

Return of Organization Exempt From Income Tax

2011

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning, 2011, 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) 235 MONTGOMERY STREET		Room/suite STE 1300		
	City or town, state or country, and ZIP + 4 SAN FRANCISCO, CA 94104			G Gross receipts \$ 83,154,720.	
F Name and address of principal officer: JULIE BLUNDEN 235 MONTGOMERY ST, STE 1300, 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)		
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		
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	9.
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	8.
	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	54.
	6	Total number of volunteers (estimate if necessary)	6	8.
	7a	Total 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)	92,119,491.	82,837,554.
	9	Program service revenue (Part VIII, line 2g)	1,000,000.	0
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	210,585.	149,047.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	20,014.	39,712.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	93,350,090.	83,026,313.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	120,500,718.	128,021,651.
	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)	6,599,664.	8,661,624.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	616,482.	775,525.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,237,485.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	25,098,310.	19,432,257.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	152,815,174.	156,891,057.
19	Revenue less expenses. Subtract line 18 from line 12	-59,465,084.	-73,864,744.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	301,237,906.	226,452,573.
	21	Total liabilities (Part X, line 26)	11,999,980.	11,203,757.
	22	Net assets or fund balances. Subtract line 21 from line 20	289,237,926.	215,248,816.

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 <u>8/30/12</u>
	Type or print name and title JULIE BLUNDEN, President & CEO	

Paid Preparer Use Only	Print/Type preparer's name JOSEPH S. DE TRANE	Preparer's signature 	Date 8/29/2012	Check <input type="checkbox"/> if self-employed	PTIN P00329386
	Firm's name ▶ GRANT THORNTON LLP			Firm's EIN ▶ 36-6055558	
	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.

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
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	Doing Business As			E Telephone number (415) 433-0500
	Number and street (or P.O. box if mail is not delivered to street address) 235 MONTGOMERY STREET		Room/suite STE 1300	G Gross receipts \$ 83,154,720.
	City or town, state or country, and ZIP + 4 SAN FRANCISCO, CA 94104			
F Name and address of principal officer: JULIE BLUNDEN 235 MONTGOMERY ST, STE 1300, 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)	
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	
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	9.
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	8.
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	54.
	6 Total number of volunteers (estimate if necessary)	6	8.
	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	92,119,491.
	9 Program service revenue (Part VIII, line 2g)	Current Year	82,837,554.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		1,000,000.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		210,585.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		149,047.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		20,014.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		39,712.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		93,350,090.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		83,026,313.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 3,237,485.		120,500,718.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		128,021,651.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		0
19 Revenue less expenses. Subtract line 18 from line 12		6,599,664.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)		8,661,624.
	21 Total liabilities (Part X, line 26)		616,482.
	22 Net assets or fund balances. Subtract line 21 from line 20		775,525.
			25,098,310.
		152,815,174.	
		-59,465,084.	
		-73,864,744.	
		301,237,906.	
		11,999,980.	
		289,237,926.	
		226,452,573.	
		11,203,757.	
		215,248,816.	

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 JOSEPH S. DE TRANE	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00329386
	Firm's name GRANT THORNTON LLP	EIN 36-6055558		Phone no. 415-986-3900	
	Firm's address ONE CALIFORNIA STREET, SUITE 2300 SAN FRANCISCO, CA 94111				

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

For Paperwork Reduction Act Notice, see the separate instructions.

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return. See instructions.

Name of exempt organization or other filer, see instructions. CLIMATEWORKS FOUNDATION	Employer identification number (EIN) or <input checked="" type="checkbox"/> 26-2303250
Number, street, and room or suite no. If a P.O. box, see instructions. 235 MONTGOMERY STREET, STE 1300	Social security number (SSN) <input type="checkbox"/>
City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94104	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ATTN: CORPORATE SECRETARY

Telephone No. ▶ 415 533-0500 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year 20 11 or
- ▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	NONE

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

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CLIMATEWORKS FOUNDATION	<input checked="" type="checkbox"/> X	Employer identification number (EIN) or 26-2303250
	Number, street, and room or suite no. If a P.O. box, see instructions. 235 MONTGOMERY STREET, STE 1300	<input type="checkbox"/>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SAN FRANCISCO, CA 94104		

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **ATTN: CORPORATE SECRETARY**
Telephone No. 415 533-0500 FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15, 2012.

5 For calendar year 2011, or other tax year beginning _____, 20____, and ending _____, 20____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUESTED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Zi Wen Liang Title CPA Date 8/1/12

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III Yes No

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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 130,352,381. including grants of \$ 112,567,990.) (Revenue \$ _____)

SEE SCHEDULE O

4b (Code: _____) (Expenses \$ 18,490,927. including grants of \$ 15,453,661.) (Revenue \$ _____)

SEE SCHEDULE O

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

4d Other program services (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ▶ 148,843,308.

