,635.
14 Information technology	553,258.	278,858.	201,116.	73,284.
15 Royalties	0.			
16 Occupancy	1,244,109.	759,425.	388,300.	96,384.
17 Travel	2,069,257.	1,806,046.	132,895.	130,316.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	361,488.	339,383.	14,054.	8,051.
20 Interest	0.			
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	635,829.	260,534.	300,665.	74,630.
23 Insurance	32,681.		32,681.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <u>ALL OTHER EXPENSES</u> -----	87,121.	3,269.	83,852.	
b -----				
c -----				
d -----				
e -----				
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	152,815,174.	146,380,930.	4,192,529.	2,241,715.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). 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) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,314,308.	1	1,385,395.
	2 Savings and temporary cash investments	20,420,454.	2	39,249,693.
	3 Pledges and grants receivable, net	327,844,205.	3	254,121,805.
	4 Accounts receivable, net	22,337.	4	147,126.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	6,000.	5	0.
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	145,983.	9	334,531.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,241,009.		
	b Less: accumulated depreciation	10b 957,228.	3,312,920.	10c 5,283,781.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	453,056.	15	715,575.
16 Total assets. Add lines 1 through 15 (must equal line 34)	353,519,264.	16	301,237,906.	
Liabilities	17 Accounts payable and accrued expenses	2,387,130.	17	4,188,368.
	18 Grants payable	1,420,739.	18	6,420,721.
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	992,997.	25	1,390,891.
	26 Total liabilities. Add lines 17 through 25	4,800,866.	26	11,999,980.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	70,318,868.	27	87,628,138.
	28 Temporarily restricted net assets	278,399,530.	28	201,609,788.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	348,718,398.	33	289,237,926.	
34 Total liabilities and net assets/fund balances	353,519,264.	34	301,237,906.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	93,350,090.
2	Total expenses (must equal Part IX, column (A), line 25)	2	152,815,174.
3	Revenue less expenses. Subtract line 2 from line 1	3	-59,465,084.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	348,718,398.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-15,388.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	289,237,926.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	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.	X	
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 separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> 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?		X
3b	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.		

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

2010

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 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?

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(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
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2010

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Table with 7 columns: (a) 2006, (b) 2007, (c) 2008, (d) 2009, (e) 2010, (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) 2006, (b) 2007, (c) 2008, (d) 2009, (e) 2010, (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 3 columns: Line number, Description, and Percentage. Rows include: 14 Public support percentage for 2010; 15 Public support percentage from 2009 Schedule A, Part II, line 14; 16a 33 1/3% support test - 2010; 16b 33 1/3% support test - 2009; 17a 10%-facts-and-circumstances test - 2010; 17b 10%-facts-and-circumstances test - 2009; 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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2006, (b) 2007, (c) 2008, (d) 2009, (e) 2010, (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. Add lines 1 through 5; 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: Calendar year (or fiscal year beginning in), (a) 2006, (b) 2007, (c) 2008, (d) 2009, (e) 2010, (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, 2010, 2009. Row 15: Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2009 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2010, 2009. Row 17: Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2009 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2010. 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.

19b 33 1/3% support tests - 2009. 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 explanations required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2006	2007	2008	2009	2010	TOTAL
OTHER			0.	4,243.	20,014.	24,257.
TOTALS			<u>0.</u>	<u>4,243.</u>	<u>20,014.</u>	<u>24,257.</u>

Schedule of Contributors

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

2010

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)(3) () (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, 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	----- ----- -----	\$ 46,757,793.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 13,001,098.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 12,706,989.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 12,773,611.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 4,030,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 1,050,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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
7	----- ----- -----	\$ 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.)
8	----- ----- -----	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization **CLIMATEWORKS FOUNDATION**

Employer identification number
26-2303250

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	150,320 SHARES OF 3M STOCK	\$ 13,001,098.	VAR
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

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

2010

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) or Form 990-EZ, Part V, line 35a (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 on behalf of or in opposition to candidates for public office 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 filing organization made payments. 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-.
(1)	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

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.

	(a) Filing organization's totals	(b) Affiliated group totals												
Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)														
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)	0 .													
b Total lobbying expenditures to influence a legislative body (direct lobbying)	914,497 .													
c Total lobbying expenditures (add lines 1a and 1b)	914,497 .													
d Other exempt purpose expenditures	145,466,433 .													
e Total exempt purpose expenditures (add lines 1c and 1d)	146,380,930 .													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	1,000,000 .													
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">If the amount on line 1e, column (a) or (b) is:</th> <th>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.													
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000 .													
h Subtract line 1g from line 1a. If zero or less, enter -0-														
i Subtract line 1f from line 1c. If zero or less, enter -0-														
j 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) Total
2 a Lobbying nontaxable amount				1,000,000 .	1,000,000 .
b Lobbying ceiling amount (150% of line 2a, column (e))					1,500,000 .
c Total lobbying expenditures				914,497 .	914,497 .
d Grassroots nontaxable amount				250,000 .	250,000 .
e Grassroots ceiling amount (150% of line 2d, column (e))					375,000 .
f Grassroots lobbying expenditures				0 .	0 .

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 3 main columns: (a) Yes/No, (b) Amount. Rows include questions about influencing legislation, volunteers, staff, media, mailings, publications, grants, direct contact, rallies, and other activities.

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 3 columns: Question, Yes, No. Rows include questions about dues, lobbying expenditures, and carryover.

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 2 columns: Question, Amount. Rows include questions about dues, section 162(e) expenditures, aggregate amount, carryover, and taxable amount.

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.

Horizontal dashed lines for providing supplemental information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2010

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 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4 for totals, 5-6 for legal control and private benefit questions.

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

Table with 3 columns: Line number, Description, Held at the End of the Tax Year. Rows 1-9 for various conservation easement details and monitoring questions.

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.

Table with 3 columns: Line number, Description, Amount. Rows 1a-1b for collection reporting, 2 for financial gain reporting.

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

Schedule D (Form 990) 2010

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?

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?

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?

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 (Beginning of year balance, Contributions, Net investment earnings, gains, and losses, Grants or scholarships, Other expenditures for facilities and programs, 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 Land, Buildings, and Equipment. See Form 990, Part X, line 10.