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)

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

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 through 14b regarding IRS filings, employee reporting, foreign accounts, and charitable 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 3 columns: Question, Yes, No. Rows include questions 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 3 columns: Question, Yes, No. Rows include questions 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, MA, MN, NY,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
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 SAN FRANCISCO, CA 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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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 CEO	40.00	X	X				498,711.	0	321,728.	
(2) WILLIAM REILLY CHAIRMAN OF BOARD	2.00	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) PAMELA MATSON BOARD DIRECTOR	2.00	X					0	0	0	
(10) MARK BURGET PRESIDENT & COO	40.00			X			435,256.	0	54,690.	
(11) JENNIFER FOX SECRETARY	40.00			X			158,257.	0	36,398.	
(12) MOLLY SINGER CFO, TREASURER	40.00			X			235,381.	0	32,811.	
(13) HEATHER THOMPSON VICE PRESIDENT OF PROGRAMS	40.00			X			263,396.	0	31,331.	
(14) CHRISTOPHER ELLIOTT EXECUTIVE DIRECTOR, CLUA	40.00			X			270,398.	0	52,234.	

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 (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(15) CHARLES MCELWEE ACTING VICE PRESIDENT PROGRAMS	40.00				X			183,257.	0	47,606.
(16) BRIGID MCCORMACK ACTING VP EXTERNAL RELATIONS	40.00				X			175,092.	0	50,704.
(17) SEEMA PAUL VP DIR INDIA ENERGY INITIATIVE	40.00					X		425,815.	0	57,682.
(18) JOE RYAN VP LATIN AMERICA & PO, TRANSP.	40.00					X		204,545.	0	48,892.
(19) ZACHARY MACDONALD DIRECTOR OF PHILANTHROPY	40.00					X		194,743.	0	28,977.
(20) DAN ZARIN DIRECTOR OF PROGRAMS, CLUA	40.00					X		183,681.	0	38,877.
(21) MIRKA DELLA CAVA PROGRAM OFFICER, EFFICIENCY	40.00					X		171,667.	0	47,300.
(22) JOHN FORD SR. PHILANTHROPIC ADVISOR	40.00						X	111,819.	0	14,227.
1b Sub-total								1,861,399.	0	529,192.
c Total from continuation sheets to Part VII, Section A								1,650,619.	0	334,265.
d Total (add lines 1b and 1c)								3,512,018.	0	863,457.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **22**

	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. Report compensation for the calendar year ending with or within the organization's tax year.

(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 **22**

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	82,837,554.				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f			82,837,554.			
Program Service Revenue	Business Code						
	2a _____						
	b _____						
	c _____						
	d _____						
	e _____						
	f All other program service revenue						
	g Total. Add lines 2a-2f			0			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			149,047.			149,047.
	4 Income from investment of tax-exempt bond proceeds . . .			0			
	5 Royalties			0			
		(i) Real	(ii) Personal				
	6a Gross rents	128,407.					
	b Less: rental expenses	128,407.					
	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	39,712.			39,712.	
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d			39,712.				
12 Total revenue. See instructions			83,026,313.			188,759.	

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).

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

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 United States. See Part IV, line 21	97,461,777.	97,461,777.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	30,559,874.	30,559,874.		
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	2,951,416.	1,270,891.	1,215,583.	464,942.
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	4,407,427.	2,348,229.	1,162,536.	896,662.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	471,641.	240,444.	166,966.	64,231.
9 Other employee benefits	430,647.	250,484.	151,315.	28,848.
10 Payroll taxes	400,493.	183,375.	162,874.	54,244.
11 Fees for services (non-employees):				
a Management	1,580,910.	1,402,029.	173,776.	5,105.
b Legal	224,520.	110,391.	114,129.	
c Accounting	100,951.	13,647.	87,304.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	775,525.			775,525.
f Investment management fees	0			
g Other	10,821,031.	10,394,325.	364,876.	61,830.
12 Advertising and promotion	0			
13 Office expenses	496,422.	236,960.	184,920.	74,542.
14 Information technology	716,903.	478,002.	117,095.	121,806.
15 Royalties	0			
16 Occupancy	1,152,263.	802,847.	222,601.	126,815.
17 Travel	2,737,291.	2,113,355.	261,516.	362,420.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	491,411.	424,311.	30,494.	36,606.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	999,772.	548,381.	287,566.	163,825.
23 Insurance	35,938.	950.	34,988.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a BANK FEES -----	13,337.	1,401.	11,936.	
b BUSINESS LICENSES -----	56,173.	445.	55,728.	
c LOSS ON DISPOSAL, CAP. ASSET -----	3,299.		3,299.	
d BAD DEBT EXPENSE -----	757.	757.		
e All other expenses -----	1,279.	433.	762.	84.
25 Total functional expenses. Add lines 1 through 24e	156,891,057.	148,843,308.	4,810,264.	3,237,485.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,385,395.	1	3,355,071.
	2 Savings and temporary cash investments	39,249,693.	2	65,051,331.
	3 Pledges and grants receivable, net	254,121,805.	3	152,431,072.
	4 Accounts receivable, net	147,126.	4	3,783.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	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)	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	334,531.	9	734,865.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,430,186.		
	b Less: accumulated depreciation	10b 1,925,793.	5,283,781.	10c 4,504,393.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	715,575.	15	372,058.
16 Total assets. Add lines 1 through 15 (must equal line 34)	301,237,906.	16	226,452,573.	
Liabilities	17 Accounts payable and accrued expenses	4,188,368.	17	3,058,333.
	18 Grants payable	6,420,721.	18	6,844,633.
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,390,891.	25	1,300,791.
	26 Total liabilities. Add lines 17 through 25	11,999,980.	26	11,203,757.
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	87,628,138.	27	100,308,639.
	28 Temporarily restricted net assets	201,609,788.	28	114,940,177.
	29 Permanently restricted net assets	0	29	0
	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	289,237,926.	33	215,248,816.	
34 Total liabilities and net assets/fund balances	301,237,906.	34	226,452,573.	

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	83,026,313.
2	Total expenses (must equal Part IX, column (A), line 25)	2	156,891,057.
3	Revenue less expenses. Subtract line 2 from line 1	3	-73,864,744.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	289,237,926.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-124,366.
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	215,248,816.

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

2011

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) 2011

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) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (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) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (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; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2011; 15 Public support percentage from 2010 Schedule A; 16a 33 1/3% support test - 2011; 16b 33 1/3% support test - 2010; 17a 10%-facts-and-circumstances test - 2011; 17b 10%-facts-and-circumstances test - 2010; 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

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
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 ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►
- b 33 1/3% support tests - 2010.** 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; and Part III, line 12. Also complete this part for any additional information. (See instructions).

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2007	2008	2009	2010	2011	TOTAL
OTHER			4,243.	20,014.	39,712.	63,969.
TOTALS			<u>4,243.</u>	<u>20,014.</u>	<u>39,712.</u>	<u>63,969.</u>

Schedule of Contributors

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

2011

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

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

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

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

Name of organization **CLIMATEWORKS FOUNDATION**

Employer identification number
26-2303250

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 66,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 8,418,773.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 5,626,867.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 800,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 500,000.	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). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 291,913.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	----- ----- -----	\$ 100,000.	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). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization CLIMATEWORKS FOUNDATION

Employer identification number
26-2303250

Part III *Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.* Complete columns (a) through (e) and the following line entry.

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

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

▶ **See separate instructions.**

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, 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 35c (Proxy Tax), then

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

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

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ▶ \$ 0
- 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. ▶ \$ 0
- 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 the 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)				

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

Schedule C (Form 990 or 990-EZ) 2011

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 (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)	250,000.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)	652,202.													
c Total lobbying expenditures (add lines 1a and 1b)	902,202.													
d Other exempt purpose expenditures	147,941,106.													
e Total exempt purpose expenditures (add lines 1c and 1d)	148,843,308.													
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%; text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)	250,000.													
h Subtract line 1g from line 1a. If zero or less, enter -0-	0	0												
i Subtract line 1f from line 1c. If zero or less, enter -0-	0	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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2 a Lobbying nontaxable amount			1,000,000.	1,000,000.	2,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					3,000,000.
c Total lobbying expenditures			914,497.	902,202.	1,816,699.
d Grassroots nontaxable amount			250,000.	250,000.	500,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					750,000.
f Grassroots lobbying expenditures				250,000.	250,000.

Schedule C (Form 990 or 990-EZ) 2011

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: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?; 2b If "Yes," enter the amount of any tax incurred under section 4912; 2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912; 2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

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

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

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

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

Part IV Supplemental Information

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

Horizontal dashed lines for supplemental information input.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2011

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, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. 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. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor advisement.

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. Includes rows for purpose(s) of conservation easements, total number, acreage, and number of easements on historic structures.

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. Includes rows for reporting on SFAS 116 (ASC 958) regarding art and historical treasures.

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

Schedule D (Form 990) 2011

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

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

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

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

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

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

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

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment %
- b Permanent endowment %
- c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
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.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		4,888,475.	1,168,177.	3,720,298.
d Equipment		491,538.	364,666.	126,872.
e Other		1,050,173.	392,950.	657,223.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				4,504,393.