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

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
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (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
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
Total. (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
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
Total. (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	
(1) Federal income taxes		
(2) DEFERRED RENT	1,390,891.	
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
(11) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,390,891.	

2. FIN 48 (ASC 740) 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 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	93,350,090.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	152,815,174.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-59,465,084.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	-15,388.
9	Total adjustments (net). Add lines 4 through 8	9	-15,388.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-59,480,472.

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

1	Total revenue, gains, and other support per audited financial statements	1	93,369,145.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	39,069.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	39,069.
3	Subtract line 2e from line 1	3	93,330,076.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	20,014.
c	Add lines 4a and 4b	4c	20,014.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	93,350,090.

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

1	Total expenses and losses per audited financial statements	1	152,849,617.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	39,069.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	15,388.
e	Add lines 2a through 2d	2e	54,457.
3	Subtract line 2e from line 1	3	152,795,160.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	20,014.
c	Add lines 4a and 4b	4c	20,014.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	152,815,174.

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.

SEE PAGE 5

Part XIV Supplemental Information (continued)

FIN 48 DISCLOSURE

SCHEDULE D, PART X

THE FOUNDATION HAS BEEN RECOGNIZED BY THE INTERNAL REVENUE SERVICE ("IRS") AS AN ORGANIZATION EXEMPT FROM TAX UNDER INTERNAL REVENUE CODE SECTION 501(C)(3) AND CLASSIFIED BY THE IRS AS OTHER THAN A PRIVATE FOUNDATION, AND IS THEREFORE EXEMPT FROM FEDERAL INCOME TAXES ON OPERATIONS RELATED TO ITS EXEMPT PURPOSE AND INVESTMENT INCOME EXCEPT TO THE EXTENT THAT THE INCOME IS DETERMINED TO BE UNRELATED BUSINESS INCOME. THE FOUNDATION HAS ALSO BEEN RECOGNIZED BY THE CALIFORNIA FRANCHISE TAX BOARD AS EXEMPT FROM CALIFORNIA FRANCHISE TAXES UNDER REVENUE AND TAXATION CODE SECTION 23701(D) EXCEPT TO THE EXTENT THAT THE INCOME IS DETERMINED TO BE UNRELATED BUSINESS INCOME.

AT JANUARY 1, 2009, THE FOUNDATION ADOPTED THE GUIDANCE ON UNCERTAIN TAX POSITIONS AND HAS IDENTIFIED AND EVALUATED ITS SIGNIFICANT TAX POSITIONS FOR WHICH THE STATUTE OF LIMITATIONS REMAIN OPEN (TAX YEARS 2008-2010). THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF DECEMBER 31, 2010 AND 2009, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE NEXT TWELVE MONTHS. THERE HAVE BEEN NO RELATED TAX PENALTIES OR INTEREST, WHICH WOULD BE CLASSIFIED AS A TAX EXPENSE IN THE STATEMENT OF ACTIVITIES.

SCHEDULE D, PART XI

RECONCILIATION OF CHANGE IN NET ASSETS FROM FORM 990 TO AUDITED FINANCIAL STATEMENTS

Part XIV Supplemental Information (continued)

LINE 8: UNREALIZED TRANSACTION LOSS ON FOREIGN EXCHANGE \$15,388

SCHEDULE D, PART XII

RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS WITH REVENUE
PER RETURN

LINE 4B: CONTRA RENT EXPENSE \$20,014

SCHEDULE D, PART XIII

RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS WITH EXPENSES
PER RETURN

LINE 2D: UNREALIZED TRANSACTION LOSS ON FOREIGN EXCHANGE \$15,388

LINE 4B: CONTRA RENT EXPENSE \$20,014

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

CLIMATEWORKS FOUNDATION

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 V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, 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 for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN	0.	0.	GRANTMAKING		650,000.
(2) EAST ASIA AND THE PACIFIC	0.	0.	PROGRAM SERVICES	LOW CARBON DEV PLN	2,190,017.
(3) EAST ASIA AND THE PACIFIC	0.	0.	GRANTMAKING		1,982,736.
(4) EUROPE	0.	0.	PROGRAM SERVICES	CLIMATE POLICY STRAT.	5,526,959.
(5) EUROPE	0.	0.	GRANTMAKING		18,060,604.
(6) EUROPE	0.	0.	FUNDRAISING		25,681.
(7) MIDDLE EAST AND NORTH AFRICA	0.	0.	PROGRAM SERVICES	ATTEND CONFERENCE	13,535.
(8) NORTH AMERICA	0.	0.	PROGRAM SERVICES	CLIMATE POLICY STRAT.	1,416,315.
(9) NORTH AMERICA	0.	0.	GRANTMAKING		115,000.
(10) SOUTH AMERICA	0.	0.	PROGRAM SERVICES	CLIMATE POLICY STRAT.	20,063.
(11) SOUTH AMERICA	0.	0.	GRANTMAKING		4,017,564.
(12) SOUTH ASIA	1.	2.	PROGRAM SERVICES	START-UP EXPENSES	2,388,366.
(13) SOUTH ASIA	0.	0.	GRANTMAKING		2,087,127.
(14) SOUTH ASIA	0.	0.	FUNDRAISING		51,046.
(15) SUB-SAHARAN AFRICA	0.	0.	GRANTMAKING		349,984.
(16)					
(17)					
3a Sub-total	1.	2.			38,894,997.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	1.	2.			38,894,997.

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

Schedule F (Form 990) 2010

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
 Part II can be duplicated 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)
(1)			ATTACHMENT 2						
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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 2.

3 Enter total number of other organizations or entities 39.

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
 Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713)* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

MONITORING THE USE OF GRANT FUNDS OUTSIDE OF THE UNITED STATES

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 PROJECTED OUTCOMES AND ALIGNMENT WITH CLIMATEWORKS' MISSION AND STRATEGIES. 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,

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

RULES, AND EXECUTIVE ORDERS. ALTHOUGH NOT LEGALLY REQUIRED, CLIMATEWORKS USES EXPENDITURE RESPONSIBILITY BEST PRACTICES TO MONITOR ITS FOREIGN GRANTS. CLIMATEWORKS CONFIRMS THAT 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

2010

**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.

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

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 and address 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			
1 CLIMATE ADVISERS	STRATEGIC CONSULTING		X	0.	354,987.	0.
2 PHILANTHROPY CONSULTING GRP	STRATEGIC CONSULTING		X	0.	181,973.	0.
3 CALIFORNIA ENVIRONMENTAL ASSOCIATES	STRATEGIC CONSULTING		X	0.	79,522.	0.
4						
5						
6						
7						
8						
9						
10						
Total				0.	616,482.	0.