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) Book value
(1) Federal income taxes	
(2) DEFERRED RENT	1,291,080.
(3) LONG TERM DEPOSIT	9,711.
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
(11) _____	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	1,300,791.

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	83,026,313.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	156,891,057.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-73,864,744.
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	-124,366.
9	Total adjustments (net). Add lines 4 through 8	9	-124,366.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-73,989,110.

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	83,004,064.
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	17,463.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	17,463.
3	Subtract line 2e from line 1	3	82,986,601.
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	39,712.
c	Add lines 4a and 4b	4c	39,712.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	83,026,313.

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

1	Total expenses and losses per audited financial statements	1	156,993,174.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	17,463.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	124,366.
e	Add lines 2a through 2d	2e	141,829.
3	Subtract line 2e from line 1	3	156,851,345.
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	39,712.
c	Add lines 4a and 4b	4c	39,712.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	156,891,057.

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 AND EXCISE 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. THE OPEN TAX YEARS FOR BOTH THE US FEDERAL TAX JURISDICTION AND THE CALIFORNIA STATE TAX JURISDICTION ARE THE TAX YEARS 2008-2011. THE OPEN TAX YEAR FOR THE DISTRICT OF COLUMBIA IS 2011. THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS AS OF DECEMBER 31, 2011 AND 2010, NOR ARE ANY MATERIAL CHANGES ANTICIPATED IN THE NEXT TWELVE MONTHS FOLLOWING DECEMBER 31, 2011. 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

Part XIV Supplemental Information (continued)

STATEMENTS

LINE 8: UNREALIZED TRANSACTION LOSS ON FOREIGN EXCHANGE \$124,366

SCHEDULE D, PART XII

RECONCILIATION OF REVENUE PER AUDITED FINANCIAL STATEMENTS WITH REVENUE

PER RETURN

LINE 2B: IN-KIND LEGAL SERVICES \$17,463

LINE 4B: SUBLEASE OFFICE EXPENSE REIMBURSEMENT \$39,712

SCHEDULE D, PART XIII

RECONCILIATION OF EXPENSES PER AUDITED FINANCIAL STATEMENTS WITH EXPENSES

PER RETURN

LINE 2A: IN-KIND LEGAL SERVICES \$17,463

LINE 4B: SUBLEASE OFFICE EXPENSE REIMBURSEMENT \$39,712

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2011

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 its grants and other 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 its grants and other assistance 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			GRANTMAKING		550,000.
(2) CENTRAL AMERICA/CARIBBEAN			PROGRAM SERVICES	ATTEND CONFERENCE	8,138.
(3) EAST ASIA AND THE PACIFIC			GRANTMAKING		1,822,447.
(4) EAST ASIA AND THE PACIFIC			PROGRAM SERVICES	NETWORK MTG, CLUA	1,262,060.
(5) EUROPE			GRANTMAKING		21,334,692.
(6) EUROPE			PROGRAM SERVICES	TRAVEL & MEETINGS	578,659.
(7) EUROPE			FUNDRAISING		24,814.
(8) NORTH AMERICA			GRANTMAKING		250,000.
(9) NORTH AMERICA			PROGRAM SERVICES	START UP EXPENSES	113,299.
(10) SOUTH AMERICA			GRANTMAKING		4,054,604.
(11) SOUTH AMERICA			PROGRAM SERVICES	START UP EXPENSES	221,508.
(12) SOUTH AMERICA			FUNDRAISING		69,182.
(13) SOUTH ASIA			GRANTMAKING		2,548,131.
(14) SOUTH ASIA	1.	2.	PROGRAM SERVICES	CLIMATE POLICY STRAT.	1,994,434.
(15) SOUTH ASIA			FUNDRAISING		93,154.
(16) SUB-SAHARAN AFRICA			PROGRAM SERVICES	ATTEND COP 17	18,175.
(17)					
3a Sub-total	1.	2.			34,943,297.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	1.	2.			34,943,297.

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

Schedule F (Form 990) 2011

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 1.

3 Enter total number of other organizations or entities 57.

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, Information 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; amounts of investments vs. expenditures per region); 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; amounts of investments vs. expenditures per region); 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, THE
PRESIDENT AND CHIEF EXECUTIVE OFFICER, OR A VICE PRESIDENT 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

2011

**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 INC.	STRATEGY		X		522,000.	
2 PHILANTHROPY CONSULTING GRP.	STRATEGY		X		193,725.	
3 WITHERSPOON CONSULTING ASSOCIATES	STRATEGY		X		28,800.	
4 GEORGIA PESSOA	STRATEGY		X		16,000.	
5 MARTS & LUNDY	STRATEGY		X		15,000.	
6						
7						
8						
9						
10						
Total					775,525.	

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, MA, MN, NY,

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.