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

CA,

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. 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	1 Gross receipts				
	2 Less: Charitable contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				()
	11 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))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				()
	8 Net gaming income summary. Combine line 1, column d, and line 7 ▶				

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 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? Yes No
- 13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

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? Yes No
- 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? Yes No
 - 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 ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

**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

2010

**Open to Public
Inspection**

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. Part II can be duplicated if additional space is needed

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1)	ATTACHMENT 3							
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

2 Enter total number of section 501(c)(3) and government organizations ▶ 36.

3 Enter total number of other organizations ▶ 2.

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

Schedule I (Form 990) (2010)

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.
Part III can be duplicated 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
1					
2					
3					
4					
5					
6					
7					

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

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

2010

Open to Public Inspection

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 checked="" 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 are 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 from the organization or a related organization? . . .
- 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 Regulations 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
1b		X
2	X	
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies 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					
1 THOMAS HARVEY	(i)	421,835.	0.	2,707.	31,944.	20,925.	477,411.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 MARK BURGET	(i)	384,535.	0.	1,009.	38,938.	19,351.	443,833.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 JENNIFER FOX	(i)	154,549.	0.	467.	23,250.	12,861.	191,127.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 MOLLY SINGER	(i)	208,425.	0.	8,465.	23,678.	9,298.	249,866.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 HEATHER THOMPSON	(i)	256,789.	0.	672.	38,313.	6,907.	302,681.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 SEEMA PAUL	(i)	240,982.	0.	160,418.	38,375.	21,347.	461,122.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7 DANIEL ZARIN	(i)	191,737.	25,000.	1,084.	12,031.	17,330.	247,182.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
8 CHRISTOPHER ELLIOTT	(i)	129,679.	40,000.	32,186.	0.	8,522.	210,387.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
9 JOHN FORD	(i)	195,264.	0.	3,934.	16,899.	5,767.	221,864.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
10 ZACHARY MACDONALD	(i)	190,130.	0.	1,818.	28,451.	4,176.	224,575.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(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.

SCHEDULE J, PART I, LINE 1A:

FIRST-CLASS TRAVEL: CLIMATEWORKS AMENDED ITS TRAVEL POLICIES IN 2010 TO ALLOW FIRST-CLASS AIRFARE FOR OUR EXTERNAL BOARD MEMBERS. IN 2010, CLIMATEWORKS REIMBURSED A BOARD MEMBER FOR FIRST-CLASS FLIGHTS TO ATTEND A BOARD MEETING AND CLIMATEWORKS' ANNUAL SUMMIT.

TAX GROSS-UP PAYMENTS: SEEMA PAUL, VICE PRESIDENT, DIRECTOR OF INDIA ENERGY INITIATIVE, RECEIVED A TAX-GROSS UP TOTALING \$2,290 AS PART OF HER EXPATRIATE COMPENSATION PACKAGE FOR HER ASSIGNMENT TO INDIA. MS. PAUL ALSO PARTICIPATES IN A TAX EQUALIZATION PROGRAM AS PART OF HER EXPATRIATE PACKAGE WHICH LIMITS MS. PAUL'S PERSONAL TAXES TO THE APPROXIMATE AMOUNT THAT SHE WOULD HAVE PAID HAD SHE NOT TAKEN ON THE ASSIGNMENT. MS. PAUL IS RESPONSIBLE TO CLIMATEWORKS FOR PAYMENT OF HER "HYPOTHETICAL TAXES." CLIMATEWORKS IS THEN RESPONSIBLE FOR MS. PAUL'S ACTUAL PERSONAL TAX LIABILITIES INCURRED IN HER HOME COUNTRY AND ASSIGNMENT COUNTRY. CHRISTOPHER ELLIOTT, EXECUTIVE DIRECTOR, CLUA, RECEIVED A TAX-GROSS UP OF \$31,243 AS PART OF HIS RELOCATION PACKAGE.

HOUSING ALLOWANCE: SEEMA PAUL, DIRECTOR OF INDIA ENERGY INITIATIVE,

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.

RECEIVES A HOUSING ALLOWANCE PERQUISITE AS PART OF HER EXPATRIATE
COMPENSATION PACKAGE FOR HER ASSIGNMENT TO INDIA. THE ALLOWANCE WAS
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.

AT THE TIME OF RELOCATION OF CHRISTOPHER ELLIOTT, CLIMATEWORKS FOUNDATION
DID NOT HAVE A WRITTEN RELOCATION POLICY. A FORMAL POLICY WAS INSTITUTED
DURING 2010 AND MR. ELLIOTT'S PACKAGE WAS CONSISTENT WITH THE NEW POLICY.

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. DAN ZARIN AND CHRIS ELLIOT
WERE EACH PROVIDED WITH A SIGNING BONUS WHEN THEY WERE HIRED IN 2010.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

OMB No. 1545-0047

2010

Open To Public Inspection

Name of the organization
CLIMATEWORKS FOUNDATION

Employer identification number
26-2303250

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	1.	13,001,098.	MARKET QUOTATION
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 0.

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, line 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2010)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

CLIMATEWORKS FOUNDATION

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2010

**Open to Public
Inspection**

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ORGANIZATION'S MISSION

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

THE CLIMATEWORKS FOUNDATION SUPPORTS PUBLIC POLICIES THAT PREVENT DANGEROUS CLIMATE CHANGE AND PROMOTE GLOBAL PROSPERITY. CLIMATEWORKS PARTNERS WITH AN INTERNATIONAL NETWORK OF AFFILIATED ORGANIZATIONS--THE CLIMATEWORKS NETWORK--TO SUPPORT SMART POLICIES IN THE GEOGRAPHIC REGIONS AND ECONOMIC SECTORS THAT HAVE THE GREATEST POTENTIAL FOR REDUCING GREENHOUSE GAS EMISSIONS. THE NETWORK'S GOAL IS TO INSPIRE ADOPTION OF EFFECTIVE POLICIES TO LIMIT ANNUAL GLOBAL GREENHOUSE GAS EMISSIONS TO 44 BILLION METRIC TONS BY THE YEAR 2020 (A REDUCTION OF 17 BILLION METRIC TONS, OR ABOUT 25 PERCENT BELOW BUSINESS-AS-USUAL PROJECTIONS), AND 35 BILLION METRIC TONS BY THE YEAR 2030 (50 PERCENT BELOW PROJECTIONS).