Table with 5 columns: (a) Event #1, (b) Event #2, (c) Other Events, (d) Total events. Rows include Revenue (Gross receipts, Less: Charitable contributions, Gross income) and Direct Expenses (Cash prizes, Noncash prizes, Rent/facility costs, Food and beverages, Entertainment, Other direct expenses, Direct expense summary, Net income summary).

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.

Table with 5 columns: (a) Bingo, (b) Pull tabs/instant bingo/progressive bingo, (c) Other gaming, (d) Total gaming. Rows include Revenue (Gross revenue) and Direct Expenses (Cash prizes, Noncash prizes, Rent/facility costs, Other direct expenses, Direct expense summary, Net gaming income summary).

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?
b If "No," explain:

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?
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)**

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

Part I General Information on Grants and Assistance

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. 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 listed in the line 1 table ▶ 33

3 Enter total number of other organizations listed in the line 1 table ▶ .2

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

Schedule I (Form 990) (2011)

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

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

2011

Open to Public Inspection

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

Part I Questions Regarding Compensation

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

- | | |
|---|---|
| <input 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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in 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		

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

Schedule J (Form 990) 2011

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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(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 as deferred in prior Form 990	
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation					
1 THOMAS HARVEY	(i)	448,082.	0	50,629.	301,736.	22,219.	822,666.	0
	(ii)	0	0	0	0	0	0	0
2 MARK BURGET	(i)	432,634.	0	2,622.	36,750.	22,087.	494,093.	0
	(ii)	0	0	0	0	0	0	0
3 JENNIFER FOX	(i)	157,772.	0	485.	23,693.	14,371.	196,321.	0
	(ii)	0	0	0	0	0	0	0
4 MOLLY SINGER	(i)	225,768.	0	9,613.	25,037.	10,241.	270,659.	0
	(ii)	0	0	0	0	0	0	0
5 HEATHER THOMPSON	(i)	256,457.	0	6,939.	27,079.	5,658.	296,133.	0
	(ii)	0	0	0	0	0	0	0
6 SEEMA PAUL	(i)	258,416.	0	167,399.	36,750.	23,200.	485,765.	0
	(ii)	0	0	0	0	0	0	0
7 CHRISTOPHER ELLIOTT	(i)	268,181.	0	2,217.	35,094.	20,472.	325,964.	0
	(ii)	0	0	0	0	0	0	0
8 JOHN FORD	(i)	95,694.	0	16,125.	14,227.	0	126,046.	0
	(ii)	0	0	0	0	0	0	0
9 CHARLES MCELWEE	(i)	174,634.	0	8,623.	31,076.	18,720.	233,053.	0
	(ii)	0	0	0	0	0	0	0
10 BRIGID MCCORMACK	(i)	174,563.	0	529.	30,897.	22,772.	228,761.	0
	(ii)	0	0	0	0	0	0	0
11 JOE RYAN	(i)	203,849.	0	696.	26,513.	26,130.	257,188.	0
	(ii)	0	0	0	0	0	0	0
12 ZACHARY MACDONALD	(i)	192,932.	0	1,811.	28,940.	3,995.	227,678.	0
	(ii)	0	0	0	0	0	0	0
13 DAN ZARIN	(i)	181,845.	0	1,836.	28,125.	12,708.	224,514.	0
	(ii)	0	0	0	0	0	0	0
14 MIRKA DELLA CAVA	(i)	167,305.	2,000.	2,362.	29,252.	20,477.	221,396.	0
	(ii)	0	0	0	0	0	0	0
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, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

COMPENSATION

SCHEDULE J, PART I, LINE 1A:

FIRST-CLASS TRAVEL: CLIMATEWORKS ALLOWS FIRST-CLASS AIRFARE FOR OUR EXTERNAL BOARD MEMBERS. IN 2011, CLIMATEWORKS REIMBURSED A BOARD MEMBER FOR FIRST-CLASS FLIGHTS TO ATTEND A BOARD MEETING AND CLIMATEWORKS' NETWORK LEADERSHIP MEETING.

TAX GROSS-UP AND EQUALIZATION PAYMENTS: SEEMA PAUL, VICE PRESIDENT, DIRECTOR OF INDIA ENERGY INITIATIVE, RECEIVED A TAX-GROSS UP TOTALING \$97,683 AS PART OF HER EXPATRIATE COMPENSATION PACKAGE FOR HER ASSIGNMENT TO INDIA. MS. PAUL PARTICIPATES IN A TAX EQUALIZATION PROGRAM 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. MIRKA DELLA CAVA, PROGRAM OFFICER, RECEIVED A TAX GROSS-UP OF \$1,453 AS A PART OF HER BONUS IN 2011. THESE TAX-GROSS UP PAYMENTS WERE REPORTED ON FORM W-2 AS TAXABLE INCOME AS REQUIRED AND REPORTED ON SCHEDULE J, PART II, COLUMN B (III).

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

HOUSING ALLOWANCE: SEEMA PAUL, VICE PRESIDENT, DIRECTOR OF INDIA ENERGY INITIATIVE, RECEIVED 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 (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.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

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

2011

**Open to Public
Inspection**

Name of the organization

CLIMATEWORKS FOUNDATION

Employer identification number

26-2303250

ORGANIZATION'S MISSION

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

THE CLIMATEWORKS FOUNDATION ADVANCES PUBLIC POLICIES AND MARKET REFORMS THAT CAN PREVENT DANGEROUS CLIMATE CHANGE AND PROMOTE GLOBAL PROSPERITY. CLIMATEWORKS' GOAL IS TO REDUCE ANNUAL GLOBAL GREENHOUSE GAS EMISSIONS BY 6 GIGATONNES (GT), OR BILLION METRIC TONS, BY THE YEAR 2020 AND 11 GT BY 2030. THESE AMBITIOUS TARGETS REQUIRE THE RAPID, WIDESPREAD ADOPTION OF CLEAN, EFFICIENT ENERGY POLICIES AND LAND USE PRACTICES THAT REDUCE EMISSIONS FROM HUMAN ACTIVITIES. CLIMATEWORKS AND ITS NETWORK OF AFFILIATED ORGANIZATIONS-THE CLIMATEWORKS NETWORK-PROMOTE THESE POLICIES IN THE REGIONS AND SECTORS RESPONSIBLE FOR MOST GREENHOUSE GAS EMISSIONS.

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

FORM 990, PART III

LINE 4A: THE CLIMATEWORKS FOUNDATION SUPPORTS THE EFFORTS OF ITS NETWORK PARTNERS IN THE GEOGRAPHIC REGIONS AND ECONOMIC SECTORS THAT HAVE THE GREATEST POTENTIAL TO REDUCE GREENHOUSE GAS EMISSIONS.

THE CLIMATEWORKS NETWORK COMPRISES TWO TYPES OF ORGANIZATIONS: REGIONAL CLIMATE FOUNDATIONS (RCFS) AND BEST PRACTICE NETWORKS (BPNS).

REGIONAL CLIMATE FOUNDATIONS FOCUS ON NATIONAL AND LOCAL PRIORITIES IN

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CHINA, THE UNITED STATES, INDIA, THE EUROPEAN UNION, LATIN AMERICA, AND INDONESIA. STAFFED PREDOMINANTLY BY IN-COUNTRY POLITICAL EXPERTS, THESE FOUNDATIONS FUND A WIDE RANGE OF GRANTEEES, ANALYZE POLICIES, ORGANIZE COALITIONS, AND DEVELOP ADVOCACY CAMPAIGNS TO SUPPORT EFFECTIVE POLICY SOLUTIONS. CLIMATEWORKS NETWORK RCFS ARE THE CHINA SUSTAINABLE ENERGY PROGRAM, THE ENERGY FOUNDATION (U.S.), THE SHAKTI SUSTAINABLE ENERGY FOUNDATION (INDIA), THE EUROPEAN CLIMATE FOUNDATION, THE LATIN AMERICA PROGRAM, AND THE CLIMATE AND LAND USE ALLIANCE.

BEST PRACTICE NETWORKS FOCUS ON THE TECHNICAL DETAILS OF SMART POLICIES IN THE POWER, INDUSTRY, VEHICLES AND FUELS, BUILDINGS, APPLIANCES, AND TRANSPORTATION SYSTEM SECTORS. THEIR POLICY ANALYSTS AND TECHNICAL EXPERTS—MANY OF THEM FORMER REGULATORS—HELP LEGISLATORS AND REGULATORS DESIGN STRINGENT, COST-EFFECTIVE RULES THAT REDUCE GREENHOUSE GAS EMISSIONS AND BENEFIT PEOPLE. CLIMATEWORKS NETWORK BPNS ARE THE REGULATORY ASSISTANCE PROJECT (POWER), THE INSTITUTE FOR INDUSTRIAL PRODUCTIVITY (INDUSTRY), THE INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION (VEHICLES AND FUELS), THE GLOBAL BUILDINGS PERFORMANCE NETWORK (BUILDINGS), THE COLLABORATIVE LABELING AND APPLIANCE STANDARDS PROGRAM (APPLIANCES), AND THE INSTITUTE FOR TRANSPORTATION AND DEVELOPMENT POLICY (TRANSPORT SYSTEMS).