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; VEHICLES AND TRANSPORT SYSTEMS; AND FORESTS AND LAND USE.

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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 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 (APPLIANCES SECTOR); THE INSTITUTE FOR INDUSTRIAL PRODUCTIVITY (INDUSTRY

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SECTOR); THE GLOBAL BUILDINGS PERFORMANCE NETWORK (BUILDINGS SECTOR); THE INSTITUTE FOR TRANSPORTATION AND DEVELOPMENT POLICY (TRANSPORT SECTOR - TRANSPORT SYSTEMS); AND THE INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION (TRANSPORT SECTOR - VEHICLE TECHNOLOGIES).

IN 2010, CLIMATEWORKS MADE GRANTS OF OVER \$103.7 MILLION TO SUPPORT OUR NETWORK PARTNERS IN THEIR EFFORTS TO SUPPORT AND IMPLEMENT POLICIES AROUND THE WORLD THAT ENHANCE ENERGY PRODUCTIVITY, DEPLOY CLEAN ENERGY TECHNOLOGIES, AND REDUCE THE POLLUTION THAT CAUSES CLIMATE CHANGE. IN ADDITION TO FUNDING, WE HELPED OUR NETWORK PARTNERS 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.

WE ALSO PROVIDED START-UP SUPPORT FOR NEW INSTITUTIONS IN THE NETWORK, INCLUDING THE CLIMATE AND LAND USE ALLIANCE (CLUA), A COLLABORATIVE FUNDING INITIATIVE THAT SEEKS TO CATALYZE THE POTENTIAL OF FORESTS AND AGRICULTURAL LAND TO MITIGATE CLIMATE CHANGE WHILE PROVIDING ECONOMIC, SOCIAL, AND ECOLOGICAL BENEFITS; AND THE GLOBAL BUILDINGS PERFORMANCE NETWORK, THE NEW BPN FOR THE BUILDINGS SECTOR.

CLIMATEWORKS USED ITS ABILITY TO CONVENE GRANTEEES TO BRING TOGETHER KEY STAFF FROM NETWORK ORGANIZATIONS TO SHARE STRATEGIES AND BEST PRACTICES. OUR ANNUAL SUMMIT, HELD IN OCTOBER, BROUGHT TOGETHER CLIMATE AND ENERGY

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POLICY EXPERTS FROM ACROSS THE NETWORK TO BUILD WORKING RELATIONSHIPS, SHARE STRATEGIES, AND HELP SET PRIORITIES FOR THE COMING YEAR. OUR SECTOR SUMMITS, HELD THROUGHOUT THE YEAR, 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' RESEARCH AND SPECIAL PROJECTS PROGRAMS CONDUCT RIGOROUS ECONOMIC AND FINANCIAL ANALYSIS OF OPTIONS THAT ACCELERATE THE DEPLOYMENT OF CLEAN TECHNOLOGIES, IMPROVE ENERGY EFFICIENCY, AND REDUCE 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.

IN 2010, CLIMATEWORKS' SUPPORT FOR RESEARCH AND SPECIAL PROJECTS INCLUDED:

- THE AMERICAN ENERGY INNOVATION COUNCIL, WHICH ADVISED THE U.S. CONGRESS AND THE WHITE HOUSE ON HOW TO SCALE-UP RESEARCH, DEVELOPMENT, AND DEPLOYMENT OF CLEAN ENERGY TECHNOLOGIES IN THE UNITED STATES;
- PROJECT CATALYST, WHICH PROVIDED ANALYTIC AND TECHNICAL SUPPORT FOR NEGOTIATORS, POLICYMAKERS, AND WORLD LEADERS TO HELP SHAPE A SUCCESSFUL POST-KYOTO INTERNATIONAL CLIMATE AGREEMENT;

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- GLOBAL GREEN GROWTH INSTITUTE (GGGI), WHICH WORKS WITH DEVELOPING AND NEWLY INDUSTRIALIZED NATIONS TO IDENTIFY AND CAPTURE OPPORTUNITIES FOR CLIMATE-FRIENDLY DEVELOPMENT;
- BIPARTISAN POLICY CENTER, WHICH EDUCATED U.S. POLICYMAKERS ABOUT OPTIONS FOR CAPPING CARBON DIOXIDE EMISSIONS; AND
- A SPECIAL PROJECT ON SHORT-LIVED FORCERS, WHICH IS SEEKING TO IDENTIFY A MECHANISM TO REDUCE EMISSIONS OF NON-CARBON GASES AND POLLUTANTS THAT CONTRIBUTE TO GLOBAL WARMING, SUCH AS F-GASES AND METHANE.

CLIMATEWORKS MADE GRANTS OF \$16.8 MILLION FOR RESEARCH AND SPECIAL PROJECTS IN 2010.

IN THE SPRING OF 2010, CLIMATEWORKS PROVIDED FUNDING FOR THE AMERICAN ENERGY INNOVATION COUNCIL, A GROUP OF AMERICA'S TOP BUSINESS EXECUTIVES WHO CREATED A PLAN TO MAKE AMERICA A GLOBAL LEADER IN ENERGY TECHNOLOGY INNOVATION. THE AEIC RELEASED ITS PLAN IN WASHINGTON, DC, AND URGED THE WHITE HOUSE AND CONGRESSIONAL LEADERS TO BEGIN THE NATIONAL TRANSITION TO CLEAN, AFFORDABLE, AND SECURE SUPPLIES OF ENERGY. AEIC MEMBERS INCLUDE BILL GATES, CHAIRMAN AND FORMER CHIEF EXECUTIVE OF MICROSOFT; NORM AUGUSTINE, FORMER CHAIRMAN OF LOCKHEED MARTIN; URSULA BURNS, CHAIRMAN AND CHIEF EXECUTIVE OF XEROX; JOHN DOERR, PARTNER AT KLEINER PERKINS; CHAD HOLLIDAY, CHAIRMAN OF BANK OF AMERICA AND FORMER CEO OF DUPONT; JEFF IMMELT, CHIEF EXECUTIVE OF GE; AND TIM SOLSO, CHAIRMAN AND CHIEF EXECUTIVE OF CUMMINS. THEIR REPORT, "A BUSINESS PLAN FOR AMERICA'S ENERGY

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FUTURE," FOUND THAT REFORMING AND STRENGTHENING U.S. INVESTMENT IN ENERGY INNOVATION IS THE MOST CRITICAL ELEMENT TO SECURING AMERICA'S FUTURE.