IN 2011, CLIMATEWORKS MADE GRANTS OF \$112.6 MILLION TO OUR NETWORK TO SUPPORT ADOPTION AND IMPLEMENTATION OF POLICIES THAT PROMOTE CLEAN, EFFICIENT ENERGY TECHNOLOGIES AND LAND USE PRACTICES THAT REDUCE

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EMISSIONS FROM HUMAN ACTIVITIES. THESE POLICIES CAN ALSO SAVE MONEY FOR CONSUMERS AND BUSINESSES, FOSTER TECHNOLOGICAL INNOVATION AND ECONOMIC DEVELOPMENT, IMPROVE PUBLIC HEALTH, ENHANCE ENERGY SECURITY, 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 A NEW PARTNER ORGANIZATION, THE GLOBAL BUILDINGS PERFORMANCE NETWORK.

CLIMATEWORKS CONVENED KEY STAFF FROM NETWORK ORGANIZATIONS TO SHARE STRATEGIES AND BEST PRACTICES. OUR NETWORK LEADERSHIP MEETING BROUGHT TOGETHER CLIMATE AND ENERGY POLICY EXPERTS TO BUILD WORKING RELATIONSHIPS, SHARE STRATEGIES, AND HELP SET PRIORITIES FOR THE COMING YEAR. CLIMATEWORKS ALSO REGULARLY CONVENED A MANAGEMENT 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 TO ACCELERATE THE DEPLOYMENT OF CLEAN TECHNOLOGIES, IMPROVE ENERGY EFFICIENCY, AND REDUCE GREENHOUSE GAS 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

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PROMOTING ECONOMIC PROSPERITY. WE SPONSOR IN-DEPTH RESEARCH AND NONPARTISAN POLICY ANALYSIS; WE ALSO SUPPORT OUR BEST PRACTICE NETWORKS' EFFORTS TO RESEARCH AND SHARE GLOBAL BEST PRACTICES IN THEIR AREAS OF EXPERTISE.

IN 2011, 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.
- * THE BIPARTISAN POLICY CENTER, WHICH EDUCATED U.S. POLICYMAKERS ABOUT CLEAN ENERGY AND CLIMATE POLICIES.
- * A SPECIAL PROJECT ON SHORT-LIVED CLIMATE FORCERS, WHICH INCLUDE BLACK CARBON, HYDROFLUOROCARBONS ("F-GASES"), METHANE, AND OTHER GASES AND AEROSOLS THAT INTENSIFY THE RATE AND DEGREE OF CLIMATE CHANGE.
- * SUPPORT FOR TOOLS TO TRACK NATIONS' EFFORTS TO CUT CARBON EMISSIONS AND MODEL THE CLIMATE IMPACT OF MAJOR GOVERNMENT POLICY DECISIONS.
- * SUPPORT FOR ACCURATE MEDIA COVERAGE OF CLIMATE SCIENCE.

CLIMATEWORKS MADE GRANTS OF \$15.5 MILLION FOR RESEARCH AND SPECIAL PROJECTS IN 2011.

CLIMATEWORKS PROVIDED FUNDING FOR THE AMERICAN ENERGY INNOVATION COUNCIL, A GROUP OF AMERICA'S TOP BUSINESS EXECUTIVES WHO CREATED A PLAN TO MAKE

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AMERICA A GLOBAL LEADER IN ENERGY TECHNOLOGY INNOVATION. 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 SECOND REPORT, "CATALYZING INGENUITY," ISSUED IN SEPTEMBER 2011, HIGHLIGHTS THE NEED FOR AN ACTIVE GOVERNMENT ROLE IN ENERGY INNOVATION, RECOMMENDS WAYS TO IMPROVE THE EFFECTIVENESS OF GOVERNMENT INNOVATION PROGRAMS, AND IDENTIFIES OPTIONS TO PAY FOR ENERGY INNOVATION INVESTMENTS.

THE BIPARTISAN POLICY CENTER WORKED ACROSS PARTY LINES TO HELP EDUCATE U.S. LEGISLATORS ON THE BROAD BENEFITS OF ACTION ON ENERGY AND CLIMATE CHANGE.

OUR SHORT-LIVED FORCERS WORK FOCUSED PRIMARILY ON RESEARCH, EDUCATION, AND IDENTIFICATION OF INTERNATIONAL MECHANISMS TO REDUCE EMISSIONS OF THESE GASES.

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 AND CHIEF EXECUTIVE OFFICER, AND GENERAL COUNSEL.

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

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

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

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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 UNDERTAKEN IN 2012 FOR EACH OF THESE OFFICERS.