THROUGH PROJECT CATALYST, CLIMATEWORKS, WORKING WITH MCKINSEY & COMPANY, PROVIDED ANALYTICAL SUPPORT TO THE UN SECRETARY-GENERAL'S HIGH-LEVEL ADVISORY GROUP ON CLIMATE CHANGE FINANCING, WHICH INDEPENDENTLY STUDIED POTENTIAL SOURCES OF REVENUE THAT WILL ENABLE ACHIEVEMENT OF THE LEVEL OF CLIMATE CHANGE FINANCING PROMISED THROUGH THE COPENHAGEN ACCORD BY 2020. PROJECT CATALYST ALSO PUBLISHED "FROM CLIMATE FINANCE TO FINANCING GREEN GROWTH", WHICH ARGUES THAT MANY DEVELOPING COUNTRIES ARE NOT WAITING FOR FINANCING TO BEGIN TO SHIFT TO A LOW-CARBON DEVELOPMENT PARADIGM, AND THAT IT IS OFTEN IN THEIR BEST INTERESTS TO DO SO. FINALLY, PROJECT CATALYST ANALYZED THE EMISSIONS REDUCTIONS PLEDGES OF 138 COUNTRIES' PLEDGES TO DETERMINE THE GAP BETWEEN THEIR COMMITMENTS AND THE GOAL TO REDUCE GLOBAL GREENHOUSE GAS EMISSIONS.

CLIMATEWORKS ALSO PROVIDED STARTUP FUNDING AND TECHNICAL SUPPORT TO THE GLOBAL GREEN GROWTH INSTITUTE (GGGI), AN INTERNATIONAL ORGANIZATION THAT GREW OUT OF THE GREEN GROWTH EXPERIENCE OF THE REPUBLIC OF KOREA. GGGI'S GOAL IS TO ACCELERATE "BOTTOM UP" (COUNTRY- AND BUSINESS-LED) PROGRESS ON CLIMATE CHANGE AND OTHER ENVIRONMENTAL CHALLENGED WITH CORE ECONOMIC POLICY AND BUSINESS STRATEGIES. CLIMATEWORKS PROVIDED TECHNICAL PROJECT MANAGEMENT SUPPORT FOR GGGI IN COMPLETING LOW-CARBON GROWTH PLAN STUDIES FOR BRAZIL, ETHIOPIA, AND INDONESIA.

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THE BIPARTISAN POLICY CENTER'S (BPC) WORK ON CLIMATE POLICY IN THE U.S. FOCUSED ON IDENTIFYING NATIONAL POLICY MECHANISMS THAT COULD EFFECTIVELY CAP CARBON EMISSIONS ACROSS THE AMERICAN ECONOMY WHILE ENSURING AN EQUITABLE DISTRIBUTION OF BENEFITS AND COSTS. BPC WORKED ACROSS PARTY LINES TO HELP EDUCATE MEMBERS OF BOTH PARTIES ON THE BROAD BENEFITS OF ACTION ON ENERGY AND CLIMATE CHANGE.

OUR SHORT-LIVED FORCERS WORK FOCUSED PRIMARILY ON F-GASES AND METHANE, TWO POWERFUL GLOBAL WARMING FORCERS, AND IDENTIFYING AN INTERNATIONAL MECHANISM TO REDUCE EMISSIONS OF THESE GASES. CLIMATEWORKS SUPPORTED ORIGINAL RESEARCH ON THE CLIMATE IMPACT OF SHORT-LIVED FORCERS; THEIR SOURCES AND MAJOR INDUSTRIAL AND COMMERCIAL USES; ALTERNATIVE PRACTICES AND INPUTS THAT DON'T CONTRIBUTE TO CLIMATE CHANGE; AND TREATIES AND OTHER GOVERNMENT TOOLS THAT CAN HELP REDUCE THESE EMISSIONS.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

FORM 990, PART VI

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

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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. POTENTIAL STAFF MEMBER CONFLICTS ARE REVIEWED BY THE PRESIDENT, WHO WILL INVESTIGATE THE FACTS, SEEK ADVICE FROM OUTSIDE COUNSEL AS NECESSARY, AND TAKE APPROPRIATE ACTION IN ACCORDANCE WITH THE POLICY.

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 AND UPDATE COMPENSATION INFORMATION OF COMPARABLE ORGANIZATIONS TO BENCHMARK COMPENSATION FOR THESE POSITIONS. THIS PROCESS WAS LAST

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UNDERTAKEN IN 2011 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 1: CLIMATEWORKS FOUNDATION, ALONG WITH GOVERNMENTS, OTHER NGOS, AND PRIVATE SECTOR COMPANIES, CONTRACT WITH MCKINSEY & COMPANY TO DEVELOP A DEEP ANALYSIS OF THE CARBON ABATEMENT OPPORTUNITIES AROUND THE WORLD. AMONG THE PROJECTS UNDERTAKEN IN 2010 WERE THE DEVELOPMENT OF LOW CARBON GROWTH PLANS FOR BRAZIL, ETHIOPIA, AND INDONESIA; PROVISION OF TECHNICAL AND ANALYTIC SUPPORT TO THE UN SECRETARY-GENERAL'S HIGH-LEVEL ADVISORY GROUP ON CLIMATE CHANGE FINANCING (AGF); AND THE CREATION A COMPREHENSIVE GLOBAL FACT BASE ON ABATEMENT ACTIONS FOR NON-CO2 POLLUTANTS.

STATEMENT OF FUNCTIONAL EXPENSES

FORM 990, PART IX, LINE 11G:

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FEES FOR SERVICES (NON-EMPLOYEES) - OTHER

OTHER PROFESSIONAL SERVICE EXPENSES INCLUDE:

- \$16,057,259 FOR PROGRAM CONSULTING, PRIMARILY FOR MCKINSEY & COMPANY WORK TO DEVELOP A DEEP ANALYSIS OF CARBON ABATEMENT OPPORTUNITIES AROUND THE WORLD AS PART OF CLIMATEWORKS' GLOBAL INITIATIVES AND RESEARCH PROGRAMS DESCRIBED IN PART III, 4B
- \$1,044,905 FOR COMMUNICATIONS, CONSISTING OF \$580,674 FOR THE AMERICAN ENERGY INNOVIATION COUNCIL, \$293,456 FOR ALL OTHER PROGRAM COMMUNICATIONS, AND \$170,775 FOR CORPORATE COMMUNICATIONS
- \$689,527 FOR RECRUITING
- \$240,123 FOR PROGRAM MEASUREMENT & EVALUATION
- \$128,055 FOR TEMPORARY STAFFING.

RECONCILIATION OF NET ASSETS

PART XI

LINE 5: THE OTHER CHANGE IN NET ASSETS OR FUND BALANCE IS AN UNREALIZED TRANSACTION LOSS ON FOREIGN CURRENCY OF 15,388 FOR OCCUPANCY AND OTHER EXPENSES FOR CLIMATEWORKS FOUNDATION'S INDIA LIAISON OFFICE.

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MONITORING THE USE OF GRANT FUNDS IN THE UNITED STATES

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 PROJECTED OUTCOMES AND ALIGNMENT WITH CLIMATEWORKS' MISSION AND STRATEGIES. 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 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

Name of the organization CLIMATEWORKS FOUNDATION	Employer identification number 26-2303250
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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 STATUS USING GUIDESTAR CHARITY CHECK. DEPENDING UPON THE DOLLAR AMOUNT, EITHER THE BOARD OF DIRECTORS OR THE PRESIDENT 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.

ATTACHMENT 1

990, 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	12,006,548.
GCI GENERAL CONTRACTORS 825 BATTERY ST. 3RD FLOOR SAN FRANCISCO, CA 94111	GENERAL CONTRACTING	1,476,775.
CALIFORNIA ENVIRONMENTAL ASSOCIATES 423 WASHINGTON ST., 3RD FLOOR SAN FRANCISCO, CA 94111	PRGM CONSULTING SVCS	1,074,463.
CLIMATE ADVISERS INC. 7300 HOLLY AVENUE TAKOMA PARK, MD 20912	FUNDRAISING AND PRGM	543,662.
CONVERSANT SOLUTIONS LLC 1470 WALNUT ST., 4TH FLOOR WEST BOULDER, CO 80302	MGMT CONSULTING	356,500.
TOTAL COMPENSATION		<u>15,457,948.</u>

NOTE: ALL GRANTS WERE CASH AND THEREFORE COLUMNS G,H, AND 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
		South Asia	Project Support	38,300	Wire
		South America	Project Support	300,000	Wire
		East Asia and the Pacific	Project Support	92,736	Wire
		Europe (including Iceland and Greenland)	Program Support	387,497	Wire
		Europe (including Iceland and Greenland)	Project Support	85,000	Wire
		East Asia and the Pacific	Project Support	495,000	Wire
		East Asia and the Pacific	Project Support	415,000	Wire
		South Asia	Project Support	70,932	Wire
		South Asia	Project Support	65,413	Wire
		South Asia	Project Support	94,402	Wire
		South Asia	Project Support	21,227	Wire
		South Asia	Project Support	61,400	Wire
		South Asia	Program Support	336,740	Wire
		South Asia	Project Support	348,158	Wire
		South Asia	Project Support	32,945	Wire
		South Asia	Project Support	14,671	Wire
		North America	Project Support	40,000	Wire
		East Asia and the Pacific	Project Support	45,000	Wire
		Europe (including Iceland and Greenland)	Project Support	150,000	Wire
		South Asia	Project Support	339,140	Wire
		South Asia	Project Support	59,000	Wire
		South Asia	Project Support	174,152	Wire
		South Asia	Project Support	274,757	Wire
		South Asia	Project Support	139,964	Wire
		North America	Project Support	75,000	Wire
		Europe (including Iceland and Greenland)	Project Support	90,000	Wire
		Europe (including Iceland and Greenland)	Project Support	249,672	Wire
		South America	Project Support	132,000	Wire
		Europe (including Iceland and Greenland)	Project Support	85,000	Wire
		Europe (including Iceland and Greenland)	Project Support	423,175	Wire
		Europe (including Iceland and Greenland)	Project Support	273,175	Wire
		South Asia	Project Support	49,967	Wire
		South America	Project Support	300,000	Wire
		South America	Project Support	262,587	Wire
		South America	Project Support	450,000	Wire
		South America	Project Support	300,000	Wire
		South America	Project Support	2,078,349	Wire
		South America	Project Support	295,000	Wire
		South America	Project Support	494,628	Wire
		Sub-Saharan Africa	Project Support	349,984	Wire
		Central America and the Caribbean	Project Support	400,000	Wire
		East Asia and the Pacific	Project Support	280,000	Wire
		Europe (including Iceland and Greenland)	Project Support	137,060	Wire
		South Asia	Project Support	21,900	Wire
		East Asia and the Pacific	Project Support	470,000	Wire
		East Asia and the Pacific	Project Support	70,000	Wire
		Europe (including Iceland and Greenland)	Program Support	13,520,200	Wire
		Europe (including Iceland and Greenland)	Project Support	2,933,000	Wire
		Europe (including Iceland and Greenland)	Program Support	1,000,000	Wire
		Europe (including Iceland and Greenland)	Program Support	20,200	Wire
		Europe (including Iceland and Greenland)	Project Support	715,000	Wire
		Europe (including Iceland and Greenland)	Project Support	100,000	Wire
		Europe (including Iceland and Greenland)	Project Support	475,000	Wire
		Europe (including Iceland and Greenland)	Project Support	500,000	Wire
		Europe (including Iceland and Greenland)	Project Support	500,000	Wire
		Europe (including Iceland and Greenland)	Project Support	180,000	Wire
		South Asia	Project Support	48,894	Wire
		East Asia and the Pacific	Project Support	600,000	Wire
		South Asia	Project Support	227,443	Wire
		South Asia	Project Support	46,000	Wire
		South Asia	Project Support	64,443	Wire
		Central America and the Caribbean	Project Support	250,000	Wire
		South Asia	Project Support	161,000	Wire
		South Asia	Project Support	14,094	Wire