COMPENSATION FOR KEY EMPLOYEES IS REVIEWED ANNUALLY BY DIRECT SUPERVISORS, WITH FINAL REVIEW BY THE PRESIDENT AND CHIEF EXECUTIVE OFFICER. 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: IN 2011, CLIMATEWORKS FOUNDATION CONTRACTED WITH MCKINSEY & COMPANY PRIMARILY ON THREE PROJECTS: (1) STRATEGIC PLANNING WORK, INCLUDING NEW ANALYSIS OF CARBON ABATEMENT OPPORTUNITIES AROUND THE WORLD, (2) TECHNICAL AND ANALYTICAL ASSISTANCE IN SUPPORT OF LOW-CARBON DEVELOPMENT IN INDONESIA; AND (3) A PORTFOLIO OF NATIONAL MITIGATION PROJECTS IN MEXICO.

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STATEMENT OF FUNCTIONAL EXPENSES

FORM 990, PART IX, LINE 11G:

FEES FOR SERVICES (NON-EMPLOYEES) - OTHER

OTHER PROFESSIONAL SERVICE EXPENSES INCLUDE:

- \$9,110,223 FOR PROGRAM CONSULTING, PRIMARILY FOR MCKINSEY & COMPANY WORK TO DEVELOP A DEEP ANALYSIS OF CARBON ABATEMENT OPPORTUNITIES AROUND THE WORLD.
- \$681,385 FOR COMMUNICATIONS, CONSISTING OF \$501,036 FOR PROGRAM COMMUNICATIONS, AND \$180,349 FOR CORPORATE COMMUNICATIONS
- \$416,057 FOR RECRUITING
- \$446,426 FOR PROGRAM MEASUREMENT & EVALUATION
- \$166,940 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 \$124,366.

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

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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 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, THE PRESIDENT AND CHIEF EXECUTIVE OFFICER, OR A VICE PRESIDENT APPROVES THE GRANT.

CLIMATEWORKS REVIEWS NARRATIVE AND FINANCIAL REPORTS TO ENSURE THAT THE

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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	4,854,000.
CLIMATE ADVISERS INC. 1616 P STREET, NW WASHINGTON, DC 20036	FUNDRAISING AND PRGM	1,365,600.
REDSTONE STRATEGY GROUP 1542 HIGH STREET BOULDER, CO 80304	PRGM AND MNGMT SVCS	962,445.
CONVERSANT SOLUTIONS, LLC 1406 PEARL STREET, 2ND FLOOR BOULDER, CO 80302	PRGM AND MNGMT SVCS	861,540.
MERIDIAN INSTITUTE PO BOX 1829, 105 VILLAGE PLACE DILLON, CO 80435	PRGM AND MNGMT SVCS	589,029.
TOTAL COMPENSATION		<u>8,632,614.</u>

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**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2011

**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" to 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" to 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) GLOBAL BUILDINGS PERFORMANCE NETWORK 5 RUE DE HELDER 75009 PARIS, FR	BEST PRACTICE	FR	N/A		N/A		X
(2) INSTITUTE FOR INDUSTRIAL PRODUCTIVITY 27-2664900 2200 PENNSYLVANIA AVE NW, 4TH WASHINGTON, DC 20037	BEST PRACTICE	MD	501 (C) 3	7	N/A		X
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2011

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to 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" to 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 related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
n Sharing of paid employees with related organization(s)		X
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related 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	3,729,008.	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) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(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		Yes	No	
(1) -----													
(2) -----													
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(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 PROGRAM AND GENERAL OPERATING SUPPORT TO THE INSTITUTE FOR INDUSTRIAL PRODUCTIVITY ("IIP") A 501C3 TAX-EXEMPT ORGANIZATION. CLIMATEWORKS' PRESIDENT AND VICE PRESIDENT OF PROGRAMS SERVED AS IIP'S INITIAL BOARD OF DIRECTORS UNTIL APRIL 2011, WHEN IIP ADDED FIVE NEW OUTSIDE DIRECTORS. CLIMATEWORKS DID NOT MAINTAIN ITS RELATED PARTY STATUS AS OF APRIL 2011.

CLIMATEWORKS FOUNDATION PROVIDED SEED FUNDING AND START-UP ASSISTANCE TO THE GLOBAL BUILDINGS PERFORMANCE NETWORK ("GBPN") A NON-PROFIT ORGANIZATION REGISTERED IN FRANCE. AS PART OF THIS ASSISTANCE, CLIMATEWORKS' PRESIDENT, VICE PRESIDENT OF PROGRAMS, AND ONE OF ITS PROGRAM OFFICERS AGREED TO SERVE AS GBPN'S INITIAL GENERAL ASSEMBLY MEMBERS AT THE TIME OF INCORPORATION. CLIMATEWORKS EXPECTS GBPN TO INCREASE ITS NUMBER OF BOARD MEMBERS IN THE NEAR FUTURE AND CLIMATEWORKS DOES NOT EXPECT TO MAINTAIN ITS CURRENT RELATED PARTY STATUS IN THE FUTURE.