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)
Alliance to Save Energy	1850 M Street, NW Suite 600	Washington	DC	20036	52-1082991	501(c)(3)	30,000	for support of two state-level workshops to catalyze adoption of energy conservation building codes
Bank Information Center	1100 H St. NW, Suite 650	Washington	DC	20005	52-1682441	501(c)(3)	321,750	for support in strengthening transparency and informed engagement in International Financial Institution REDD initiatives
Bipartisan Policy Center Inc	1225 J Street, NW, Suite 1000	Washington	DC	20005	73-1628382	501(c)(3)	500,000	to manage the next phase of American Energy Innovation Council work
Bipartisan Policy Center Inc	1225 J Street, NW, Suite 1000	Washington	DC	20005	73-1628382	501(c)(3)	8,000,000	for support of U.S. climate policy programs
California State Protocol Foundation	P.O. Box 1736	Sacramento	CA	95812	94-3399698	501(c)(3)	35,000	to support general climate activities of California's Climate Legacy program
Center for Clean Air Policy	750 First Street NE, Suite 940	Washington	DC	20002	52-1423164	501(c)(3)	175,000	for support of capacity-building and market analyses for the PAT mechanism in India
Center for International Environmental Law (CIEL)	1350 Connecticut Avenue, NW, Suite 1100	Washington	D.C.	20036	56-1633220	501(c)(3)	200,000	for support to ensure that indigenous peoples' and local communities' rights are secured and interests are served in the emerging international framework for forest conservation
Center for International Policy	1717 Massachusetts Ave., NW, Suite 801	Washington	DC	20036	52-1446227	501(c)(3)	250,000	to help strengthen U.S. efforts to assist developing nations through emerging climate and energy policies, and through near-term financing for international forest conservation
Clean Air Cool Planet Inc.	1730 Rhode Island Ave, NW, Suite 707	Washington	DC	20036	04-3492988	501(c)(3)	100,000	for support of strategies to begin delivering black carbon reductions implicit in Arctic-8 commitments
Clean Air Task Force, Inc.	18 Tremont St., Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	270,734	for preparation of strategy paper on cleaner walling material industry and brick kiln measurements in India
Clean Air Task Force, Inc.	18 Tremont St., Suite 530	Boston	MA	02108	04-3512550	501(c)(3)	1,130,000	for support of international policy work with the Arctic Council and the U.S. diesel retrofit campaign
Coalition for Rainforest Nations (CFRN)	370 Lexington Avenue, Floor 26	New York	NY	10017	26-3221530	501(c)(3)	870,000	to support a project to reduce emissions from deforestation and degradation in developing countries
Collaborative Labeling and Appliance Standards Program	2021 L Street NW, Suite 502	Washington	DC	20036	33-1112770	501(c)(3)	1,000,000	for general support
Collaborative Labeling and Appliance Standards Program	2021 L Street NW, Suite 502	Washington	DC	20036	33-1112770	501(c)(3)	3,735,000	for program support
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	20,800,000	for support of The Energy Foundation's U.S. programs
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	19,500,000	for support of the China Sustainable Energy Program
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	4,000,000	for general support
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	5,000,000	for support of the China Sustainable Energy Program
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	2,000,000	for support of the Energy Foundation's U.S. carbon cap work
Energy Foundation	301 Battery Street	San Francisco	CA	94111	94-3126848	501(c)(3)	200,000	for support of EP's climate Science Communication Strategy
Environmental Investigation Agency	P.O. Box 53343	Washington	DC	20009	52-1654284	501(c)(3)	200,000	to transform the global wood trade through leveraging international policy tools such as REDD, the U.S. Lacey Act, and the new European Union Timber Regulation
Institute for Governance and Sustainable Development Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	250,000	For research and public education around the Montreal Protocol
Institute for Governance and Sustainable Development Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	250,000	For research and public education around the Montreal Protocol
Institute for Governance and Sustainable Development Inc.	2300 Wisconsin Ave., NW, Suite 300B	Washington	DC	20007	81-0616238	501(c)(3)	500,000	for support the IGSD's work to socialize the science of short-lived climate forcers and to promote international adoption of policies to curb emissions of short-lived forcers
Institute for Industrial Productivity	9515 Deereco Road, Suite 500	Timonium	MD	21093	27-2664900	501(c)(3)	1,476,000	to reduce GHG emissions from the industrial sector
Institute for Market Transformation	1776 Massachusetts Ave NW, Suite 815	Washington	DC	20036	94-3241464	501(c)(3)	354,900	U.S. Hub of the Global Buildings Performance Network
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	1,000,000	for general support
Institute for Transportation and Development Policy	9 East 19th Street, 7th Floor	New York	NY	10003	52-1399520	501(c)(3)	4,250,000	for program support
International Council on Clean Transportation	1225 Eye St NW Suite 1000	Washington	DC	20005	20-3076690	501(c)(3)	400,000	for support of lightweight vehicle crash simulation and safety analysis
International Council on Clean Transportation	1225 Eye St NW Suite 1000	Washington	DC	20005	20-3076690	501(c)(3)	4,183,000	for support of ICTT's work to promote best practices in setting transportation fuel efficiency and emission standards
International Council on Clean Transportation	1225 Eye St NW Suite 1000	Washington	DC	20005	20-3076690	501(c)(3)	200,000	to support work to advance underlying science of indirect effects of low carbon fuels in the United States and Europe
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	NY	10011	13-2654926	501(c)(3)	30,000	for promoting U.S.-India cooperation on climate change and energy
Natural Resources Defense Council	40 West 20th Street, 11th Floor	New York	NY	10011	13-2654926	501(c)(3)	30,000	support development of an implementation strategy for energy efficiency projects in the building sectors in Hyderabad
New Ventures Fund	734 15th Street NW	Washington	DC	20005	20-5806345	501(c)(3)	349,512	to support tracking of national climate change commitments and performance relative to these commitments
No on 23 - Californians to Stop the Dirty Energy Proposition	1100 11th Street, Ste. 200	Sacramento	CA	95814	27-1781659		900,000	to support the No on 23 campaign
Rainforest Action Network	221 Pine Street, Suite 500	San Francisco	CA	94104	94-3045180	501(c)(3)	290,000	for support to address international market incentives that are driving the conversion of Indonesian rainforest to pulp and paper plantations
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	1,000,000	for general support
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	4,000,000	for program support
Regulatory Assistance Project	50 State Street, Suite 3	Montpelier	VT	05602	01-0471151	501(c)(3)	80,000	develop a clear model of decarbonising electricity in the U.K. and incorporate it in the government's consultation on market reform
Resource Media	325 Pacific Ave., 3rd Floor	San Francisco	CA	94111	85-0564961	501(c)(3)	75,000	for support in assisting IPCC with rapid-response crisis and strategic communications
Sustainable Markets Foundation	405 14 th Street, Suite 1120	Oakland	CA	94612	13-4188834	501(c)(3)	25,000	support of 350.org
The Aspen Institute	One Dupont Circle, NW	Washington	DC	20036	84-0399006	501(c)(3)	64,890	for support of a civil-society dialogue between India and the U.S. on climate and energy
The Aspen Institute	One Dupont Circle, NW	Washington	DC	20036	84-0399006	501(c)(3)	125,000	to support a civil society-led effort to complement bilateral talks between India and the U.S. on climate change
The Aspen Institute	One Dupont Circle, NW	Washington	DC	20036	84-0399006	501(c)(3)	300,000	for the education of Members of Congress on energy and climate issues in various forums
The Climate Action Reserve	523 W. 6th Street, Suite 428	Los Angeles	CA	90014	60-0477330	501(c)(3)	100,000	to support general climate activities of California's Climate Legacy program
The Commonwealth Club	595 Market Street	San Francisco	CA	94105	94-0399260	501(c)(3)	50,000	support of the Climate One Program
The Nature Conservancy	4245 North Fairfax Drive, Suite 100	Arlington	VA	22203-1606	53-0242652	501(c)(3)	1,000,000	to increase the Nature Conservancy's capacity to engage its global staff and partners in efforts to advance local and national climate policy
UC Davis Foundation	2028 Academic Surge, One Shields Ave	Davis	CA	95616	94-6081352	501(c)(3)	50,000	for support of Arthur H. Rosenfeld's public service and contribution to the field of energy efficiency
Union of Concerned Scientists	2 Brattle Sq.	Cambridge	MA	02238	04-2535767	501(c)(3)	550,000	for support of UCS' Tropical Forest and Climate Initiative
University of Colorado at Boulder	Wolf Law Building 401 UCB	Boulder	CO	80309	84-6000555	501(c)(3)	476,098	to support the Governors' Climate & Forest Task Force to develop a framework and guidelines for state and province level REDD+ programs
University of Colorado at Boulder	Wolf Law Building 401 UCB	Boulder	CO	80309	84-6000555	501(c)(3)	349,641	for support of the Governors' Climate & Forests Task Force
Voluntary Carbon Standard Association	1730 Rhode Island Avenue, NW Suite 803	Washington	DC	20036	27-0566795		356,205	to bring project-site-level activities into broader GHG mitigation accounting frameworks
Woods Hole Research Center	149 Woods Hole Road	Falmouth	MA	02540-1644	04-3005094	501(c)(3)	365,111	for analysis, outreach, and advocacy to support implementation of Brazil's emission reduction targets in the land-use sectors
Woods Hole Research Center	149 Woods Hole Road	Falmouth	MA	02540-1644	04-3005094	501(c)(3)	550,000	for support of securing and expanding REDD successes in Brazil
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	395,000	for the development of standardized and comparable indicators on the clean energy competitiveness of major economies
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	198,000	for support of mobilizing civil society networks of the Governance of Forests Initiative for designing global REDD+ finance
World Resources Institute	10 G Street, NE Suite 800	Washington	DC	20002	52-1257057	501(c)(3)	150,000	for EMBARQ India program support in Indore and Jaipur, and capacity building in communications and branding
World Wildlife Fund	1250 24th Street, NW	Washington	DC	20037	52-1693387	501(c)(3)	40,000	FUNDS WWF in Mexico to hire a communications expert to help transmit messages favoring Mexican REDD+ policies
Yale University	Office of Grant & Contract Administration, 47 College Street, Suite 203	New Haven	CT	06520	06-0646973	501(c)(3)	100,000	to conduct a nationally representative survey of Indian public awareness and opinions on climate change
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

ATTACHMENT 3

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization
CLIMATEWORKS FOUNDATION

Employer identification number
26-2303250

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) INSTITUTE FOR INDUSTRIAL PRODUCTIVITY 27-2664900 9515 DEERECO ROAD, SUITE 500 TIMONIUM, MD 21093	INDUSTRY BEST PRACTICE NETWORK	MD	501 (C) (3)	7	N/A		X
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2010

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)	X	
c Gift, grant, or capital contribution from other organization(s)		X
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) INSTITUTE FOR INDUSTRIAL PRODUCTIVITY	B	1,476,000.	COST
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No
(1) -----										
(2) -----										
(3) -----										
(4) -----										
(5) -----										
(6) -----										
(7) -----										
(8) -----										
(9) -----										
(10) -----										
(11) -----										
(12) -----										
(13) -----										
(14) -----										
(15) -----										
(16) -----										

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

SCHEDULE R

CLIMATEWORKS FOUNDATION PROVIDED SEED FUNDING AND START-UP ASSISTANCE TO THE INSTITUTE FOR INDUSTRIAL PRODUCTIVITY ("IIP") A 501C3 TAX-EXEMPT ORGANIZATION. CLIMATEWORKS' PRESIDENT AND VICE PRESIDENT OF PROGRAMS AGREED TO TEMPORARILY SERVE AS IIP'S INITIAL BOARD OF DIRECTORS AND AS ITS OFFICERS IN ORDER TO ESTABLISH THE LEGAL ENTITY. DURING THE FIRST HALF OF 2011, IIP ADDED FIVE NEW OUTSIDE DIRECTORS AND CLIMATEWORKS DOES NOT EXPECT TO MAINTAIN ITS CURRENT RELATED PARTY STATUS IN THE FUTURE.